CELSIUS HOLDINGS, INC.

OTC PINK BASIC DISCLOSURE

For the quarter ended June 30, 2015

Filed on August 10, 2015

All references herein to "we," "us," "our" "Celsius" or "the Company" refer to Celsius Holdings, Inc. and its subsidiaries.

1. Name of the issuer and its predecessors (if any)

We were incorporated in Nevada on April 26, 2005 under the name "Vector Ventures, Inc." and originally we engaged in mineral exploration. Such business was unsuccessful. On January 26, 2007, we acquired the Celsius® beverage business of Elite FX, Inc., a Florida corporation engaged in the development of "functional" beverages since 2004 in a reverse merger, and subsequently changed our name to Celsius Holdings, Inc.

2. Address of the issuer's principal executive offices

Address:	2424 North Federal Hwy, Suite 208, Boca Raton, Florida 33431
Phone:	561-276-2239
Email:	investor@celsius.com
Website:	www.celsius.com

3. Security Information

3.1 Common Stock

Trading Symbol:	CELH
Exact title and class Of securities outstanding:	Common Stock
CUSIP:	155118V207
Par or stated value:	$.001 per share

Total shares authorized:	Common Stock - 75,000,000 shares, par value $.001 as of June 30, 2015
Total shares outstanding:	Common Stock – 38,380,382 shares, par value $.001 as of June 30, 2015

3.2 Preferred Stock

Trading Symbol:	N/A
Exact title and class Of securities outstanding:	Preferred Stock
CUSIP:	N/A
Par or stated value:	$.001 per share
Total shares authorized:	Preferred Stock - 2,500,000 shares, par value $.001 as of June 30, 2015
Total shares outstanding:	Preferred Stock – 6,380 shares, par value $.001 as of June 30, 2015

3.3 Transfer Agent

Name:	Interwest Transfer Company, Inc.
Address:	1981 East 4800 South, Suite 100, Salt Lake City, Utah 84117
Phone:	801-272-9242
Is the Transfer Agent registered under the Securities Exchange Act of 1934?	Yes
List any restriction on the transfer security:	None
Describe any trading suspension orders issued By the SEC in the past 12 months:	None

4. Issuance history

4.1 August 26, 2013 Transaction

On August 26, 2013, the Company entered into a securities purchase agreement (the "2013 Purchase Agreement") with CDS Ventures of South Florida, LLC ("CDS") and CD Financial,

LLC ("CD"). CDS and CD are limited liability companies which are affiliates of Carl DeSantis, the Company's principal shareholder. The Company issued 2,200 shares of its Series C Preferred Stock (the "Preferred C Shares") in exchange for the conversion of a $550,000 short term loan from CDS and the conversion of $1,650,000 in indebtedness under the Company's line of credit with CD (the "CD Line of Credit"). The Preferred C Shares can be converted into Company common stock at any time until December 31, 2018 at a conversion price of $0.52 per share. The conversion price per share is based on the weighted average of the ten daily VWAPs for the 10 trading days immediately preceding the closing date of August 26, 2013.The Preferred C Shares accrue a 6% annual cumulative dividend, payable in additional Preferred C Shares. The Preferred C Shares mature on December 31, 2018 and are redeemable only in shares of the Company's common stock.

A. In connection with the issuance of the Preferred C Shares pursuant to the 2013 Purchase Agreement, the Company relied upon the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act").

B. In connection with the 2013 Purchase Agreement, no securities were registered or qualified in any jurisdiction.

C. Pursuant to the 2013 Purchase Agreement, the Company issued 2,200 Preferred C Shares in exchange for the conversion of a $550,000 short term loan from CDS and the conversion of $1,650,000 in indebtedness under the CD Line of Credit.

D. Pursuant to the 2013 Purchase Agreement, the Company issued 2,200 Preferred C Shares.

E. Pursuant to the 2013 Purchase Agreement, the 2,200 Preferred C Shares were issued in exchange for the conversion of a $550,000 short term loan from CDS and the conversion of $1,650,000 in indebtedness under the CD Line of Credit.

F. The Preferred C Shares issued pursuant to the 2013 Purchase Agreement are "restricted securities" of the Company.

G. The certificates evidencing the Preferred C Shares issued pursuant to the 2013 Purchase Agreement bear a legend (i) stating that the Preferred C Shares have not been registered under the Securities Act and applicable state securities laws and (ii) setting forth and referring to the restrictions on transferability and sale of the Preferred C Shares under the Securities Act and applicable state securities laws.

4.2 April 16, 2015 Transactions

I. On April 16, 2015, the Company entered into a common stock purchase agreement (the "2015 Purchase Agreement") with a group of private investors (the "Investors") led by Hong Kong based Horizon Ventures, Mr. Russell Simmons, and Ms. Kimora Lee Simmons. Pursuant to the 2015 Purchase Agreement, the Company sold 12,921,348 shares of its common stock on a private placement basis (the "Private Placement Shares") to the Investors for an aggregate consideration of $11,388,159, net of expenses. Certain of the Investors contemporaneously

acquired an additional 5,000,000 shares of our common stock (the "Conversion Shares") by purchasing an outstanding $1.5 million convertible note held by CDS (the "CDS Note") and immediately converting the CDS Note into the Conversion Shares.

A. In connection with the issuance of the Private Placement Shares and the Conversion Shares, Celsius relied upon the exemptions from registration afforded by Sections 4(a)(2) and 3(a)(9) of the Securities Act, respectively.

B. In connection with the issuance of the Private Placement Shares and the Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. The Company issued 12,921,348 Private Placement Shares to the Investors for $0.89 per share and 5,000,000 Conversion Shares to certain of the Investors upon conversion of the $1.5 million CDS Note.

D. The Company issued 12,921,348 Private Placement Shares to the Investors and 5,000,000 Conversion Shares to certain of the Investors.

E. The Private Placement Shares were issued to the Investors for $0.89 per share, less legal fees totaling $111,840 for net proceeds received by the Celsius of $11,388,159. The Conversion Shares were issued to certain of the Investors upon conversion of the $1.5 million CDS Note.

F. The Private Placement Shares and the Conversion Shares are "restricted securities" of the Company.

G. The certificates evidencing the Private Placement Shares and the Conversion Shares bear a legend (i) stating that the shares have not been registered under the Securities Act and applicable state securities laws and (ii) setting forth and referring to the restrictions on transferability and sale of the shares under the Securities Act and applicable state securities laws.

II. On April 16, 2015, contemporaneously with the transactions with the Investors, the Company entered into an amendment to its existing Loan and Security Agreement (the "Amendment") with CD. Pursuant to the Amendment, the outstanding principal amount of the CD Line of Credit was reduced by $4.0 million, which amount was converted into 4,000 shares of a newly-designated Series D Preferred Stock (the "Preferred D Shares"). The Preferred D Shares can be converted into Company common stock at any time until the expiration date of the line of credit in 2020 or its earlier satisfaction in full, at a conversion price of $0.86 per share. The Preferred D Shares accrue a 5% annual cumulative cash dividend, payable quarterly and accords the holders thereof voting rights on an "as converted" basis. Further, the borrowing cap under the CD Line of Credit was reduced to $4.5 million and its expiration date was extended to January 2, 2020, with all other terms remaining the same. Contemporaneously with the issuance of the Preferred D Shares $180,000 of accrued but unpaid dividends on outstanding Preferred C Shares was paid through the issuance of an additional 180 Preferred C Shares (the "Additional Preferred C Shares").

A. In connection with the issuance of the Preferred D Shares and the Additional Preferred C Shares, Celsius relied upon the exemption from afforded by Section 4(a)(2) of the Securities Act ,

B. In connection with the issuance of the Preferred D Shares and the Additional Preferred C Shares, no securities were registered or qualified in any jurisdiction.

C. The Preferred D Shares were issued in connection with the conversion of $4.0 million in indebtedness under the CD Line of Credit. The Additional Preferred C Shares were issued in payment of $180,000 in accrued but unpaid dividends on outstanding Preferred C Shares.

D. The Company issued 4,000 Preferred D Shares and 180 Additional Preferred C Shares.

E. The Preferred D Shares were issued in connection with the conversion of $4.0 million in indebtedness under the CD Line of Credit. The Additional Preferred C Shares were issued in payment of $180,000 in accrued but unpaid dividends on outstanding Preferred C Shares.

F. The Preferred D Shares and the Additional Preferred C Shares issued by Celsius are "restricted securities" of the Company.

G. The certificates evidencing the Preferred D Shares and the Additional Preferred C Shares issued by Celsius bear a legend (i) stating that the shares have not been registered under the Securities Act and applicable state securities laws, and (ii) setting forth and referring to the restrictions on transferability and sale of the shares under the Securities Act and applicable state securities laws.

III. At closing of the April 16, 2015 transactions, Celsius, the Investors, CD and CDS entered into an Investors' Rights Agreement, pursuant to which, among matters, the board of directors was expanded to seven (7), two of whom shall be designated by the Investors, the shareholder parties were accorded certain registration rights for their respective shares of our common stock or underlying shares our of common stock, as the case may be, under the Securities Act and the shareholder parties were granted certain participation rights as to future offerings of securities by Celsius. In order to effect the transactions, Celsius' Amended and Restated Articles of Incorporation were amended as authorized by the Board of Directors and majority shareholders (to the extent required), to increase the number of authorized shares of the Company's common stock 50,000,000 to 75,000,000 and authorized Preferred C Shares from 2,200 to 3,000 and to designate the newly created Preferred D Shares.

5. Financial statements

Attached here to and Exhibit "A" are the Company's Unaudited Consolidated Financial Statements for the three and six months ended June 30, 2015 and 2014, including (a) Unaudited, Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014, (b) Unaudited Consolidated Statements of Operations for the three and six months ended June 30, 2015 and 2014, (c) Unaudited, Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014 and (d) Notes to Unaudited Consolidated Financial Statements.

6. Describe the issuer's business, products, and services

A. Description of the issuer's business operations

Business Overview

We are engaged in the development, marketing, sale and distribution of "functional" calorie-burning fitness beverages under the Celsius® brand name. According to multiple clinical studies we funded, a single serving of Celsius® burns 100 to 140 calories by increasing a consumer's resting metabolism an average of 12% and providing sustained energy for up to a three-hour period. Our exercise focused studies show Celsius delivers additional benefits when consumed prior to exercise. The studies shows benefits such as increase in fat burn, increase in lean muscle mass and increased endurance.

We seek to combine nutritional science with mainstream beverages by using our proprietary thermogenic (calorie-burning) MetaPlus® formulation, while fostering the goal of healthier everyday refreshment by being as natural as possible without the artificial preservatives often found in many energy drinks and sodas. Celsius® has no artificial preservatives, aspartame or high fructose corn syrup and is very low in sodium. Celsius® uses good-for-you ingredients and supplements such as green tea (EGCG), ginger, calcium, chromium, B vitamins and vitamin C. The main Celsius line of products are sweetened with sucralose, a sugar-derived sweetener that is found in Splenda®, which makes our beverages low-calorie and suitable for consumers whose sugar intake is restricted.

We have undertaken significant marketing efforts aimed at building brand awareness, including a wide variety of marketing vehicles such as television, radio, digital, social media, sponsorships, and magazine advertising. We also undertake various promotions at the retail level such as coupons and other discounts in addition to in-store sampling.

We do not directly manufacture our beverages, but instead outsource the manufacturing process to established third-party co-packers. We do, however, provide our co-packers with flavors, ingredient blends, cans and other raw materials for our beverages purchased by us from various suppliers.

B. **Date and State of Incorporation**

We were incorporated in Nevada on April 26, 2005 under the name "Vector Ventures, Inc." and originally we engaged in mineral exploration. Such business was unsuccessful. On January 26, 2007, we acquired the Celsius® beverage business of Elite FX, Inc., a Florida corporation engaged in the development of "functional" beverages since 2004 in a reverse merger, and subsequently changed our name to Celsius Holdings, Inc.

C. **The issuer's primary SIC Code** 2086 – Bottled and canned soft drinks

D. **Fiscal year end date** December 31

E. **Principal products or services, and their markets**

Our Products

Celsius® calorie-burning beverages were first introduced to the marketplace in 2005.

According to multiple clinical studies we funded, a single serving (12 ounce can) of Celsius® burns 100 to 140 calories by increasing a consumer's metabolism an average of 12% for up to a three-hour period. In addition, these studies have indicated that drinking a single serving of Celsius® prior to exercising may improve cardiovascular health and fitness and enhance the loss of fat and gain of muscle from exercise.

We seek to combine nutritional science with mainstream beverages by using our proprietary thermogenic (calorie-burning) MetaPlus® formulation, while fostering the goal of healthier everyday refreshment by being as natural as possible without the artificial preservatives often found in many energy drinks or sodas. Celsius® has no chemical preservatives, aspartame or high fructose corn syrup and is very low in sodium. Celsius® uses good-for-you ingredients and supplements such as green tea (EGCG), ginger, calcium, chromium, B vitamins and vitamin C. Celsius is sweetened with sucralose, a sugar-derived sweetener that is found in Splenda®, which makes our beverages low-calorie and suitable for consumers whose sugar intake is restricted. Each 12 ounce can of Celsius® contains 200 milligrams of caffeine which is comparable to one 12 ounce cup of coffee from the leading coffeehouse.

We currently offer Celsius® in five flavors, orange, wild berry, cola (which are carbonated) and non-carbonated green tea raspberry/acai, and green tea/peach mango. Our beverages are sold in 12 ounce cans, and we have recently begun to market the active ingredients in powdered form in individual On-The-Go packets as well as multiple serving canisters.

Celsius® is packaged in a distinctive twelve ounce sleek can that uses vivid colors in abstract patterns to create a strong on-shelf impact. The cans are sold as singles or in four-packs.

We target a niche in the functional beverage segment of the beverage industry consisting of consumers seeking calorie-burning beverages to help them manage their weight

and enhance their exercise regimen. Our target consumers are generally individuals that exercise two to five times a week and are concerned about their health.

Clinical Studies

It is our belief that clinical studies substantiating product claims will become more important as more and more beverages are marketed with health claims. Celsius® was one of the first functional beverages to be launched along with a clinical study. Celsius® is also one of very few functional beverages that has clinical research on the actual product itself. Some beverage companies that do mention studies backing their claims are actually referencing independent studies conducted on one or more of the ingredients in the product. We believe that it is important and will become more important to have studies on the actual product.

We have funded seven U.S. based clinical studies for Celsius®. Each was conducted by a research organizations and each studied the total Celsius® formula. The first study was conducted by the Ohio Research Group of Exercise Science and Sports Nutrition. The remaining studies were conducted by the Applied Biochemistry & Molecular Physiology Laboratory of the University of Oklahoma. We funded all of the studies and provided Celsius® beverage for the studies. However, none of our directors, executive officers or principal shareholders is in any way affiliated with either of the two research organizations which conducted the studies.

The first study was conducted in 2005 by the Ohio Research Group of Exercise Science and Sports Nutrition. The Ohio Research Group of Exercise Science & Sports Nutrition is a multidisciplinary clinical research team dedicated to exploring the relationship between exercise, nutrition, dietary supplements and health, www.ohioresearchgroup.com. This placebo-controlled, double-blind cross-over study compared the effects of Celsius® and the placebo on metabolic rate. Twenty-two participants were randomly assigned to ingest a twelve ounce serving of Celsius® and on a separate day a serving of twelve ounces of Diet Coke®. All subjects completed both trials using a randomized, counterbalanced design. Randomized means that subjects were selected for each group randomly to ensure that the different treatments were statistically equivalent. Counterbalancing means that individuals in one group drank the placebo on the first day and drank Celsius® on the second day. The other group did the opposite. Counterbalancing is a design method that is used to control "order effects." In other words, to make sure the order that subjects were served, does not impact the results and analysis.

Metabolic rate (via indirect calorimetry, measurements taken from breaths into and out of calorimeter) and substrate oxidation (via respiratory exchange ratios) were measured at baseline (pre-ingestion) and for ten minutes at the end of each hour for three hours post-ingestion. The results showed an average increase of metabolism of twelve percent over the three hour period, compared to statistically insignificant change for the control group. Metabolic rate, or metabolism, is the rate at which the body expends energy. This is also referred to as the "caloric burn rate." Indirect calorimetry calculates heat that living

organisms produce from their production of carbon dioxide. It is called “indirect” because the caloric burn rate is calculated from a measurement of oxygen uptake. Direct calorimetry would involve the subject being placed inside the calorimeter for the measurement to determine the heat being produced. Respiratory Exchange Ratio is the ratio oxygen taken in a breath compared to the carbon dioxide breathed out in one breath or exchange. Measuring this ratio can be used for estimating which substrate (fuel such as carbohydrate or fat) is being metabolized or ‘oxidized’ to supply the body with energy.

The second study was conducted by the Applied Biochemistry & Molecular Physiology Laboratory of University of Oklahoma in 2007. This blinded, placebo-controlled study was conducted on a total of 60 men and women of normal weight. An equal number of participants were separated into two groups to compare one serving (a single 12 ounce can) of Celsius to a placebo of the same amount. According to the study, those subjects consuming Celsius burned significantly more calories versus those consuming the placebo, over a three-hour period. The study confirmed that over the three-hour period, subjects consuming a single serving of Celsius® burned 65% more calories than those consuming the placebo beverage and burned an average of more than 100 to 140 calories compared to the placebo. These results were statistically significant.

The third study, conducted by the Applied Biochemistry & Molecular Physiology Laboratory of University of Oklahoma in 2007, extended our second study with the same group of 60 individuals and protocol for 28 days and showed the same statistical significance of increased calorie burn (minimal attenuation). While the University of Oklahoma study did extend for 28 days, more testing would be needed for long term analysis of the Celsius® calorie-burning effects. Also, these studies were on relatively small numbers of subjects, they have statistically significant results. Additional studies on a larger number and wider range of body compositions can be considered to further the analysis.

Our fourth study, conducted by the Applied Biochemistry & Molecular Physiology Laboratory of University of Oklahoma in 2009, combined Celsius® use with exercise. This ten-week placebo-controlled, randomized and blinded study was conducted on a total of 37 subjects. Participants were randomly assigned into one of two groups: Group 1 consumed one serving of Celsius® per day, and Group 2 consumed one serving of an identically flavored and labeled placebo beverage. Both groups participated in ten weeks of combined aerobic and weight training, following the American College of Sports Medicine guidelines of training for previously sedentary adults. The results showed that consuming a single serving of Celsius® prior to exercising may enhance the positive adaptations of exercise on body composition, cardio-respiratory fitness and endurance performance. According to the preliminary findings, subjects consuming a single serving of Celsius® lost significantly more fat mass and gained significantly more muscle mass than those subjects consuming the placebo — a 93.75% greater loss in fat and 50% greater gain in muscle mass, respectively. The study also confirmed that subjects consuming Celsius® significantly improved measures

of cardio-respiratory fitness and the ability to delay the onset of fatigue when exercising to exhaustion.

Our fifth study was conducted by the Applied Biochemistry & Molecular Physiology Laboratory of University of Oklahoma in 2009. This ten-week placebo-controlled, randomized and blinded study was conducted on a total of 27 previously sedentary overweight and obese female subjects. Participants were randomly assigned into groups that consumed identically tasting treatment beverages with exercise or without exercise. All participants consumed one drink, either placebo or Celsius, per day for 10 weeks. The exercise groups participated in ten weeks of combined aerobic and weight training, following the American College of Sports Medicine guidelines of training for previously sedentary adults. No changes were made to their diet. The results showed that consuming a single serving of Celsius® prior to exercising may improve cardiovascular health and fitness and enhance the positive adaptations of exercise on body composition. According to the preliminary findings, subjects consuming a single serving of Celsius® lost significantly more fat mass and gained significantly more muscle mass when compared to exercise alone — a 46% greater loss in fat, 27% greater gain in muscle mass, respectively. The study also confirmed that subjects consuming Celsius® significantly improved measures of cardio-respiratory fitness — 35% greater endurance performance with significant improvements to lipid profiles — total cholesterol decreases of 5 to 13% and bad LDL cholesterol 12 to 18%. Exercise alone had no effect on blood lipid levels.

Our sixth study was conducted by the Applied Biochemistry & Molecular Physiology Laboratory of University of Oklahoma in 2009. This ten-week placebo-controlled, randomized and blinded study was conducted on a total of 37 previously sedentary male subjects. Participants were randomly assigned into groups that consumed identically tasting treatment beverages with exercise or without exercise. All participants consumed one drink, either placebo or Celsius, per day for 10 weeks. The exercise groups participated in ten weeks of combined aerobic and weight training, following the American College of Sports Medicine guidelines of training for previously sedentary adults. No changes were made to their diet. The results showed that consuming a single serving of Celsius® prior to exercising may improve cardiovascular health and fitness and enhance the positive adaptations of exercise on body composition. Significantly greater decreases in fat mass and percentage body fat and increases in VO_2 were observed in the subjects that consumed Celsius before exercise versus those that consumed the placebo before exercise. Mood was not affected. Clinical markers for hepatic, renal, cardiovascular and immune function, as determined by pre and post blood work revealed no adverse effects.

Our seventh study was conducted by Miami Research Institute in 2010 and demonstrated the efficacy and safety of the powders and the shots. This study allows the Company to make the same structure/function claims as the ready to drink beverages.

Manufacture and Supply of Our Products

Our beverages are produced by established third party beverage co-packers. A co-packer is a manufacturing plant that provides the service of filling bottles or cans for the brand owner. We believe one benefit of using co-packers is that we do not have to invest in the production facility and can focus our resources on brand development, sales and marketing. It also allows us produce in multiple locations strategically placed throughout the country. We purchase most of the ingredients and all packaging materials. The co-pack facility assembles our products and charges us a fee by the case. The shelf life of Celsius® is specified as 15 to 18 months.

Substantially all of the raw materials used in the preparation, bottling and packaging of our products are purchased by us or by our co-packers in accordance with our specifications. Generally, we obtain the ingredients used in our products from domestic suppliers and some ingredients have several reliable suppliers. The ingredients in Celsius® include green tea (EGCG), ginger (from the root), caffeine, B vitamins, vitamin C, taurine, guarana, chromium, calcium, glucuronolactone, sucralose, natural flavors and natural colorings. Celsius® is labeled with a supplements facts panel. We have no major supply contracts with any of our suppliers. We single-source all our ingredients for purchasing efficiency; however, we have identified a second source for our critical ingredients and there are many suppliers of flavors, colorings and sucralose. In case of a supply restriction or interruption from any of the flavor and coloring suppliers, we would have to test and qualify other suppliers that may disrupt our production schedules.

Packaging materials, except for our distinctive sleek aluminum cans, are easily available from multiple sources in the United States; however, due to efficiencies we utilize single source vendor relationships.

We believe that our co-packing arrangement and supply sources are adequate for our present needs.

Distribution

Celsius® is sold across many retail segments. They include supermarkets, convenience stores, drug stores, nutritional stores, and mass merchants. We also sell to health clubs, spas, gyms, the military, e-commerce websites and a limited number of international markets.

We distribute our products through a hybrid of direct-store delivery (DSD) distributors and as well as sales direct to retailers (DTR).

Seasonality of Sales

As is typical in the beverage industry, sales of our beverages are seasonal, with the highest sales volumes generally occurring in the second and third fiscal quarters, which correspond to the warmer months of the year in our major markets.

Competition

We believe that we are one of the few calorie-burning fitness beverages whose effectiveness is supported by clinical studies, which gives us a unique position in the beverage market. However, our products do compete broadly with all categories of consumer beverages. The beverage market is highly competitive, and includes international, national, regional and local producers and distributors, most of whom have greater financial, management and other resources than us. Our direct competitors in the functional beverage market include, but are not limited to The Coca-Cola Company, Dr. Pepper Snapple Group, PepsiCo, Inc., Nestlé, Waters North America, Inc., Hansen Natural Corp., and Red Bull.

Proprietary Rights

We have registered the Celsius® and MetaPlus® trademarks with the United States Patent and Trademark Office, as well as a number of additional trademarks.

We have and will continue to take appropriate measures, such as entering into confidentiality agreements with our contract packers and ingredient suppliers, to maintain the secrecy and proprietary nature of our MetaPlus® formulation and product formulas.

We maintain our MetaPlus® formulation and product formulas as trade secrets. We believe that trade secrecy is a preferable method of protection for our formulas as patenting them might require their disclosure. Other than a company that is our outsourced production manager, no single member of the raw material supply chain or our co-packers has access to the complete formula.

We consider our trademarks and trade secrets to be of considerable value and importance to our business. No successful challenges to our registered trademarks have arisen and we have no reason to believe that any such challenges will arise in the future.

Government Regulation

The production, distribution and sale of our products in the United States is subject to the *Federal Food, Drug and Cosmetic Act*, the *Dietary Supplement Health and Education Act of 1994*, the *Occupational Safety and Health Act*, various environmental statutes and various other federal, state and local statutes and regulations applicable to the production, transportation, sale, safety, advertising, labeling and ingredients of such products. California law requires that a specific warning appear on any product that contains a component listed by California as having been found to cause cancer or birth defects. The law exposes all food and beverage producers to the possibility of having to provide warnings on their products because the law recognizes no generally applicable quantitative thresholds below which a warning is not required. Consequently, even trace amounts of listed components can expose affected products to the prospect of warning labels. Products containing listed substances that occur naturally in the product or that are contributed to the product solely by a municipal water supply are generally exempt from the warning requirement. While none of our

products are required to display warnings under this law, we cannot predict whether an important component of any of our products might be added to the California list in the future. We also are unable to predict whether or to what extent a warning under this law would have an impact on costs or sales of our products.

Measures have been enacted in various localities and states that require that a deposit be charged for certain non-refillable beverage containers. The precise requirements imposed by these measures vary. Other deposit, recycling or product stewardship proposals have been introduced in certain states and localities and in Congress, and we anticipate that similar legislation or regulations may be proposed in the future at the local, state and federal levels, both in the United States and elsewhere.

Our facilities in the United States are subject to federal, state and local environmental laws and regulations. Compliance with these provisions has not had, and we do not expect such compliance to have, any material adverse effect upon our business, financial condition and results of operations.

7. Describe the issuer's facilities

Our principal executive offices are located at 2424 N Federal Hwy, Boca Raton, Florida 33431. Our telephone number is (561) 276-2239 and our website is www.celsius.com. The information accessible through our website does not constitute part of this report. The Company has no warehouses or other facilities as we store our product at third party contract warehouse facilities.

8. Officers, directors, and control persons

A. <u>Names of Officers, Directors, and Control Persons</u>

i. Officers:

President and Chief Executive Officer - Gerry David

Chief Financial Officer – John Fieldly

ii. Directors:

William H. Milmoe

Tim Leissner

Thomas E. Lynch

Nickolas Castaldo

Kevin Harrington

Kathleen M. Dwyer

Chris Lai

iii. Control Persons:

Carl DeSantis

William H. Milmoe

Charmnew Limited

Grieg International Limited

Nu Horizons Investment Group

B. Legal/Disciplinary History

None of the persons named in Item 8.A above has been the subject of : (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses; (2) the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; (3) a finding or judgment by court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodity law, which finding or judgment has not been revers, suspended or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activity.

C. Beneficial Shareholders

Below is a list of the persons beneficially owning more that 10% of any class of the issuer's equity securities:

Carl DeSantis – 41.3% Shares Beneficially Owned (1)

c/o Celsius Holdings, Inc.

2424 North Federal Highway, Suite 208

Boca Raton, FL 33431

William H. Milmoe – 42.0% Shares Beneficially Owned (2)

c/o Celsius Holdings, Inc.

2424 North Federal Highway, Suite 208

Boca Raton, FL 33431

Charmnew Limited – 14.5% Shares Beneficially Owned (3)

c/o Celsius Holdings, Inc.

2424 North Federal Highway, Suite 208

Boca Raton, FL 33431

(1) Includes (a) 8,554,289 shares of common stock held or recorded by CDS Ventures of South Florida, LLC, (b) 1,896,448 shares of common stock held of record by CD Financial, LLC, (c) 4,576,923 shares of common stock issuable upon conversion of shares of Series C preferred stock held of record by CDS Ventures of South Florida, LLC, and (d) 4,651,163 shares of common stock issuable upon conversion of shares of Series D preferred stock held of record by CD Financial, LLC. Voting power of shares of common stock beneficially owned by CD Financial, LLC and CDS Ventures of South Florida, LLC is shared by Carl DeSantis and William H. Milmoe. Mr. Milmoe does not have dispositive power with respect to such shares.

(2) Includes (a) 500 shares of common stock held of record by Mr. Milmoe, (b) 192,500 shares of common stock issuable upon exercise of stock options, (c) 6,547,611 shares of common stock beneficially owned by CD Financial, LLC, and (d) the 13,131,212 shares of common stock beneficially owned by CDS Ventures of South Florida, LLC as more fully described in footnote (1) above. Mr. Milmoe and Carl DeSantis share voting power with respect to shares of common stock beneficially owned by CDS Financial, LLC and CDS Ventures of South Florida, LLC. Mr. Milmoe does not have dispositive power with respect to such shares.

(3) Includes 4,606,742 shares of common stock held or recorded by Charmnew Limited.

9. Third Party Providers

Legal Counsel: Gutierrez Bergman Boulris, PLLC

100 Almeria Avenue, Suite 340

Coral Gables, Florida 33134

Accounting or Auditor:	None
Investor Relations Consultant:	None
Other Advisor:	None

10. Issuer Certification

A. I, Gerry David certify that:

1. I have reviewed this quarterly disclosure statement of Celsius Holdings, Inc. (the "Company");
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: August 10, 2015

CELSIUS HOLDINGS, INC.

By: /*s/ Gerry David*
Gerry David, President and Chief Executive Officer

B. I, John Fieldly certify that:

1. I have reviewed this quarterly disclosure statement of Celsius Holdings, Inc. (the "Company");
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: August 10, 2015

CELSIUS HOLDINGS, INC.

By: /*s/ John Fieldly*
John Fieldly, Chief Financial Officer