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Celsius Holdings, Inc. Announces Strategic Partnership Investment of \$15.95 million from Global Business Icons

Partnership deal involves strategic investors providing significant investment and global business influence in the publicly traded beverage company as well as appointments to its board of directors

Boca Raton, FL (April 21, 2015) – Celsius Holdings, Inc., (Other OTC: CELH) is the creator and marketer of [Celsius®](#), the world's first Negative Calorie and Fat Burning beverage with significant benefits to consumers focused on accelerating weight loss, fitness and healthier lifestyle. Celsius provides clean energy and is backed by clinical science, today announces a private investment of \$15.95 million led by Hong Kong based Horizon Ventures, a private investment arm of Mr. Li Ka-Shing, Mr. Russell Simmons and Ms. Kimora Lee Simmons.

"Celsius is thrilled to announce this partnership with Horizon Ventures, Russell Simmons and Kimora Lee Simmons. On the cusp of our positive fourth quarter, we are excited for these business icons to join our team," said Gerry David, CEO of Celsius Holdings, Inc. "This strategic partnership will broaden our reach across consumers and will further strengthen our position in both domestic and global markets."

In connection with the investment, Celsius privately sold 12,921,348 shares of its common stock to the investor group for \$0.89 or a total of \$11.5 million and certain members of the investor group acquired an additional 5,000,000 shares by purchasing an outstanding \$1.5 million convertible note held by CDS Financial, Inc. ("CDS Financial"), an affiliate of Celsius' principal beneficial shareholder, Carl DeSantis and immediately converting the note into the additional shares.

In addition to the foregoing, the outstanding principal amount of Celsius' existing line of credit with CDS Ventures of South Florida, LLC, ("CDS Ventures") another affiliate of Mr. DeSantis, was reduced by \$4.0 million, which amount was converted into shares of a newly-designated Series D Preferred Stock. The Series D Preferred Stock accrues a cash dividend of 5% per annum payable quarterly, is convertible into shares of Celsius common stock at \$0.86 per share, any time until the expiration date of the line of credit or its earlier satisfaction in full and accords the holders thereof voting rights on an "as converted" basis. Further, the borrowing cap under the 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. \$180,000 of accrued but unpaid dividends on the Series C Preferred Stock was paid through the issuance of an additional 180 shares of Celsius' Series C Preferred Stock.

At closing, Celsius, the investors, CDS Financial and CDS Ventures 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 common stock or underlying shares of common stock, as the case may be, under the Securities Act of 1933, as amended (the "Securities Act") and the shareholder parties were granted certain participation rights as to future offerings.

In order to effect the transaction, 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 common stock 50,000,000 to 75,000,000 and authorized shares of Series C Convertible Preferred Stock from 2,200 to 3,000 and to designate the newly created Series D Preferred Stock.

The transaction generated \$11.5 million in gross proceeds to Celsius and reduced its indebtedness by approximately \$5.5 million.

The securities sold or issued in the transaction not been registered under the Securities Act or applicable state securities laws, were issued pursuant to exemptions from registration under the Securities Act and applicable state securities laws and may not be offered or sold in the U.S. absent registration or an applicable exemption from these registration requirements.

About Celsius Holdings, Inc.

Celsius Holdings Inc. (OTC: CELH) is a science-based functional beverage company, founded in April 2004. Celsius is the world's first and only negative calorie and fat burning drink. Backed by multiple clinical studies, drinking Celsius before activity has been proven to help burn up to 93% more body fat, burn 100 calories and more per serving, boost metabolism, provide clean energy and accelerate results of any weight-loss program. It comes in five delicious flavors, carbonated and non-carbonated, and also in powder stick packets that can be mixed with water. Celsius contains no sugar, no high-fructose corn syrup, no aspartame, no preservatives, no artificial flavors or colors, and is low in sodium. The first clinical study was conducted in 2005. Six additional studies, including five from the University of Oklahoma, were conducted over the next five years. The studies validated the unique benefits Celsius provides to the consumer. For more information, please visit www.celsius.com.

Forward-Looking Statements

This press release may contain statements that are not historical facts and are considered forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements contain projections of Celsius Holdings' future results of operations and/or financial position, or state other forward-looking information. In some cases you can identify these statements by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," "would," or similar words. You should not rely on forward-looking statements since Celsius Holdings' actual results may differ materially from those indicated by forward-looking statements as a result of a number of important factors. These factors include, but are not limited to: general economic and business conditions; our business strategy for expanding our presence in our industry; anticipated trends in our financial condition and results of operation; the impact of competition and technology change; existing and future regulations affecting our business; and other risks and uncertainties discussed in the reports Celsius Holdings has filed previously with the Securities and Exchange Commission. Celsius Holdings does not intend to and undertakes no duty to update the information contained in this press release.

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