

In connection with the previously announced business combination between Athena Technology Acquisition Corp. (“Athena”) and Heliogen, Inc. (“Heliogen”), the following press release was released on December 2, 2021. A copy of the press release and social media posts related to the business combination are being filed herewith as written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).

I. Press Release

Athena Technology Acquisition Corp. and Heliogen, Inc., a Leading Provider of AI-Enabled Concentrated Solar Power, Announce Effectiveness of Registration Statement and the December 28, 2021 Special Meeting of Stockholders to Approve Business Combination

Dec 2, 2021



KENNESAW, GA & PASADENA, CA (December 2, 2021) – Athena Technology Acquisition Corp. (NYSE: ATHN) (“ATHN”), a publicly-traded special purpose acquisition company, announced today that ATHN’s registration statement on Form S-4 was declared effective by the U.S. Securities and Exchange Commission (“SEC”) on December 2, 2021. ATHN’s definitive proxy statement (“Proxy Statement”) relating to the previously announced business combination with Heliogen, Inc. (“Heliogen”), a leading provider of AI-enabled concentrated solar power, will be filed with the SEC on December 3, 2021.

ATHN will mail the Proxy Statement to stockholders of record as of the close of business on November 23, 2021. The Proxy Statement contains a notice and voting instruction form or a proxy card, relating to the special meeting of the ATHN stockholders (the “Special Meeting”).

The Special Meeting to approve the pending business combination is scheduled to be held on December 28, 2021 at 10:00 a.m. Eastern Time. The Special Meeting will be conducted completely virtually, and can be accessed via live webcast at <http://www.cstproxy.com/athentechnology/2021>. If the proposals at the Special Meeting are approved, the parties anticipate that the business combination will close and trading of the combined entity will commence on the NYSE under the new ticket symbol “HLGN” shortly thereafter, subject to the satisfaction or waiver, as applicable, of all other closing conditions.

Every stockholder’s vote is important, regardless of the number of shares held. Accordingly, ATHN requests that each stockholder complete, sign, date and return a proxy card (online or by mail) as soon as possible and by no later than 11:59 p.m. Eastern Time on December 27, 2021, to ensure that the stockholder’s shares will be represented at the Special Meeting. Stockholders which hold shares in “street name” (i.e. those stockholders whose shares are held of record by a broker, bank or other nominee) should contact their broker, bank or nominee to ensure that their shares are voted.

If any individual ATHN stockholder does not receive the Proxy Statement, such stockholder should (i) confirm his or her Proxy Statement’s status with his or her broker or (ii) contact Morrow Sodali LLC, ATHN’s proxy solicitor, for assistance via e-mail at ATHN.info@investor.morrowsodali.com or toll-free call at (800) 662-5200. Banks and brokers can place a collect call to Morrow Sodali at (203) 658-9400.

ATHN expects to provide stockholders with additional information on how stockholders may vote their shares on its website in the coming days, and ATHN expects to publish a subsequent press release once the website is live.

Cautionary Note Regarding Forward-Looking Statements

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Additional Information and Where to Find It

In connection with the proposed business combination, Athena Technology Acquisition Corp. (“Athena”) has filed with the Securities and Exchange Commission (“SEC”) a registration statement on Form S-4 that has been declared effective by the SEC, which includes a prospectus of Athena with respect to the securities to be issued in connection with the business combination with Heliogen, Inc. (“Heliogen”) and a definitive proxy statement of Athena with respect to the Special Meeting. The combined proxy statement/prospectus relating to the proposed business combination will be mailed to Athena’s stockholders on or about December 6, 2021. This press release does not contain

all the information that should be considered concerning the proposed business combination and is not intended to form the basis of any investment decision or any other decision in respect of the business combination. The proposed business combination and related transactions will be submitted to stockholders of Athena for their consideration. Athena's stockholders and other interested persons are advised to read the definitive proxy statement/prospectus and other documents filed in connection with Athena's solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the proposed business combination and related transactions, because these materials contain important information about Heliogen, Athena and the proposed business combination and related transactions. The definitive proxy statement/prospectus and other relevant materials for the proposed business combination will be mailed to stockholders of Athena as of November 23, 2021. Stockholders may also obtain a copy of the preliminary or definitive proxy statement/prospectus, once available, as well as other documents filed with the SEC by Athena, without charge, at the SEC's website located at www.sec.gov or by directing a request to Phyllis Newhouse, President and Chief Executive Officer, Athena Technology Acquisition Corp., 125 Townpark Drive, Suite 300, Kennesaw, GA 30144, or by telephone at (970) 924-0446.

Participants in the Solicitation

Athena, Heliogen and their respective directors and executive officers and other persons may be deemed to be participants in the solicitations of proxies from Athena's stockholders in respect of the proposed business combination and related transactions. Information regarding Athena's directors and executive officers is available in its Registration Statement on Form S-1 and the prospectus included therein filed with the SEC on March 3, 2021. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests are contained in the definitive proxy statement/prospectus related to the proposed business combination and related transactions, and which can be obtained free of charge from the sources indicated above.

No Offer or Solicitation

This communication shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transaction. This communication shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Athena Technology Acquisition Corp.

Athena Technology Acquisition Corp. is an entirely women-led special purpose acquisition company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses in the technology, direct-to-consumer and fintech industries.

About Heliogen

Heliogen is a renewable energy technology company focused on eliminating the need for fossil fuels in heavy industry and powering a sustainable future. The company's AI-enabled, modular concentrated solar technology aims to cost-effectively deliver near 24/7 carbon-free energy in the form of heat, power, or green hydrogen fuel at scale – for the first time in history. Heliogen was created at Idealab, the leading technology incubator founded by Bill Gross in 1996. For more information about Heliogen, please visit heliogen.com.

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II. LinkedIn Post

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Heliogen and Athena Technology Acquisition Corp. (NYSE: ATHN) Announce Effectiveness of Registration Statement and the December 28, 2021 Special Meeting of Stockholders to Approve Business Combination



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The linked press release appears above under Section I.

III. Instagram Post

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IV. Twitter Post



Heliogen and @AthenaSPAC (NYSE: \$ATHN) Announce Effectiveness of Registration Statement and the December 28, 2021 Special Meeting of Stockholders to Approve Business Combination \$HLGN



heliogen.com
Athena Technology Acquisition Corp. and Heliogen Announce Effectiveness of ...
Athena Technology Acquisition Corp. (NYSE: ATHN) ("ATHN"), a publicly-traded special purpose acquisition company, announced today that ATHN's registrati...

8:30 AM · Dec 3, 2021 · Twitter Web App

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