



# **Asetek A/S - Strengthening of Asetek's Financial Position Through a Fully Underwritten Rights Issue and Intention to List on Nasdaq Copenhagen**

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**This announcement does not constitute an offering memorandum or a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017, as amended. The offer to acquire securities pursuant to the offering is made, and any investor should make their investment decision, solely on the basis of information that is contained in the prospectus to be made generally available in Denmark and Norway in connection with the offering.**

**Aalborg, 8 March 2023.** The board of directors of Asetek A/S ("Asetek" or the "Company") has resolved to propose that the Company carries out a share capital increase, by way of a fully underwritten rights issue, to raise gross proceeds of minimum DKK 140 million (the "Rights Issue") in the second quarter of 2023.

In 2022, the Company incurred operating loss of USD 5.4 million and as of December 31, 2022, has working capital of negative USD 6.3 million and non-current liabilities of USD 1.7 million. The Company believes that its cash position and the liquidity available from its operations, external borrowings and other sources currently available is sufficient to satisfy its working capital requirements until around mid-May, 2023. From then on, the Company expects a cash shortfall, mainly as a result of cash balances (including cash inflows from operations) being allocated to capital expenditures related to the construction of a new headquarter facility. On that basis, the Company's primary provider of credit facilities has requested an equity capital injection in order to continue the credit facilities, which are necessary for the Company to service its payment obligations.

The proceeds from the Rights Issue are expected to strengthen the Company's financial position by optimizing its balance sheet and cover its cash shortfall. This will be based on increasing available cash for committed capex investments for the new headquarter facility. If funding is not established through the Rights Issue or otherwise, the Company will need to take mitigating actions, such as cut costs and pursue sale of certain Group assets, such as sale and leaseback of certain assets. In addition, the Company has discussed short-term debt financing with a bank to secure financing if a shortfall occurs before the funding is received from the planned equity offering. The bank has indicated willingness to provide bridge financing for the shortfall period.

In connection with the Rights Issue, Asetek intends to apply for an admission to trading and official listing of its shares on Nasdaq Copenhagen A/S and subsequently to request delisting of the shares from Oslo Børs, subject to the requisite majority of the general meeting of the Company and approval by Oslo Børs.

For purposes of the Rights Issue, the board of directors will call for an extraordinary general meeting of the Company to propose that it becomes authorised to issue new shares with preemptive rights for the Company's shareholders.

### **Details of the Rights Issue**

Carnegie AS and Skandinaviska Enskilda Banken AB (publ) have been engaged as managers for the Rights Issue (the "Managers").

The Rights Issue is fully guaranteed by certain existing shareholders of the Company and certain other investors, which include members of the board of directors and the executive management, subject to certain customary conditions, including finalization of a committed loan agreement. The guarantors, who are existing shareholders in the Company, have committed to vote in favour of an authorisation to the board of directors to issue new shares for purposes of the Rights Issue on any shares held by such guarantor on the registration date (as set out in the notice to convene the EGM). Additionally, all guarantors have committed (severally and not jointly) to subscribe for new shares being offered in the Rights Issue, either by subscribing their pro rata part of the new shares by exercising their preemptive rights, and/or by subscribing for new shares, which have not been subscribed for upon expiration of the subscription period (if any), which will thus be subscribed for by and allocated to the guarantors.

The subscription price for the new shares to be issued in the Rights Issue, the number of new shares and the nominal share capital increase will be determined by the Company's board of directors following consultation with the Managers. The subscription price in the Rights Issue will be based on the theoretical ex rights price (TERP) based on the volume-weighted average price (VWAP) of the Company's shares on Oslo Børs on the last trading day prior to the date of publication of the Prospectus (as defined below), less a discount of at least 40%, to be finally determined by the Company's board of directors following consultation with the Managers.

In connection with the Rights Issue a prospectus (the "Prospectus") will be prepared which is subject to the approval by the Danish Financial Supervisory Authority. The Prospectus will be published prior to the commencement of the subscription period and will form the basis for subscriptions in the Right Issue.

Pursuant to the current timeline, and subject to the general meeting's approval of the proposal to authorise the board of directors to issue new shares and the decision to launch of the Rights Issue, the shareholders of the Company on 19 April 2023, who are registered as a shareholder of the Company with the Norwegian Central Depository ("VPS") on 22 April 2023, will be granted a pre-emptive to subscribe for and be allocated the new shares in proportion to the number of shares in the Company they own as of that date. Thus, the last trading day including pre-emptive rights will be on 19 April 2023. Trading in shares after the last trading day in existing shares including pre-emptive rights on 19 April 2023 will be exclusive of rights to receive preemptive rights for the buyer unless the parties in question have taken measures to settle the trade in VPS prior to the time of allocation of the preemptive rights (expected on 22 April 2023), and, thus, chosen not to settle according to the customary settlement cycle with settlement two trading days after the transaction date.

A further description of the Rights Issue and of other circumstances that must be considered upon subscription of shares in the Rights Issue will be included in the Prospectus, which will be published no later than at the commencement of the subscription period (currently expected to be published on 18 April 2023) and that will constitute the subscription material for the Rights Issue.

### **Listing on Nasdaq Copenhagen and de-listing from Oslo Børs**

The Company's shares have been admitted to trading and official listing on Oslo Børs since 2013. The Board of Directors of Asetek believes that it is now an appropriate time to broaden the shareholder base. In connection with the Rights Issue, the Company therefore intends to

apply for a temporary dual listing of the shares on Nasdaq Copenhagen A/S. The dual listing will be temporary as the Company intends to explore the option of delisting from Oslo Børs, which will, among other things, be subject to approval by Oslo Børs and the Company's general meeting.

**For further information about the Company, please contact:**

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**About Asetek**

Asetek (ASTK.OL), a global leader in mechatronic innovation, is a Danish garage-to-stock-exchange success story. Founded in 2000, Asetek established its innovative position as the leading OEM developer and producer of the all-in-one liquid cooler for all major PC & Enthusiast gaming brands. In 2013, Asetek went public while expanding into energy-efficient and environmentally friendly cooling solutions for data centers. In 2021, Asetek introduced its line of products for next level immersive SimSports gaming experiences. Asetek is headquartered in Denmark and has operations in China, Taiwan and the United States.

**IMPORTANT INFORMATION**

*This announcement does not constitute an offering memorandum or a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017, as amended, and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in the prospectus published by the Company in connection with the offering and admission of such securities to trading and official listing on Oslo Stock Exchange. Copies of the prospectus will, following publication be available from the website of the Company.*

*This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions.*

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*In any member state of the European Economic Area ("EEA Member State"), other than Denmark and Norway, this announcement is only addressed to, and is only directed at, investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, as amended.*

*This announcement is only being distributed to and is only directed at: (A) qualified investors, as such term is defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; and who are also (B)(i) persons outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities falling within Article 49(2)(a) – (d) of the Order (the persons described in (A) and (B)(i) through (iii) above together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

*The Managers and their affiliates are acting exclusively for the Company and no-one else in connection with the offering. They will not regard any other person as their respective clients in relation to the offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.*

*In connection with the offering, the Managers and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related investments in connection with the offering or otherwise. Accordingly, references in the offering memorandum or prospectus, to the securities being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, such Banks and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.*

*Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as "believe", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should", and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company expressly disclaims any obligation or undertaking to release any updates or revisions to the forward-looking statements set forth herein. Accordingly, the Company urges readers not to place undue reliance on any of the forward-looking statements set forth herein. The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.*