



Completion of the offering and registration of capital increase in Gubra A/S

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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, and nothing herein shall be construed as an offering of securities. No one should purchase or subscribe for any securities in Gubra A/S except on the basis of information in the prospectus published by Gubra A/S in connection with the offering and admission of the securities to trading and official listing on Nasdaq Copenhagen A/S. Copies of the prospectus (the "**Prospectus**") may, subject to certain exceptions, be obtained through the website of the Company as set forth elsewhere in this announcement or at the office of the Company.

With reference to company announcements dated 20 March 2023 related to the publication of a prospectus for its initial public offering (the "**Offering**") and listing of the shares (of Gubra A/S CVR no. 30514041 (the "**Company**" or "**Gubra**") on Nasdaq Copenhagen and dated 30 March 2023 related to the result of the Offering, the Company today announces the completion of the Offering.

The Company has received notification from Skandinaviska Enskilda Banken, Danmark, filial af Skandinaviska Enskilda Banken AB (publ), Sverige ("**SEB**" acting as "**Global Coordinator**") that none of the termination rights of the underwriters provided for in the underwriting agreement dated 20 March 2023 have been invoked. The Offering and admission to trading and official listing of shares in the Company on Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**") will therefore not be terminated or withdrawn.

Further, the Offering has today proceeded to completion and the admission to trading and official listing on Nasdaq Copenhagen is now unconditional. The offer shares allocated to investors in the form of temporary purchase certificates as described in company announcement dated 30 March 2023 have been settled and prior hereto, the share capital increase of 4,545,455 new shares, each with a nominal value of DKK 1, has been registered with the commercial register of the Danish Business Authority.

Following the share capital increase, the total nominal share capital of Gubra is DKK 16,349,703, divided into 16,349,703 shares, each with a nominal value of DKK 1. Each share carries one vote at Gubra's general meetings. Updated Articles of Association have been registered with the Danish Business Authority and are available at www.gubra.dk.

The shares comprised by the Offering (including the new shares) are delivered in the form of temporary purchase certificates under the temporary ISIN DK0062266557. On 5 April 2023, the temporary purchase certificates are expected to be automatically exchanged in Euronext



Securities for a corresponding number of shares in Gubra in the permanent ISIN DK0062266474. The last day of trading of the temporary purchase certificates will be today, 3 April 2023, and the first day of trading of the shares will be 4 April 2023. In connection with the automatic exchange, the Temporary Purchase Certificates will cease to exist.

Accordingly, after trading has closed on Nasdaq Copenhagen today, 3 April 2023, all future trading in Gubra's shares on Nasdaq Copenhagen will continue and settle under the permanent ISIN DK0062266474 under the symbol "GUBRA".

Bank and advisors supporting the IPO

SEB has been appointed to act as Global Coordinator for the Offering.

Plesner Advokatpartnerselskab is acting as legal advisor to the Company in connection with the offering. Gorrissen Federspiel Advokatpartnerselskab is acting as legal advisor to the Managers.

Contacts

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About Us

Gubra, founded in 2008 in Denmark, is specialized in pre-clinical contract research services and peptide-based drug discovery within metabolic and fibrotic diseases. Gubra's activities are focused on the early stages of drug development and are organised in two business areas - CRO Services and Discovery & Partnerships (D&P). The two business areas are highly synergistic and create a unique entity capable of generating a steady cash flow from the CRO business while at the same time enjoying biotechnology upside in the form of potential development milestone payments and potential royalties from the D&P business. Gubra has approx. 200 employees and had annual revenue of approx. DKK 200 million in 2022. See www.gubra.dk for more information.

Important notice

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. 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 any prospectus published by the Company in connection with a potential offering and admission of such securities to trading and official listing on Nasdaq Copenhagen. Copies of the Prospectus may, subject to certain exceptions, be obtained through the website of the Company as set forth elsewhere in this announcement or at the office of the Company.



This announcement and the information contained herein are for information purposes only and not for distribution in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"). This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. In any member state of the European Economic Area, other than Denmark, this announcement is only addressed to and directed at investors in member states of the European Economic Area who fulfil the criteria for exemption from the obligation to publish a prospectus, including "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129), as amended, and a limited number of other investors pursuant to an exemption under the Prospectus Regulation.

This announcement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to "qualified investors" (as defined in the UK Prospectus Regulation) and a limited number of other investors pursuant to an exemption under the U.K. Prospectus Regulation and in accordance with the Order (as defined below), and to (a) persons who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (b) high net worth entities falling within Article 49(2) (a) – (d) of the Order or to (iii) persons to whom it may otherwise lawfully be communicated (the persons described in (i)-(iii) above together being referred to as "U.K. 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, U.K. relevant persons. Any person who is not a U.K. relevant person should not act or rely on this document or any of its contents. The "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

Any failure to comply with these restrictions may constitute a violation of applicable securities laws. It is the responsibility of all persons obtaining the prospectus and/or other documents relating to the offering or into whose possession such documents otherwise come, to inform themselves of and observe all such restrictions. Any recipient of the prospectus who is in any doubt in relation to these restrictions should consult his or her professional advisors in the relevant jurisdiction. Neither the Company nor the Managers to the Company accept or assume any responsibility or liability for any violation by any person whomsoever of any such restriction.

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 prospectus, to the shares 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 Managers 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.

Stabilisation

In connection with the Offering, SEB (the "Stabilising Manager") (or persons acting on behalf of the Stabilising Manager) may over-allot securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation. Any stabilisation action may begin on or after the date of commencement of trading of the temporary purchase certificates on Nasdaq Copenhagen A/S and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the temporary purchase certificates.

This information is information which Gubra is obliged to make public pursuant to the Danish Capital Markets Act. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-04-03 08:44 CEST.

Attachments

[Completion of the offering and registration of capital increase in Gubra A/S](#)