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OXE Marine publishes prospectus in connection with rights issue

OXE Marine AB (publ) ("OXE Marine" or the "Company") publishes a prospectus (the "Prospectus") in connection with the rights issue of shares corresponding to a minimum of MSEK 60 and a maximum of MSEK 78 that was resolved by the extraordinary general meeting on 28 October 2024 (the "Rights Issue").

Prospectus

The Prospectus has been prepared in connection to the Rights Issue and has today, on 6 November 2024, been approved by the Swedish Financial Supervisory Authority. The Prospectus, which contains complete terms and conditions, is available on the Company's website (www.oxemarine.com). The Prospectus will also be available on the Swedish Financial Supervisory Authority's website (www.fi.se). Subscription forms will be available on the Company's and Aqurat Fondkommission AB's respective websites.

Timetable for the Rights Issue

- 8 November – 19 November 2024: Trading in subscription rights
- 8 November – 22 November 2024: Subscription period
- 3 December – 11 December 2024: Trading in BTA
- 26 November 2024: Estimated publication of the final outcome of the Rights Issue

The Rights Issue has a minimum and maximum amount. This means that if the subscription (with or without preferential rights) of shares corresponding to at least SEK 60 million, i. e., at least 171,428,572 shares, is not obtained, the decision regarding the Rights Issue will be cancelled, and the Rights Issue will thus not be completed. The Company has received subscription undertakings and guarantee commitments exceeding the minimum amount of the Rights Issue, however, conditional upon the recapitalisation being completed without any material deviations. If the Rights Issue is not completed, no new shares will be issued or delivered, even if the subscription rights have been acquired through payment.

NOTE THAT IF THE RIGHTS ISSUE IS NOT COMPLETED, SUBSCRIPTION RIGHTS THAT INVESTORS HAVE ACQUIRED ON NASDAQ FIRST NORTH GROWTH MARKET WILL THUS BE WORTHLESS, AND NEITHER THE LIQUIDITY PAID FOR SUCH SUBSCRIPTION RIGHTS IN THE MARKET NOR ANY BROKERAGE FEES WILL BE REFUNDED. INVESTORS WHO ACQUIRE SUBSCRIPTION RIGHTS IN THE MARKET THEREFORE RISK LOSING THE ENTIRE AMOUNT THEY HAVE PAID FOR THE SUBSCRIPTION RIGHTS.

If the Rights Issue is not completed, the BTAs will be cancelled and all proceeds paid for subscription of shares in the Rights Issue will be repaid. The repayment of the proceeds will be made to each BTA holder at the time of repayment, which is expected to occur eight banking days after the last day of subscription.

Advisors

Redeye AB is acting as financial advisor to the Company and Moll Wendén Advokatbyrå AB is acting as legal advisor to OXE Marine. Aqurat Fondkommission AB acts as the issuing agent in connection with the Rights Issue.

For further information, please contact:

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Certified Adviser

FNCA Sweden AB is Certified Adviser for OXE Marine AB (publ).

OXE Marine AB (publ) (NASDAQ STO: OXE) is the company behind the world's first high performance diesel outboard. The company's unique and patented solutions for high torque transmission between powerhead and lower leg has led to a global high demand for the company's outboards. Enabling improved performance and fuel efficiency in an outboard, OXE Marine redefines possibilities in the marine sector.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in the Company in any jurisdiction where such offer would be considered illegal. This press release does not constitute an offer to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be illegal. In a member state within the European Economic Area ("EEA"), shares referred to in the press release may only be offered in accordance with applicable exemptions under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable 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. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, Canada, Japan, South Africa, Australia or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "**qualified investors**" who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This release is however not a prospectus in accordance with the definition in the Prospectus Regulation. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an advertisement. Complete information regarding the Rights Issue can only be obtained through the Prospectus. OXE Marine has not authorized any offer to the public of shares or rights in any other member state of the EEA. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision in connection with the Rights Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the financial adviser. The financial adviser is acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in OXE Marine have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in OXE Marine may decline and investors could lose all or part of their investment; the shares in OXE Marine offer no guaranteed income and no capital protection; and an investment in the shares in OXE Marine is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in OXE Marine.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in OXE Marine and determining appropriate distribution channels.

Attachments

[OXE Marine publishes prospectus in connection with rights issue](#)