



AQUA BIO TECHNOLOGY ASA

Aqua Bio Technology ASA: Terms of the Subsequent Offering

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Reference is made to the stock exchange announcements by Aqua Bio Technology ASA ("**ABTEC**" or the "**Company**") on 11 March 2025 regarding the completion of a private placement that raised approximately NOK 24.2 million in gross proceeds, to be settled through both conversion of previously incurred debt and through advance cash payments (the "**Private Placement**") and a subsequent offering of new shares in the Company (the "**Subsequent Offering**").

The Subsequent Offering consists of an offering of up to 20,000,000 new shares in the Company (the "**Offer Shares**") directed towards the shareholders of the Company as of 11 March 2025 (as registered in the VPS on 13 March 2025) (the "**Record Date**"), except; (i) shareholders that subscribed for shares in the Private Placement, and (ii) shareholders who are resident in a jurisdiction where such offering would be unlawful, or would require any prospectus filing, registration or similar action (the "**Eligible Shareholders**").

In addition, the following types of investors shall have a secondary right to subscribe for the Offer Shares; (i) ABTEC shareholders and investors that participated in the Private Placement, and (ii) other subscribers without Subscription Rights (as defined below), subject to a minimum allocation of at least NOK 5,000 (jointly, the "**Secondary Subscribers**").

The subscription period in the Subsequent Offering commences on 27 March 2025 at 09:00 hours (CET) and will end on 3 April 2025 at 16:30 hours (CEST) (the "**Subscription Period**"). The subscription price per Offer Share is NOK 0.50 (the "**Subscription Price**"), which is equal to the subscription price in the Private Placement. If fully subscribed, the Subsequent Offering will raise gross proceeds of NOK 10,000,000.

In the Subsequent Offering, Eligible Shareholders, will be granted non-transferable subscription rights (the "**Subscription Rights**") that, subject to applicable law, provide preferential rights to subscribe for and be allocated Offer Shares at the Subscription Price.

The Eligible Shareholders will be granted 0.308 Subscription Rights for each existing share registered as held by such Eligible Shareholder as of the Record Date, rounded down to the nearest whole number of Subscription Rights. Secondary Subscribers will not be granted Subscription Rights. Each whole Subscription Right provides a preferential right to subscribe for, and be allocated, one Offer Share at the Subscription Price. Over-subscription will be permitted. Other than subscriptions from Secondary Subscribers, subscription without Subscription Rights will not be permitted.

The Subscription Rights must be used to subscribe for Offer Shares before the expiry of the Subscription Period on 3 April 2025 at 16.30 hours (CEST). Subscription Rights that are not used to subscribe for Offer Shares before 16.30 hours (CEST) on 3 April 2025 will have no value and will lapse without compensation to the holder. The Subscription Rights will not be listed on Euronext Expand or any other regulated market or trading venue.

Completion of the Subsequent Offering is subject to, inter alia, approval from the general meeting in the Company, including with respect to a share capital decrease required to reduce the par value of the Company's shares to NOK 0.50 per share (the "**Share Capital Decrease**") and the share capital increase required for the issuance of allocated Offer Shares, as well as registration of both the Share Capital Decrease and the share capital increase, all as further detailed in the Invitation Letter (as defined below).

Due to the requirement to complete the Share Capital Decrease in order to issue allocated Offer Shares, the Offer Shares will first be delivered to the subscribers' VPS accounts during the end of May 2025. Further, listing of the Offer Shares requires that the Company prepares and publishes a Prospectus, and it cannot be assured that such Prospectus will be approved and published prior to delivery of the Offer Shares. If the Prospectus is not prepared and published prior to delivery of the Offer Shares, the Offer Shares will initially be delivered on a separate non-tradable ISIN.

An invitation letter (the "**Invitation Letter**") will be prepared in connection with the Subsequent Offering, which provides further information on the Company and its business, sets out the terms and conditions for the Subsequent Offering and

includes a description of certain risk factors pertaining to the Company, its shares and the Subsequent Offering.

The Invitation Letter and the company presentation will be made available prior to the start of the Subscription Period.

Norne Securities AS is acting as Settlement Agent for the Subsequent Offering. Advokatfirmaet CLP DA is acting as legal counsel to the Company in the Subsequent Offering.

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For further information, please contact Fredrik Henriksen, CEO, Phone +47 900 20 078.

Aqua Bio Technology (ABT) is developing and commercializing sustainable biotechnology for use in skin care products. ABT's cosmetics ingredients are highly effective and they provide the cosmetics industry with natural alternatives to traditional ingredients. ABT is also marketing and distributing natural skin care products developed by partners towards consumers and professional users. Aqua Bio Technology is listed on Euronext Expand.

DISCLOSURE REGULATION

This information is subject of the disclosure requirements pursuant to section of 5-12 of the Norwegian Securities Trading Act.

IMPORTANT INFORMATION

This announcement is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. Copies of this announcement may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful absent registration, or an exemption from registration or qualification under the securities laws of any jurisdiction.

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This announcement is not an offer for sale of securities in the United States. Securities may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Company does not intend to register any part of the offering in the United States or to conduct a public offering in the United States of the shares to which this document relates. This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities of the Company.

This announcement and any materials distributed in connection with this announcement may contain certain forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they reflect current expectations and assumptions as to future events and circumstances that may not prove accurate. A number of material factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements.

The Company expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

Disclosure regulation

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About Aqua Bio Technology ASA

Aqua Bio Technology ASA (ABT) is a distribution group in skincare and nonfood. The group has distribution towards B2C, B2B, B2B2, and freight, customs, and logistics services. The group also develops sustainable biotechnology for use in skincare products. Aqua Bio Technology is listed on the Euronext Expand market of the Oslo Stock Exchange.

Attachments

- [Download announcement as PDF.pdf](#)