



## Nordic Unmanned ASA - Submission of national prospectus and launch of subsequent offering

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Reference is made to the stock exchange announcement by Nordic Unmanned ASA (the "Company") (ticker: NUMND) on 14 May 2024 regarding the announcement of a term sheet on financial restructuring and a private placement (the "Private Placement") directed towards Tjelta Eiendom AS ("Tjelta Eiendom") of 470,000,000 new shares in the Company at a subscription price of NOK 0.05 per share, followed by an underwritten subsequent repair offering of 470,000,000 new shares (the "Offer Shares") in the Company with pro rata preferential subscription rights for eligible shareholders in the Company other than Tjelta Eiendom (the "Subsequent Offering").

The Company has today submitted a national prospectus (the "Prospectus") for registration with the Norwegian Register of Business Enterprises ("NRBE") in accordance with section 7-8 of the Norwegian Securities Trading Act. Neither the Financial Supervisory Authority of Norway nor any other public authority has carried out any form of review, control or approval of the Prospectus. This Prospectus does not constitute an EEA-prospectus.

The Prospectus will be made available electronically at [www.paretosec.com/transactions](http://www.paretosec.com/transactions) prior to the commencement of the Subscription Period (as defined below) and is expected to be published on or about 24 June 2024.

### THE SUBSEQUENT OFFERING

The Subsequent Offering comprises the issue of 470,000,000 Offer Shares in the Company, each with a nominal value of NOK 0.01 at a subscription price of NOK 0.05 per Offer Share, which is equal to the subscription price in the Private Placement. The Subsequent Offering will result in NOK 23.5 million in gross proceeds. The Subsequent Offering is subject to completion of a share capital decrease resolved by the Company's Extraordinary General Meeting on 11 June 2024, reducing the nominal value per share from 0.35 to 0.01,

The Subsequent Offering is directed towards shareholders in the Company as of 14 May 2024 (as registered in the Norwegian Central Securities Depository (the "VPS") two trading days thereafter, on 16 May 2024 (the "Record Date")) who (i) were not allocated Offer Shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action (the "Eligible Shareholders").

Each Eligible Shareholder will receive 4.745249 non-tradeable subscription rights (the "Subscription Rights") for each share held by such Eligible Shareholder in the Company as of the Record Date, rounded down to the nearest whole right. Each Subscription Right will, subject to applicable securities laws, give the preferential right to subscribe for, and be allocated, one Offer Share in the Subsequent Offering. Over-subscription will be permitted; however, there can be no assurance that Offer Shares will be allocated for such subscriptions. Subscription without subscription rights will also be permitted. The allocation hierarchy in the Subsequent Offering will be as follows:

- a) Shares shall be allocated to Eligible Shareholders who have subscribed with Subscription Rights.
- b) Unallocated shares following a) shall be allocated to Eligible Shareholders who have over-subscribed with Subscription Rights (on a pro rata basis).
- c) Unallocated shares following b) shall be allocated to investors other than the Eligible Shareholders who have subscribed without subscription rights (the Company's Board of Directors reserves the right to allocate c) at their sole discretion (in consultation with the Manager (as defined below)).
- d) Unallocated shares following c) shall be allocated to Tjelta Eiendom as underwriter of the Subsequent Offering.

The subscription period will commence on 24 June 2024 at 09:00 hours Central European Summer Time ("CEST") and end on 5 July 2024 at 16:30 hours (CEST) (the "Subscription Period").

In order to subscribe for the Offer Shares, the Manager must receive a complete and duly signed subscription form within the end of the Subscription Period. Further instructions regarding the subscription procedure are available in the Prospectus. Subscription Rights that are not used to subscribe for Offer Shares before the expiry of the Subscription Period will have no value and will lapse without compensation to the holder.

Notifications of allocated Offer Shares and the corresponding subscription amount to be paid by each subscriber are expected to be made available by the Manager on or about 8 July 2024. The due date for payment of the Offer Shares is on 10 July 2024 (the "Payment Date").

The completion of the Subsequent Offering is subject to (i) completion of the share capital reduction, the private placement and the debt conversion resolved by and extraordinary general meeting on 11 June 2024; (ii) completion of all conditions precedent for the amendments of the Company's debt facilities as part of the restructuring announced on 14 May 2024; (iii) due payment of the Offer Shares by the subscribers, (iv) registration of the share capital increase pertaining to the Subsequent Offering with the NRBE, and (v) delivery of the Offer Shares to the subscribers in the VPS.

Eligible Shareholders should note that although the Payment Date is 10 July 2024, the earliest possible date for delivery of the shares is on or about 29 July 2024, and that there can be no guarantee that delivery of shares will not be postponed beyond such date, if the conditions for the Subsequent Offering are not fulfilled at such time.

The Company will make adequate announcements relating to both commencement and final day of the Subscription Period.

## **ADVISORS**

Pareto Securities AS (the "Manager") acts as manager in the Subsequent Offering. Advokatfirmaet Schjødt AS acts as legal advisor to the Company.

## **Disclosure regulation IMPORTANT NOTICES**

This announcement is not and does not form a part of any offer to sell, or a solicitation of an offer to purchase, any securities of the Company. The distribution of this announcement and other information may be restricted by law in certain jurisdictions. Copies of this announcement are not being made and may not be distributed or sent into any jurisdiction in which such distribution would be unlawful or would require registration or other measures. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

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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, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State. The expression "Prospectus Regulation" means Regulation 2017/1129 as amended together with any applicable implementing measures in any Member State. This communication is only being distributed to and is only directed at persons in the United Kingdom that are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only for relevant persons and will be engaged in only with relevant persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

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Actual events may differ significantly from any anticipated development due to a number of factors, including without limitation, changes in investment levels and need for the Company's services, changes in the general economic, political and market conditions in the markets in which the Company operate, the Company's ability to attract, retain and motivate qualified personnel, changes in the Company's ability to engage in commercially acceptable acquisitions and strategic investments, and changes in laws and regulation and the potential impact of legal proceedings and actions. 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 does not provide any guarantees that the assumptions underlying the forward-looking statements in this announcement are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this announcement or any obligation to update or revise the statements in this announcement to reflect subsequent events. You should not place undue reliance on the forward-looking statements in this document.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm, or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this announcement.

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## About Nordic Unmanned

Nordic Unmanned is a leading European manufacturer (OEM) and certified operator of unmanned aircraft systems ("UAS").

We are serving large corporations, government agencies and security customers by offering systems, solutions and flight services for environmentally friendly delivery of productivity improvements and time critical, actionable data insights and logistics services.

Our solutions and services are organized in the three business segments as follows:

**Flight Services:** is a technology-agnostic flight services operator providing time-critical actionable data to large corporate and governmental customers. The segment also includes NUAer AS and Resale.

**AirRobot:** is an Equipment Manufacturer (OEM) with a leading product platform in lightweight drones and sensors (payloads) tailored for defense and security.

**DroneMatrix:** is an Equipment Manufacturer (OEM) offering a fully integrated and autonomous drone system with proprietary software for surveillance and security.

Nordic Unmanned is ISO 9001:2015 and ISO 14001:2015 certified for the operation, maintenance, and sales of unmanned systems and sensor technology. AirRobot is ISO 9001:2015 and EN 9100:2018 certified for its development and production capabilities of unmanned systems.

Founded in Norway in 2014, Nordic Unmanned has offices in Sandnes (NO), Cranfield (UK), Hasselt (BE) and Arnsberg (GER). Nordic Unmanned also comprise joint venture – Omni Unmanned SA with OHI Group SA (registered in Luxembourg) and joint venture – NUAer AS with Aeromon OY (registered in Norway).

For more information visit - <https://nordicunmanned.com/>

## Attachments

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