



## Nordic Unmanned ASA - Registration of prospectus and upcoming launch of subsequent offering

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Reference is made to the stock exchange announcement published by Nordic Unmanned ASA (the "**Company**") on 31 October 2024 regarding the successful private placement of 90,000,000 new shares in the Company at a price of NOK 0.50 per share (the "**Private Placement**") and that the Company intends to carry out a subsequent offering of up to 20,000,000 new shares, raising gross proceeds of up to NOK 10 million (the "**Subsequent Offering**").

For the purposes of the Subsequent Offering, the Company has prepared a national prospectus (the "**Prospectus**") which was registered with the Norwegian Register of Business Enterprises ("**NRBE**") today in accordance with Section 7-8 of the Norwegian Securities Trading Act. Neither the Norwegian Financial Supervisory Authority nor any other public authority has carried out any form of review, or approval of the Prospectus. The Prospectus is not an EEA prospectus pursuant to Regulation (EU) 2017/1129.

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), expected on or about 25 November 2024.

### The Subsequent Offering

The Subsequent Offering comprises an offer of up to 20,000,000 new shares (the "**Subsequent Offer Shares**") in the Company, each with a nominal value of NOK 0.25, at a subscription price of NOK 0.50 per share, with gross proceeds of up to NOK 10 million.

The Subsequent Offering will primarily, subject to applicable securities law, be directed towards existing shareholders in the Company as of 31 October 2024 (as registered in the VPS two trading days thereafter on 4 November 2024 (the "**Record Date**")), who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated offer shares in the Private Placement, and (iii) 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 5.516168 non-transferable subscription rights in the Subsequent Offering for each share held by such Eligible Shareholder in the Company as of the Record Date, rounded down to the nearest whole right. Over-subscription with subscription rights will be allowed, however, there can be no assurance that Offer Shares will be allocated for such subscriptions. Further, subscription without subscription rights from investors other than the Eligible Shareholders will also be allowed in the Subsequent Offering.

The allocation hierarchy in the Subsequent Offering will be as follows:

1. Shares shall be allocated to Eligible Shareholders who have subscribed with subscription rights.
2. Unallocated shares following a) shall be allocated to Eligible Shareholders who have over-subscribed with subscription rights (on a pro rata basis).
3. 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 (the "**Board**") reserves the right to allocate c) at their sole discretion (in consultation with the Manager (as defined below)).

The subscription period for the Subsequent Offering will commence on or about 25 November 2024 at 09:00 (CET) and will expire on or about 6 December 2024 at 16:30 (CET) (the "**Subscription Period**").

In order to subscribe for Offer Shares, the Manager (as defined below) 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. Subscriptions may only be made on the basis of the Prospectus. Subscribers who are residents of Norway with a Norwegian personal identification number (Nw.: fødselsnummer) may also, and are encouraged to,

subscribe for Offer Shares through the VPS online subscription system (or by following the link on [www.paretosec.com/transactions](http://www.paretosec.com/transactions) which will redirect the subscriber to the VPS online subscription system).

Subscription Rights that are not used to subscribe for Offer Shares before the expiry of the Subscription Period will have no value and lapse without compensation to the holder.

The due date for payment of the Offer Shares is on or about 11 December 2024 (the "**Payment Date**"). In order for payment to take place on the Payment Date, subscribers must ensure that there are sufficient funds on the bank account to be debited on or about 10 December 2024. Subject to timely payment by the subscribers, the Company expects that the share capital increase pertaining to the Offer Shares will be registered with the Norwegian Register of Business Enterprises ("**NRBE**") on or about 17 December 2024 and that the Offer Shares will be delivered to the applicant's VPS account and become tradable on or about 18 December 2024. The Offer Shares will have equal rights and rank pari passu with the Company's other shares.

The completion of the Subsequent Offering is subject to (i) due payment of the Offer Shares by the subscribers, (ii) the Board resolving to approve the Subsequent Offering and issue and allocate the Offer Shares based on the authorization granted by the extraordinary general meeting of the Company held on 19 November 2024, (iii) registration of the share capital increase pertaining to the Subsequent Offering with the NRBE and delivery of the Offer Shares to the subscribers in Euronext Securities Oslo (VPS).

## **ADVISORS**

Pareto Securities AS is acting as manager (the "**Manager**") in the Subsequent Offering.

Advokatfirmaet Schjødt AS is acting as legal advisor to the Company.

## **CONTACTS**

\* Stig H. Christiansen, CEO, Nordic Unmanned ASA, +47 478 07 813, [shc@nordicunmanned.com](mailto:shc@nordicunmanned.com)

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## **DISCLOSURE REGULATION**

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

## **ABOUT NORDIC UNMANNED**

NU Group is a leading European provider of advanced, drones, sensors, AI-powered drone solutions, and UAS-agnostic drone-as-a-service operations. The company serves government agencies, Ministries of Defence, security clients, and corporate clients, offering cutting-edge technology solutions for a wide range of applications, including:

- Empowering defenders and protect lives
- Autonomous efficiency and optimized operations
- Safe and environmentally friendly collection of live, actionable data insights

Founded in Norway in 2014, NU Group has offices in Sandnes (NO), Cranfield (UK), Hasselt (BE) and Arnsberg (GER). Nordic Unmanned ASA employs approx. 100 FTEs and is listed on Euronext Growth with the ticker NUMND. The Group's operating history is 20 years based on AirRobot in Germany.

For more information visit - <https://www.nugroup.eu/>

## **IMPORTANT INFORMATION**

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.

The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and accordingly may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any part of the offering or their securities in

the United States or to conduct a public offering of securities in the United States. Any sale in the United States of the securities mentioned in this announcement will be made solely to "qualified institutional buyers" as defined in Rule 144A under the Securities Act.

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.

The information 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 of the content of this announcement.

Neither of the Company, the Manager nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein. 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 in the Company. Neither the Company, the Manager nor any of their respective affiliates accepts any liability arising from the use of this announcement.

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## **Contacts**

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- Tarjei Lode, CFO, Nordic Unmanned ASA, +47 46937008, [tl@nordicunmanned.com](mailto:tl@nordicunmanned.com)

## **About Nordic Unmanned**

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## **Attachments**

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