

Press release 2024-07-15

Unibap decides on conditional directed share issue of SEK 30 million

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The Board of Directors of Unibap AB (publ) ("Unibap" or the "Company") has, in accordance with what was stated in the press release published earlier today, resolved to carry out a directed share issue of not more than 12,500,000 shares at a subscription price of SEK 2.40 per share (the "Directed Share Issue"), raising proceeds of approximately SEK 30 million before deduction of costs related to the transaction. The right to subscribe for shares in the Directed Share Issue vests with a Neqst controlled investment vehicle ("Neqst"). Neqst is an investment company specializing in Nordic growth companies in the business-to-business and technology sectors. The subscription price has been determined by the Board of Directors of the Company based on negotiations at arm's length with Neqst. The Directed Share Issue is conditional upon the subsequent approval of an extraordinary general meeting and that notification that the application has been submitted without action or approval has been received regarding the investment from the Inspectorate for Strategic Products (Sw. *Inspektionen för strategiska produkter*) in accordance with the Swedish Screening of Foreign Direct Investments Act (Sw. *lagen (2023:560) om granskning av utländska direktinvesteringar*). The notice to the extraordinary general meeting, scheduled to be held on 12 August 2024, will be published in a separate press release. Furthermore, the Company has been informed that Neqst has entered into an agreement with the member of the Board of Directors Andras Vajlok (directly and through company) and the Company's shareholder Cidro Förvaltning AB regarding the acquisition of a total of 2,053,720 outstanding warrants of series 2023/2024 in the Company. Andras Vajlok (directly and through company) and Cidro Förvaltning AB have also entered into undertakings to vote in favour of the Directed Share Issue at the extraordinary general meeting.

- *"We are very pleased that Neqst has chosen to support Unibap in our growth journey. In addition to financial support, Neqst will contribute with valuable experience in scalable growth, B2B markets, software and US expansion, fully in line with Unibap's strategy. With this financial contribution, in addition to the previously decided option program, we are equipped for an exciting 2025. Our target of 50% growth in 2024 and 30-50% annual growth in the medium term remains. To succeed in this, we need to increase our market presence, both geographically and application-wise. We see the*



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United States and defense projects as our most important growth areas, where our project together with the Swedish Armed Forces within the Bifrost project is important, as well as our close collaboration with Moog Aerospace & Defence in advanced American projects." comments Unibaps CEO Johan Åman.

- *"Neqst is an investment firm specialising in Nordic headquartered business-to-business growth companies within the technology sector. We are active owners with a long-term investment perspective. We are excited about assisting Unibap in leveraging their technology leadership and trusted customer relationships to become a global leader in satellite edge computing."* Comments Neqst partner and co-founder Erik Fröberg.

The Directed Share Issue

The Board of Directors of Unibap has today resolved, conditional upon the subsequent approval of the extraordinary general meeting, to carry out a new issue of not more than 12,500,000 shares with deviation from the existing shareholders' preferential rights. The subscription price of SEK 2.40 per share in the Directed Share Issue shall be paid in cash. The subscription price represents a discount of approximately 16.2 percent based on the volume-weighted average price (VWAP) during the last 10 trading days on Nasdaq First North Growth Market. Based on the VWAP during the last 90 trading days, the subscription price represents a discount of approximately 8.3 percent.

The subscriber in the Directed Share Issue is Neqst. Neqst is an investment company specializing in Nordic growth companies in the business-to-business and technology sectors.. Neqst has expressed a long-term interest and commitment to the Company and has entered into an undertaking not to sell the shares acquired in the Directed Share Issue for a period of 180 days (see separate heading below).

The subscription price in the Directed Share Issue has been determined by the Board of Directors based on negotiations with Neqst at arm's length, whereby the Board of Directors has considered several factors such as the market situation, the Company's financial needs, alternative cost for other financing alternatives, customary discount in connection with directed share issues and assessed market interest for an investment in the Company. It is the Board of Directors' assessment, based on the factors mentioned above, that the subscription price reflects current market conditions and current demand. Against this background, the Board of Directors considers the subscription price to be in line with market conditions.

The net proceeds from the Directed Share Issue will be used to finance the Company's continued growth and market expansion, primarily in the United States. 60 percent of the world market for satellites that could benefit from Edge Computing is in the United States. Unibap is investing in strengthening its presence and customer knowledge in the market. The ambition of strong growth going forward is underpinned by the Company's US investment. In addition to investments in market presence, Unibap intends to develop the software offering and continue technology investments. The capital injection creates even better conditions for our ambition to grow Unibap.



Conditions

Neqst has subscribed for all shares in the Directed Share Issue. However, Neqst's subscription for shares in the Directed Share Issue is conditional upon that the extraordinary general meeting resolves to approve the Directed Share Issue, and notification of the non-action or approval has been received in respect of investment is approved by the Inspectorate of Strategic Products (Sw. *Inspektionen för strategiska produkter*) in accordance with the Swedish Screening of Foreign Direct Investments Act (Sw. *lagen (2023:560) om granskning av utländska direktinvesteringar*). Neqst will pay for the new shares in the Directed Share Issue as soon as practically possible after these conditions have been fulfilled.

Lock-up and voting undertakings

Neqst has undertaken, with customary exceptions, not to sell the shares subscribed for in the Directed Share Issue, for a period of 180 days from the date of the delivery of the new shares.

Andras Vajlok (directly and through company) and Cidro Förvaltning AB, who together control approximately 39.3 percent of the shares and votes in the Company (excluding shares held through endowment insurance), have undertaken to vote in favor of the Directed Share Issue at the extraordinary general meeting intended to be held on 12 August 2024 and has undertaken, subject to customary exceptions, not to dispose of any shares in the Company up to and including 180 days from the date of delivery of the new shares to Neqst.

Changes in share capital, number of shares and votes and dilution

The Directed Share Issue entails an increase in the Company's share capital by a maximum of SEK 1,690,297.696753, from SEK 5,555,561.208845 to SEK 7,245,858.905598. The total number of shares and votes will increase by a maximum of 12,500,000, from 41,084,192 to 53,584,192 shares/votes. The completion of the Directed Share Issue entails a dilution of approximately 23.3 percent for existing shareholders in relation to the total number of outstanding shares and votes in the Company.

The Board of Directors' considerations

Prior to the decision on the Directed Share Issue, the Board of Directors carefully considered alternative financing routes, including the conditions for carrying out a new share issue with preferential rights for the Company's existing shareholders. The Board of Directors is aware that cash issues should, as a main rule, be carried out in accordance with the shareholders' preferential rights and has taken into account the rules issued by the Stock Market Self-Regulation Committee (ASK) in July 2023. ASK's rules state that it may normally be considered acceptable for new issues to be carried out with deviation from the shareholders' preferential rights if it, based on the circumstances on objective grounds, can be considered to be in the shareholders' interest to deviate from the preferential rights. After an overall assessment of the current market situation and Unibap's financial situation, it is the Board of Directors' assessment that, on objective grounds, it may be considered to be in the interest of the current shareholders to carry out the Directed Share Issue in accordance with the presented terms and conditions, which the Board of Directors considers to be balanced and market-based. The considerations of the Board of Directors are detailed below.



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- Unlike a rights issue, the Directed Share Issue is expected to strengthen the shareholder base with an important strategic institutional investor. The Board of Directors' assessment is that Neqst's investment significantly strengthens the Company's ownership structure and will be of benefit to the current shareholders in the Company.
- The Directed Share Issue meets the Company's financing needs in a more efficient way than a rights issue, which would be significantly more time and resource consuming compared to the Directed Share Issue. In light of, *inter alia*, that the rights issue carried out by the Company during the fall 2023 was subscribed for at approx. 53.4 percent with support of preferential rights, approx. 0.8 percent without support of preferential rights and approx. 45.8 percent by guarantors, the Board of Directors deems it uncertain whether a rights issue would be fully subscribed, and that procuring guarantee commitments for a rights issue would be costly for the Company.

In light of the above, the Board of Directors has made the assessment that a directed share issue on the current terms is a better alternative for the current shareholders than carrying out a rights issue. The Board of Directors' overall assessment is thus that the stated reasons for the Directed Share Issue outweigh the reasons for a rights issue and that the Directed Share Issue is in the interest of the Company and its shareholders.

Due diligence

In connection with the negotiations regarding the Directed Share Issue, Neqst has conducted a limited due diligence review of the Company. During the due diligence review, no information that was not previously disclosed and that could constitute insider information in relation to the Company has been provided other than the financial information regarding the second quarter of 2024 which the Company disclosed through a press release earlier today.

Neqst's acquisition of outstanding warrants of series 2023/2024

The Company has been informed that Neqst has entered into an agreement with the member of the Board of Directors Andras Vajlok (directly and through Company) and the Company's shareholder Cidro Förvaltning AB regarding the acquisition of 2,053,720 warrants of series 2023/2024 at a price of SEK 0.3 per warrant. Neqst's acquisition of the warrants is conditional upon the completion of the Directed Share Issue. Provided that the Directed Share Issue is carried out and all warrants of series 2023/2024 are exercised, Neqst's holding in the Company will amount to 21.76 percent of the total number of shares in the Company.¹

Advisers

Advokatfirman Schjødt is acting as legal advisor to the Company and Gernandt & Danielsson Advokatbyrå KB is acting as legal advisor to Neqst in connection with the Directed Share Issue.

¹ Based on the current number of shares in the Company with the addition of the shares added through the Directed Share Issue and the shares added through the exercise of all outstanding warrants of series 2023/2024.



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This announcement does not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus will not be prepared in connection with the Directed Share Issue.

This press release does not identify or purport to identify risks (direct or indirect) that may be associated with an investment in the Company. The information in this press release is only intended to describe the background to the Directed Share Issue and does not claim to be complete or exhaustive.

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, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea or any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable law or where such action is 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.

Forward-looking statements

This press release may contain certain forward-looking information that reflects Unibap's current view of future events and financial and operational development. Words such as



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"intends", "will", "believes", "expects", "may", "plans", "estimates" and other expressions indicating or predicting future developments or trends constitute forward-looking information. By its nature, forward-looking information involves known and unknown risks and uncertainties because it is dependent on future events and circumstances. Forward-looking information is not a guarantee of future results or developments and actual outcomes may differ materially from those expressed in forward-looking information.

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and can be identified by the fact that they contain expressions such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "should", "could" and, in each case, negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialize or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes may differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied by the forward-looking statements in this press release. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and any reader of the press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements expressed or implied herein speak only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revisions to any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release, unless required by law or the Nasdaq First North Growth Market's Rulebook for Issuers.

The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

This information is information that Unibap AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 15 July 2024 07:30 (CEST).

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is a high-tech company that offers advanced solutions for Edge Computing and Cloud Computing in space. Our SpaceCloud® offering consists of hardware, software and services that transform the space industry by establishing a new standard for AI and cloud solutions in satellites. The company's quality management system is certified according to SS-EN ISO 9001:2015. The company is listed on Nasdaq First North Growth Market. For more information, please visit the Company's website unibap.com.

FNCA Sweden AB is the Company's Certified Adviser.