



AQUA BIO TECHNOLOGY ASA

Aqua Bio Technology ASA - launch of private placement

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Reference is made to the stock exchange announcement made by Aqua Bio Technology ASA ("**ABT**" or the "**Company**") notice to the Company's entry into an agreement in principle (the "**Agreement**") with the shareholders (the "**Sellers**") of Skin Team Norge AS ("**Skinteam**") pursuant to which ABT shall acquire all of the shares in Skinteam based on an equity value of Skinteam of NOK 45 million, to be settled by all the Sellers converting 100% of their share of the purchase price into new shares in ABT at subscription price of NOK 3 per new share, issuing 15,000,000 new ABT shares to the Sellers (the "**Consideration Shares**") (the "**Acquisition**").

The Private Placement

In addition to the Consideration Shares to be issued by the Company to the Sellers, the Company will carry out an equity offering towards certain existing shareholders and other internal investors that have agreed to provide the company with loans that ABT may convert to equity in a later equity round. In addition, as part of the Agreement relating to the Acquisition it has been agreed that Mycellia RAIF V.C.I.C. Limited (Mycellia), a Seller transferring Skinteam shares for MNOK 2.5 to ABT, will invest additional NOK 2.5 million in ABT prior to the completion of the Acquisition. ABT has therefor committed gross proceeds of minimum NOK 74 million through issuance of minimum 24,666,666 new shares in the Company (including the Consideration Shares, the "**New Shares**") at a fixed subscription price of NOK 3 (the "**Private Placement**"). The board of directors of the Company (the "**Board**") expects that the gross proceeds may increase to above NOK 75 million. The New Shares are expected to be resolved in an extraordinary general meeting in the Company to be held in the last week of August (the "**EGM**").

The Board also expects to carry out subsequent offering towards eligible shareholders.

The application period in the Private Placement ends at 08.00 EST on Monday 24 July 2023. The Company may, in its own discretion, extend or shorten the application period at any time and for any reason. Allocation of the New Shares will be determined by the Board at its sole discretion. Notification of the allocation is expected to be sent on or around 25 July 2023.

The Company has considered the Private Placement in light of the equal treatment principle under Norwegian Securities Trading Act under the Oslo Rule Book II for companies listed on Euronext Expand, and is of the opinion that the proposed Private Placement is in compliant with these requirements. The Board has emphasized, among other things, that issuance of the New Shares is a prerequisite for the consummation of the Acquisition which is expected to generate significant positive synergy effects, including but not limited to, strengthening of the Company's cash flow through increased sales and improved margins. Further, the Private Placement entails that the contemplated conversion of debt and newly available loans into equity materially will strengthen the Company's balance sheet, and that the Subsequent Offering (as defined below) will mitigate some of the dilutive effect on the shareholdings of the shareholders who did not participate in the Private Placement.

The Private Placement is directed towards investors subject to applicable exemptions from relevant prospectus requirements, (i) outside the United States to non-US persons in reliance on Regulation S under the US Securities Act of 1933 (the "US Securities Act") and (ii) in the United States to "qualified institutional buyers" ("QIBs") as defined in Rule 144A under the US Securities Act in transactions that are exempt for registration under the US Securities Act

The completion of the Private Placement is subject to (i) the Company resolving the necessary corporate resolutions, (ii) the Company receiving the total subscription amount in the Private Placement, (iii) the approval of a listing prospectus by the Norwegian Financial Supervisory Authority and (iv) the corresponding share capital raise being registered in the Norwegian Register of Business Enterprises.

The Subsequent Offering

In order to reduce the dilution resulting from the issuance of the New Shares, the Board will launch a subsequent offering (the "**Subsequent Offering**") of new shares at a fixed subscription price of NOK 3 (same as for the new shares). The Subsequent Offering will be directed towards the Company's shareholders as of 23 July, as registered in the VPS on 25 July 2023 (the "**Record Date**"), less (i) shareholders who were offered to subscribe for New Shares in the Private Placement, and (ii) shareholders who are residing in a jurisdiction where such offering would be unlawful or would require any filing, registration or similar action. The Subsequent Offering is among other things subject to the completion of the Private Placement and approval from the EGM.

More details about the Subsequent Offering will follow, and the Company may cancel the Subsequent Offering at its sole discretion.

This information was considered to be inside information pursuant to the EU Market Abuse Regulation, and is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act. The stock exchange announcement was published by Håvard Lindstrøm, CEO, on 23 July 2025, at 22.00 CEST.

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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.

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Disclosure regulation

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

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About Aqua Bio Technology ASA

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.

Attachments

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