



AQUA BIO TECHNOLOGY ASA

## AQUA BIO TECHNOLOGY ASA - ENTERS INTO FINAL AGREEMENT FOR ACQUISITION OF SKINTEAM - NOTICE OF EXTRAORDINARY GENERAL MEETING

3.8.2023 22:00:31 CEST | Aqua Bio Technology ASA | Additional regulated information required to be disclosed under the laws of a member state

Reference is made to the stock exchange announcements made by Aqua Bio Technology ASA ("**ABT**" or the "**Company**") on 23 July 2023 regarding the Company entering into an agreement in principle with the shareholders of Skinteam Norge AS (the "**Sellers**") ("**Skinteam**") and the stock exchange announcements on 23 and 24 July 2023 regarding the Private Placement and the contemplated Subsequent Offering as described therein.

ABT and the Sellers have today entered into a final share purchase agreement and more than 2/3 of the shareholders in ABT have entered into voting undertakings where they have undertaken to vote in favour of all resolutions necessary to implement the Private Placement and the contemplated Subsequent Offering in the upcoming extraordinary general meeting (the "**EGM**") that will be held on 24 August 2023. The notice for the EGM is attached to this stock exchange announcement.

ABT and the Sellers have agreed to continue the warrants previously issued in Skinteam to key personnel and certain key suppliers to Skinteam. The Board further considers that warrants should be granted to certain employees of ABT as incentives. ABT's board of directors (the "**Board**") is therefore proposing that the EGM resolves to issue 1,200,000 warrants (to the employees of ABT) at subscription price NOK 5 and 356,688 warrants (to key personnel and key suppliers to Skinteam) at a subscription price of NOK 5.30 as further set out in the calling notice for the EGM.

Adjusted for the continuation of warrants in ABT and Mycellia's direct investment of NOK 5,000,001 in ABT, the Sellers are receiving a purchase price for their shares in Skinteam of NOK 41,201,148 that will be used to subscribe for 13,733,716 new shares in ABT in the EGM. In addition, ABT will issue an additional 11,124,353 new shares in the Private Placement at the EGM as set out in the calling notice. ABT's board members Roger Hofseth (4,270,833 new shares) and Jan Pettersson (2,519,357), and CEO Håvard Lindstrøm (183,333 new shares), have undertaken to subscribe for new shares in the Private Placement.

The Board proposes that the EGM resolves to carry out a Subsequent Offering where the eligible shareholders have priority to subscribe for up to 1,666,667 new shares at a subscription price per share equal to the subscription price in the Private Placement (NOK 3.00). As set out in the key information notice, the Subsequent Offering will be directed towards existing shareholders in the Company as of 23 July 2023, as registered in the VPS on 25 July 2023, less (i) shareholders who were allocated shares in the Private Placement, and (iii) shareholders who are resident in a jurisdiction where such offering would be unlawful or, for jurisdictions other than Norway, would require any prospectus, filing, registration or similar actions.

The subscription period in the Subsequent Offering is expected to start on Tuesday 8 August at 09.00 (CEST) and expire on 18 August 2023 at 16.30 (CEST). Completion of the Subsequent Offering is subject to approval by the EGM, but more than 2/3 of the shareholders in ABT have undertaken to vote in favor of the Subsequent Offering.

An invitation letter setting out the terms of the Subsequent Offering will be published prior to the start of the subscription period in the Subsequent Offering.

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For further information, please contact Håvard Lindstrøm, CEO, telephone +47 941 32 288.

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. ABT's focus on commercialization and development of natural ingredients and natural skin care products has been, and will continue to be, an important part of the Company's strategy going forward. Aqua Bio Technology is listed on the Euronext Expand market of the Oslo Stock Exchange.

### Disclosure regulation

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

## **Contacts**

- Håvard Lindstrøm, 004794132288, [hl@aquabiotech.no](mailto:hl@aquabiotech.no)

## **About Aqua Bio Technology ASA**

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## **Attachments**

- [Download announcement as PDF.pdf](#)
- [ABT Notice of EGM 24 August 2023.pdf](#)