



Nordic Unmanned ASA - Key information relating to the potential subsequent repair offering

31.10.2024 21:40:00 CET | Nordic Unmanned | Total number of voting rights and capital

31 October 2024 21:40 CET | Nordic Unmanned

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN CANADA, JAPAN, AUSTRALIA OR THE UNITED STATES, OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF ANY OF THE SECURITIES DESCRIBED HEREIN.

Reference is made to the stock exchange announcement published on 31 October 2024 by Nordic Unmanned ASA ("**Nordic Unmanned**" or the "**Company**") (ticker: NUMND) announcing the successfully placed private placement of 90,000,000 new shares in the Company at a price of NOK 0.50 per share, raising gross proceeds of NOK 45 million (the "**Private Placement**") and that it will, subject to completion of the Private Placement and certain other conditions, 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**").

The following key information is given with respect to the Subsequent Offering:

- Date on which the terms and conditions of the repair issue were announced: 31 October 2024
- Last day including right: 31 October 2024
- Ex-date: 1 November 2024
- Record date: 4 November 2024
- Date of approval: On or about 15 November 2024 (Extraordinary general meeting)
- Maximum number of new shares: 20,000,000
- Subscription price: NOK 0.50 per share

Other information: The Subsequent Offering is conditional on, inter alia, the Company's general meeting granting the Company's board of directors (the "**Board**") with an authorization to carry out the Subsequent Offering, the Board resolving to carry out the Subsequent Offering, and the publishing a national prospectus. The Subsequent Offering, if carried out, 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), 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**"). These Eligible Shareholders will receive non-transferable subscription rights in the subsequent repair offering. However, subscription without subscription rights from investors other than the Eligible Shareholders will also be allowed in the subsequent repair 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 Board reserves the right to allocate c) at their sole discretion (in consultation with the Manager)).

Notwithstanding the foregoing, the Company's Board may, in its sole discretion, decide that the Company shall not carry out the Subsequent Offering, for example if the prevailing market price of the Company's shares trade lower than the subscription price and if the number of shares traded at or below the subscription price is greater than the number of offer shares in the Subsequent Offering, thereby making a subsequent offering redundant.

The subscription period in the Subsequent Offering will, subject to the above conditions, commence shortly after registration and publication of a national prospectus pursuant to section 7-9 of the Norwegian Securities Trading Act.

Disclaimer

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

Contacts

* Stig H. Christiansen, CEO, Nordic Unmanned ASA, +47 478 07 813, shc@nordicunmanned.com

* Tarjei Lode, CFO, Nordic Unmanned ASA, +47 469 37 008, tl@nordicunmanned.com

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.no/>

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 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 EEA 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 EEA 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.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "strategy", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the

Company believes that these assumptions were reasonable when made, the assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond the Company's control.

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 operates, 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 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 any forward-looking statements in this announcement.

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. Neither the Manager nor any of its affiliates make any representation as to the accuracy or completeness of this announcement and none of them accept 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 Manager nor any of its affiliates accept any liability arising from the use of this announcement.

This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended) as implemented in any Member State.

Disclosure regulation

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

Contacts

- Stig H. Christiansen, CEO, Nordic Unmanned ASA, +47 478 07 813, shc@nordicunmanned.com
- Tarjei Lode, CFO, Nordic Unmanned ASA, +47 46937008, tl@nordicunmanned.com

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](#)