



MAGNORA ASA

MAGNORA ASA: CONTEMPLATED PRIVATE PLACEMENT

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Magnora ASA ("Magnora" or the "Company") has retained Pareto Securities AS as sole global coordinator and sole bookrunner and Danske Bank A/S (Norwegian Branch) together with Skandinaviska Enskilda Banken AB (publ) as co-managers (jointly the "Managers"), to advise on and effect a private placement of new ordinary shares in the Company (the "Offer Shares") to raise gross proceeds of up to NOK 200 million (the "Private Placement"). The subscription price per Offer Share in the Private Placement (the "Subscription Price") and the total number of Offer Shares will be determined by the Company's Board of Directors (the "Board") on the basis of an accelerated bookbuilding process conducted by the Managers.

The net proceeds from the Private Placement will be used to continue the expansion of the Company's development portfolio, hereunder accelerate the solar PV and energy storage businesses as well as selected wind projects. The Company will also secure new acreage through land lease agreements and grid connections across project portfolios. In addition, the funds will be used to strengthen the core team, for general corporate purposes, and to maintain the Company's flexibility to pursue high-return investment opportunities in its portfolio companies.

Hafslund Vekst AS ("Hafslund") has pre-committed to subscribe for NOK 100 million in the Private Placement. The pre-commitment is subject to the Subscription Price being set with a discount of at least 5% to the closing market share price for the Company's shares on the day the Private Placement is launched, and that the Offer Price is not set above NOK 30.00 per share. Hafslund will receive 100% allocation on its application. The application period in the Private Placement will commence today, 21 September 2022 at 16:30 CEST and close on 22 September 2022 at 08:00 CEST. The Company may, however, at any time and for any reason in consultation with the Managers resolve to shorten or extend the application period on short or without notice. If the application period is shortened or extended, any other dates referred to herein may be changed accordingly.

The Private Placement will be directed towards a limited number of selected investors subject to, in each case, applicable exemptions from relevant prospectus, filing and registration requirements, (i) outside the United States in reliance on Regulation S under the US Securities Act of 1933 as amended (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 and to major U.S. institutional investors under SEC Rule 15a-6 to the United States Exchange Act of 1934. The minimum application and allocation amount has been set to the NOK equivalent of EUR 100,000 per investor. The Company may, however, at its sole discretion, allocate an amount below the NOK equivalent of EUR 100,000 to the extent applicable exemptions from the prospectus requirements pursuant to the Norwegian Securities Trading Act and ancillary regulations are available. Further selling restrictions and transaction terms will apply.

Allocation of Offer Shares will be determined at the end of the application period by the Board, in consultation with the Managers, at its sole discretion.

The Offer Shares will not be tradable before the share capital increase pertaining to the issuance of the Offer Shares has been registered in the Norwegian Register of Business Enterprises, expected on or about 26 September 2022, based on a pre-payment agreement with the Managers (the "Pre-Payment Agreement"). Allocated Offer Shares are expected to be settled on or about 27 September 2022 on a delivery versus payment basis.

Completion of the Private Placement is subject to (i) all necessary corporate resolutions being validly made by the Company, including without limitation, the Board resolving to consummate the Private Placement and issue the Offer Shares pursuant to the authorisation granted by the Company's annual general meeting held on 26 April 2022; (ii) the Pre-Payment Agreement remaining unmodified and in full force and effect; and (iii) registration of the share capital increase pertaining to the issuance of the Offer Shares in the Norwegian Register of Business Enterprises and the subsequent issuance of the Offer Shares in the Norwegian Central Securities Depository (VPS).

The Company reserves the right to cancel, and/or modify the terms of, the Private Placement at any time and for any reason prior to the close of the application period. Neither the Company nor the Managers will be liable for any losses incurred by applicants if the Private Placement is cancelled and/or modified, irrespective of the reason for such cancellation or modification.

Certain members of the Company's management and Board have pre-committed to subscribe for Offer Shares in a total amount of approx. NOK 2.6 million. Members of the Company's Board and management have entered into customary lock-up arrangements with the Managers which restrict, subject to certain exceptions, their ability to, without the prior written consent of the Managers, sell or otherwise dispose of shares in the Company for a period of 6 months from completion of the Private Placement.

The Board has considered the structure of the contemplated Private Placement in light of the equal treatment obligations under the Norwegian Public Limited Companies Act, the Norwegian Securities Trading Act and the rules on equal treatment under Oslo Rule Book II for companies listed on the Oslo Stock Exchange and the Oslo Stock Exchange's guidelines on the rule of equal treatment, and is of the opinion that the proposed Private Placement is in compliance with these requirements. By structuring the transaction as a private placement, the Company will be in a position to raise capital in an efficient manner, with a lower discount to the current trading price and with significantly lower completion risks compared to a rights issue. In addition, the Private Placement is subject to marketing through a publicly announced bookbuilding process following a period of pre-sounding conducted by the Managers, and a market-based offer price should therefore be achieved. Further, it is foreseen that a large portion of the Private Placement will be subscribed by investors not currently being shareholders of the Company, which will widen and strengthen the Company's shareholder base. On this basis and based on an assessment of the current equity markets, the Board has considered the Private Placement to be in the common interest of the Company and its shareholders. As a consequence of the private placement structure, the shareholders' preferential rights to subscribe for the Offer Shares will be deviated from.

ADVISORS

Pareto Securities AS is acting as sole global coordinator and sole bookrunner in connection with the Private Placement, and Danske Bank A/S (Norwegian Branch) together with Skandinaviska Enskilda Banken AB (publ) are acting as co-managers. Advokatfirmaet Thommessen AS is acting as legal advisor to the Managers and Advokatfirmaet Schjødt AS is acting as legal advisor to the Company.

This information is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act. This information is considered to be inside information pursuant to the EU Market Abuse Regulation, and was published by Bjørn Gisle Grønlie. EVP Legal & M&A at Magnora ASA on the date and time provided.

Disclosure regulation

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

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About Magnora ASA

Magnora ASA (OSE: MGN) has a legacy royalty business that is re-invested in renewable energy development projects and companies. Magnora's portfolio of renewable companies consists of Evolar AB, Helios Nordic Energy AB, Kustvind AB, Magnora Offshore Wind AS, Magnora South Africa, and AGV. The company is listed on the main list on Oslo Stock Exchange under the ticker MGN.

Attachments

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