Børsmelding 24. mars 2022

BORGESTAD ASA

Borgestad ASA: Godkjent prospekt, notering av aksjer og vilkår og oppstart av tegningsperiode for reparasjonsemisjon

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Det vises til børsmelding fra Borgestad ASA ("Selskapet") publisert 23. mars 2022 vedrørende generalforsamlingens vedtakelse av kapitalforhøyelser relatert til Selskapets rettede emisjon (den "Rettede Emisjonen"), konvertering av obligasjonsgjeld ("Obligasjonskonverteringen") og etterfølgende reparasjonsemisjon ("Reparasjonsemisjonen").

Godkjent prospekt og tilgjengelighet:

Finanstilsynet har i dag, den 24. mars 2022, godkjent Selskapets prospekt ("Prospektet") som er utarbeidet i forbindelse med Reparasjonsemisjonen og noteringen på Oslo Børs av (i) 75.000.000 nye aksjer i Selskapet i forbindelse med den Rettede Emisjonen og (ii) 25.364.326 nye aksjer i Selskapet i forbindelse med Obligasjonskonverteringen.

Med forbehold for begrensninger i gjeldende lokal verdipapirlovgivning, vil Prospektet, inkludert tegningsblanketten for Reparasjonsemisjonen, være tilgjengelig på nettsiden til Arctic Securities AS (www.arctic.com/secno). Trykket versjon av Prospektet og tegningsblanketten kan bestilles ved å kontakte Arctic Securities AS (telefon +47 21 01 30 40).

Notering av aksjene som utstedes i den Rettede Emisjonen og ved Obligasjonskonverteringen:

Aksjene som utstedes i forbindelse med den Rettede Emisjonen og Obligasjonskonverteringen, vil bli notert på Oslo Børs så snart de respektive kapitalforhøyelsene er registrert i Foretaksregisteret, hvilket forventes å finne sted den 25. mars 2022 for den Rettede Emisjonen og den 28. mars 2022 for Obligasjonskonverteringen.

Reparasjonsemisjonen:

Reparasjonsemisjonen innebærer et tilbud fra Selskapet om å utstede inntil 50.000.000 nye aksjer, hver pålydende NOK 1, ("Tilbudsaksjene") til en tegningskurs på NOK 2 per Tilbudsaksje ("Tegningskursen"), tilsvarende tegningskursen i den Rettede Emisjonen, hvilket gir et brutto emisjonsproveny på NOK 100 millioner dersom alle Tilbudsaksjene blir utstedt.

Tegningsperioden for Reparasjonsemisjonen starter i morgen, 25. mars 2022, kl. 09.00 norsk tid og utløper 8. april 2022 kl. 16.30 norsk tid ("Tegningsperioden"). Tegningsperioden kan ikke bli forkortet, men styret kan forlenge tegningsperioden dersom dette er påkrevd ved lov som følge av offentliggjøring av tillegg til prospekt.

Selskapets eksisterende aksjeeiere per 1. mars 2022 (som registrert i Euronext Securities Oslo (Verdipapirsentralen ASA) ("VPS") den 3. mars 2022), som (i) ikke fikk tildelt aksjer i den Rettede Emisjonen og (ii) som ikke er hjemmehørende i en jurisdiksjon som forhindrer dem fra å motta et slikt tilbud, eller (for andre jurisdiksjoner enn Norge) som krever innsending, registrering eller tilsvarende av et registreringsdokument eller prospekt ("Kvalifiserte Aksjeeiere"), vil motta tegningsretter som vil gi fortrinnsrett til å bli tildelt Tilbudsaksjer.

Hver Kvalifiserte Aksjeeier vil motta 8,72804 ikke-omsettelige tegningsretter for hver aksje registrert på slik Kvalifiserte Aksjeeier i Selskapets aksjeeierregister i VPS per 3. mars 2022. Antallet tegningsretter tildelt hver Kvalifiserte Aksjeeier vil bli rundet ned til nærmeste hele tegningsrett. Hver tegningsrett vil, innenfor rammen av gjeldende verdipapirlovgivning, gi rett til å tegne og bli tildelt én (1) ny Tilbudsaksje til Tegningskursen. Overtegning er tillatt. Tegning uten Tegningsretter er ikke tillatt.

Nærmere opplysninger om Reparasjonsemisjonen og instruksjoner vedrørende tegningsprosedyrer er inntatt i Prospektet.

Tegningsrettene må benyttes til å tegne Tilbudsaksjer før utløpet av Tegningsperioden den 8. april 2022 kl. 16.30 norsk tid. Tegningsretter som ikke er benyttet til å tegne Tilbudsaksjer innen den 8. april 2022 kl. 16.30 norsk tid, vil ikke ha verdi og vil bortfalle uten vederlag til innehaveren.

Tildeling av Tilbudsaksjer forventes å skje 11. april 2022. Betaling for Tilbudsaksjer tildelt en tegner forfaller 13. april 2022.

Forutsatt rettidig betaling av Tilbudsaksjene tegnet i Reparasjonsemisjonen, er det forventet at Tilbudsaksjene vil bli utstedt og levert til VPS-kontoen til tegnerne som har fått tildelt Tilbudsaksjer, på eller rundt 22. april 2022. Tilbudsaksjene som er tildelt i Reparasjonsemisjonen, forventes å kunne omsettes på Oslo Børs fra 21. april 2022.

Arctic Securities AS er engasjert som tilrettelegger for den Rettede Emisjonen og Reparasjonsemisjonen. Advokatfirmaet Thommessen AS er juridisk rådgiver for Selskapet.

For ytterligere informasjon, vennligst kontakt:

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