

# Nilar announces offering of shares and publishes prospectus in connection with listing on Nasdaq First North Premier Growth Market

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**Nilar International AB (publ) (“Nilar” or the “Company”), an innovative developer of batteries and electrical energy storage systems for stationary applications, announced on 15 April its intention to conduct an offering of shares to the public in Sweden and to qualified investors in Sweden and internationally (the “Offering”) and to list the Company’s shares on Nasdaq First North Premier Growth Market (the “Listing”). The Offering consists of only new shares issued by the Company. The prospectus for the Offering has today been approved by the Swedish Financial Supervisory Authority and been published on the Company’s web page. First day of trading on Nasdaq First North Premier Growth Market is expected to be 30 April 2021.**

## The Offering in brief

- The price per share in the Offering has been set to SEK 67<sup>1</sup>, corresponding to a total value of the outstanding shares in the Company after the Offering of approximately SEK 3.15 billion (assuming the Over-Allotment Option is exercised in full).
- The Offering comprises 11,194,029 new shares to be issued by the Company, corresponding to proceeds amounting to approximately SEK 750 million, before deduction of costs related to the Offering.
- In order to cover any over-allotment in connection with the Offering, the Company has committed to issue up to 1,679,104 additional existing shares, corresponding to 15.0 percent of the total number of shares in the Offering (the “Over-Allotment Option”).
- If the Over-Allotment Option is exercised in full, the Offering will comprise a total of 12,873,133 shares, corresponding to approximately 27.4 percent of the total number of shares in the Company and a total value of approximately SEK 862 million.
- AFA Försäkring, BNP Paribas Energy Transition Fund, Fjärde AP-fonden (AP4), Första AP-fonden (AP1), funds managed and advised by Handelsbanken and Länsförsäkringar Fondförvaltning have, subject to certain conditions, undertaken to acquire shares in the Offering for an amount of approximately SEK 489 million. The undertakings represent, in aggregate, 16.1 percent of the total number of outstanding shares in the Company and 65.2 percent of the number of shares in the Offering (and 56.7 percent of the number of shares in the Offering assuming the Over-Allotment Option is exercised in full).
- The Offering is directed to institutional investors in Sweden and internationally as well as to the general public in Sweden.
- The application period will run 23–29 April 2021.
- First day of trading on Nasdaq First North Premier Growth Market is expected to commence on 30 April 2021 and the share will be listed under the ticker “NILAR”. Settlement is expected to take place on 4 May 2021.
- Full terms, conditions and instructions for the Offering are included in the prospectus which the Company has prepared in connection with the Offering and which today has been approved by the Swedish Financial Supervisory Authority, and now is available on the Company’s website, [www.nilar.com](http://www.nilar.com).

## Marcus Wigren, CEO of Nilar, comments:

*“With the Offering and Listing of Nilar on Nasdaq First North Premier Growth Market, we are taking the next step in our development. We have received great interest and positive feedback from investors who share our view of the potential of our products within energy storage, suitable for stationary applications, and how these can facilitate future requirements within energy demand and supply. I, together with the whole company, welcome new shareholders to be a part of our continued journey.”*

## Background and reasons for the Offering

The Offering and the Listing is expected to support Nilar’s continued growth and give the Company better access to the Swedish and international capital markets. It will also provide the Company with a diversified base of Swedish and international shareholders, including institutional investors. The Company also believes that a listing on Nasdaq First

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<sup>1</sup> Information on offering price and number of shares in the press release is provided based on the registration of the share split (1:6) resolved on by the extraordinary general meeting in the Company on 19 April 2021 and which is expected to be registered with the Swedish Companies Registration Office on or about 23 April 2021.

North Premier Growth Market will increase awareness of the Company among customers, suppliers and partners and contribute to make Nilar an even more attractive supplier and employer.

The net proceeds from the Offering is intended to be used, in order of priority, for the following purposes:

- expansion of production capacity in Gävle to a total of eight production lines (from the current four lines) and to begin construction of an additional facility with 16 production lines (approximately 65-75 percent of the net proceeds)
- increased working capital requirements (approximately 15-25 percent of the net proceeds);
- product development and research and development activities (approximately 10-15 percent of the net proceeds).
- expanded market organization and market initiatives (approximately 3-5 percent of the net proceeds).

In the event that the Over-allotment option is exercised, the proceeds from the Over-Allotment Option will be used in the order of priority stated above.

### **About Nilar**

Nilar is a Swedish-based developer and manufacturer of stationary energy storage systems, so-called Electrical Energy Storage (ESS) systems. Energy storage systems can be used to bridge imbalances between energy production and demand in order to, for example, improve the utilisation of intermittent electricity production from renewable energy sources, such as solar energy and wind power, as well as to strengthen the increasingly strained power grids. Nilar's battery technology is based on nickel-metal-hydride (NiMH) electrochemistry with a water-based electrolyte, which results in a strong environmental and safety profile together with a competitive price over a life cycle.

The Company is headquartered in Täby and the energy-efficient production facility is, since 2012, located in Gävle, where the Company's research and development also takes place. The Company is currently expanding its capacity in Gävle by installing new production lines and improving the efficiency of the lines already in place. Despite a strong expansion of production capacity, the Company's sales growth has been limited by the facility's production capacity. With funds from the Offering, the Company intends to finance additional production lines in Gävle and to gradually expand through a new factory, planned to be located in Estonia.

### **Prospectus and application**

The prospectus, which contains full terms and instructions for the Offering, is available on Nilar's website ([www.nilar.com](http://www.nilar.com)). During the application period, the prospectus will also be available on Carnegie's website ([www.carnegie.se](http://www.carnegie.se)), Nordnet's website ([www.nordnet.se](http://www.nordnet.se)) and, within a couple of days, the Swedish Financial Supervisory Authority's website (<https://fi.se/sv/vara-register/prospektregistret>). Applications from the general public can be made through Carnegie or Nordnet in accordance with the terms set out in the prospectus.

The prospectus has been prepared in accordance with the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The prospectus has been approved by the SFSA, which is the Swedish competent authority in accordance with the Prospectus Regulation, in accordance with article 20 in the Prospectus Regulation. The SFSA only approves the prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The approval should not be considered as an endorsement of Nilar or as an endorsement of the quality of the shares that are the subject of the prospectus and does not indicate that the SFSA guarantees that the facts in the prospectus are correct or complete. Investors should make their own assessment as to the suitability of investing in the Company's shares.

### **Preliminary timetable**

Application period for the general public in Sweden:	23–29 April 2021, 15:00 CET
Application period for institutional investors:	23–29 April 2021
First day of trading on Nasdaq First North Premier Growth Market:	30 April 2021
Settlement date:	4 May 2021

### **Stabilisation measures**

In connection with the Offering, Carnegie (the "**Stabilization Manager**") may, acting on behalf of the Joint Bookrunners, over-allot shares to conduct transactions aimed to stabilize, maintain or in other ways support the market price of the Company's shares at a higher level than the one that might otherwise have prevailed in the open market. Such stabilization transactions may be conducted on Nasdaq First North Premier Growth Market, over-the-counter market or any other way and may be executed any time during the period that starts from the first day of trading in the Company's shares on Nasdaq First North Premier Growth Market and ending not later than 30 calendar days thereafter. The Stabilization Manager is, however, not required to conduct such transactions and there is no assurance that such measures will be undertaken. Under no circumstances will transactions be carried out at a higher price than that the price in the Offering.

The stabilization manager may utilize the Over-Allotment Option to over-allot shares in order to enable stabilization measures. The stabilization measures, if conducted, may be discontinued at any time without prior notice but must be discontinued no later than within the aforementioned 30-day period. The Stabilization Manager must, no later than by the end of the seventh daily market session after the stabilization measures have been undertaken, in accordance with article 5(4) of the Market Abuse Regulation (EU) 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, disclose that stabilization measures have been undertaken. Within one week after the end of the stabilization period, the Stabilization Manager will, through the agency of the Company, disclose whether or not stabilization measures were undertaken, the date on which stabilization started, the date on which stabilization was last carried out as well as the price range within which stabilization was carried out for each of the dates when stabilization measures were conducted.

#### **Advisors**

Carnegie Investment Bank AB (publ) ("**Carnegie**") is Sole Global Coordinator and Joint Bookrunner. Joh. Berenberg, Gossler & Co. KG ("**Berenberg**") is Joint Bookrunner. Baker McKenzie is legal advisor to the Company. Gernandt & Danielsson Advokatbyrå is legal advisor to Carnegie and Berenberg.

#### **For further information please contact:**

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*The information in this press release has been made public through the agency of the responsible person set out above for publication at the time stated the Company's news distributor, Cision, at the publication of this press release*

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus will be prepared in connection with the Offering and be scrutinized and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) which is the national competent authority in Sweden with regard to the Prospectus Regulation.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "**qualified investors**" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision to acquire or subscribe for shares in connection with the Offering must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Joint Bookrunners. The Joint Bookrunners is acting for the Company in connection with the Offering and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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#### **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the Group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. 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 such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake 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 press release, unless it is not required by law or Nasdaq First North Premier Growth Market rule book for issuers.

#### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "**manufacturer**" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Nilar have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Nilar may decline and investors could lose all or part of their investment; the shares in Nilar offer no guaranteed income and no capital protection; and an investment in the shares in Nilar is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Nilar.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Nilar and determining appropriate distribution channels