

Press release:
30.11.2023



Genetic Analysis announces terms of the previously announced subsequent offering to shareholders of up to appr. NOK 9 million

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, THE UNITED KINGDOM, AUSTRALIA, JAPAN, CANADA, NEW ZEALAND, SOUTH AFRICA, HONG KONG, SWITZERLAND, SINGAPORE, SOUTH KOREA, RUSSIA, BELARUS OR IN ANY OTHER JURISDICTION WHERE THE RELEASE, DISTRIBUTION OR PUBLICATION OF THIS PRESS RELEASE WOULD BE UNLAWFUL OR REQUIRE ADDITIONAL REGISTRATION OR OTHER MEASURES BEYOND THOSE REQUIRED BY SWEDISH OR NORWEGIAN LAW.

Genetic Analysis AS ("GA" or the "Company") announced on November 2, 2023, the intention to carry out a subsequent offering with gross proceeds of up to approximately NOK 9 million and 11,392,405 new shares with preferential rights for existing shareholders (the "Subsequent Offering"). On November 20, 2023, an extraordinary general meeting (the "EGM") resolved to authorise the Board of Directors to decide on the Subsequent Offering by granting an authorisation to increase to Company's share capital by issuing new shares in connection with the Subsequent Offering. Today, November 30, 2023, the Board of directors has resolved on the record date, the subscription period and the terms and conditions for the Subsequent Offering which hereby are announced. Shareholders in the Company as of December 5, 2023, as registered in the Company's shareholders' register with Euronext Securities Oslo on December 7, 2023 (the record date), will receive tradable subscription rights that, subject to any restrictions under applicable law, give preferential rights to subscribe for, and be allocated, offer shares in the Subsequent Offering in proportion to their shareholding in the Company on the record date, except for shareholders (i) who were allocated shares in the Company's directed issue announced on November 2, 2023, who will only receive subscription rights for any net increase in registered holdings of shares in the Company between November 6, 2023, and December 7, 2023, caused by acquisitions of existing shares, and/or (ii) who are resident in a jurisdiction where the Subsequent Offering would be unlawful or would (in jurisdictions other than Sweden) require any prospectus, registration, filing or similar document or action. The Subsequent Offering consists of maximum of up to 11,392,405 new shares. One subscription right gives preferential right to subscribe for, and be allocated, one share in the Subsequent Offering. Eligible shareholders will receive a minimum of 0.29823 subscription rights per existing share registered as held on the record date. The Company intends to communicate the exact and final number of subscription rights received per existing share on December 8, 2023. The subscription price is NOK 0.79 per new share, which corresponds to an issue amount in the Subsequent Offering of approximately NOK 9 million before the deduction of issue costs. The subscription price in the Subsequent Offering is equal to the subscription price in the directed issue announced on November 2, 2023. The formal issue decision regarding the Subsequent Offering will be made by the Company's board of directors after completion of the subscription period pursuant to the authorization from the EGM.

Commented [EA1]: Skal setningen ende slik?

The Subsequent Offering in brief

- The Subsequent Offering consists of maximum of 11,392,405 new shares in the Company.
- Shareholders in the Company as of December 5, 2023, as registered in the Company's shareholders' register with Euronext Securities Oslo on December 7, 2023 (the record date), will receive tradable subscription rights that, subject to any restrictions under applicable law, give preferential rights to subscribe for, and be allocated, offer shares in the Subsequent Offering in proportion to their shareholding in the Company on the record date, except for shareholders (i) who were allocated shares in the Company's directed issue announced on November 2, 2023, who will only receive subscription rights for any net increase in registered holdings of shares in the Company between November 6, 2023, and December 7, 2023, caused by acquisitions of existing shares, and/or (ii) who are resident in a jurisdiction where the Subsequent Offering would be unlawful or would (in jurisdictions other than Sweden) require any prospectus, registration, filing or similar document or action.
- One subscription right gives preferential right to subscribe for, and be allocated, one share in the Subsequent Offering. A minimum of 0.29823 subscription rights will be received per existing share registered as held by eligible shareholders on the record date. The aggregate number of subscription rights granted to each eligible shareholder will be rounded down to the nearest whole subscription right. The Company intends to communicate the exact and final number of subscription rights received per existing share on December 8, 2023. Oversubscription will be allowed for holders of subscription rights. Subscription without subscription rights will not be permitted.
- The subscription price is NOK 0.79 per new share, which corresponds to a maximum issue amount in the Subsequent Offering of approximately NOK 9 million before the deduction of issue costs. The subscription price in the Subsequent Offering is equal to the subscription price in the directed issue announced on November 2, 2023.
- The subscription period runs from December 11, 2023 to December 22, 2023 at 12:00 hours (CET).
- The last day of trading in the Company's shares including the right to receive subscription rights in the Subsequent Offering is December 5, 2023. The first day of trading in the Company's shares excluding the right to receive subscription rights in the Subsequent Offering is December 6, 2023.
- Trading in subscription rights will take place on Spotlight Stock Market during the period from December 11, 2023, to and including December 20, 2023.
- Shares in the Subsequent Offering will not be traded until the registration of the share capital increase with the Norwegian Business Register (No. Foretaksregisteret) and the shares have been delivered. Accordingly, allotment, registration and trading will not be made in any securities through Euronext Securities Oslo corresponding to Swedish paid and subscribed shares (BTA).
- On November 2, 2023, the Company announced a directed share issue, subject to approval by the EGM. On 20 November 2023, the EGM resolved to carry out the directed issue of shares to a group of existing shareholders, including the Company's main owner Bio-Rad Laboratories, and to members of the Company's Board of Directors and management. The motive of the Subsequent Offering is to reduce the dilution effect from the directed issue and to raise additional financing for the Company's continued expansion and growth plan in accordance with the updated milestones announced on November 2, 2023.

- The formal issue decision regarding the Subsequent Offering will be made by the Company's board of directors after the completion of the subscription period pursuant to the authorization from the EGM.
- An information memorandum containing complete terms and conditions for the Subsequent Offering is expected to be published around December 8, 2023.

Terms of the Subsequent Offering

Shareholders in the Company as of December 5, 2023, as registered in the Company's shareholders' register with Euronext Securities Oslo on December 7, 2023 (the record date), will receive tradable subscription rights that, subject to any restrictions under applicable law, give preferential rights to subscribe for, and be allocated, offer shares in the Subsequent Offering in proportion to their shareholding in the Company on the record date, except for shareholders (i) who were allocated shares in the Company's directed issue announced on November 2, 2023, who will only receive subscription rights for any net increase in registered holdings of shares in the Company between November 6, 2023, and December 7, 2023, caused by acquisitions of existing shares, and/or (ii) who are resident in a jurisdiction where the Subsequent Offering would be unlawful or would (in jurisdictions other than Sweden) require any prospectus, registration, filing or similar document or action. One subscription right gives preferential right to subscribe for, and be allocated, one share in the Subsequent Offering. A minimum of 0.29823 subscription rights will be received per existing share registered as held by eligible shareholders on the record date. The aggregate number of subscription rights granted to each eligible shareholder will be rounded down to the nearest whole subscription right. The number of subscription rights received by shareholders as of the record date will depend on the number of shares held by excluded shareholders on the record date. The minimum of 0.29823 subscription rights per existing share assumes that no shares are held by excluded shareholders on the record date. The Company intends to communicate the exact and final number of subscription rights received per existing share on December 8, 2023. It is expected that the final number of subscription rights granted per existing share will be higher than the minimum number presented herein.

The Subsequent Offering consists of maximum 11,392,405 new shares in the Company. The last day of trading in the Company's shares, including the right to receive subscription rights in the Subsequent Offering, is December 5, 2023. The first day of trading in the Company's shares, excluding the right to receive subscription rights in the Subsequent Offering, is December 6, 2023. The subscription price is NOK 0.79 per new share, which corresponds to an issue amount in the Subsequent Offering of up to approximately NOK 9 million before the deduction of issue costs, assuming a fully subscribed Subsequent Offering. The subscription price in the Subsequent Offering is equal to the subscription price in the directed share issue announced on November 2, 2023. Oversubscription will be allowed for holders of subscription rights. In case of oversubscription of the Subsequent Offering, shares will be allocated pro rata based on the number of subscription rights used by a subscriber. Subscription without subscription rights will not be permitted.

Provided that the Subsequent Offering is fully subscribed, the Company's share capital will increase by a maximum of NOK 6,835,443.00 from NOK 22,919,591.40 to a maximum of NOK 29,755,034.40, by issuing a maximum of 11,392,405 new shares. After the Subsequent Offering, assuming full subscription, the number of shares in the Company will amount to a maximum of 49,591,724 shares. The Subsequent Offering is not underwritten and accordingly there is no guarantee that any subscriptions will be made, in which case the Company will not receive any proceeds from the Subsequent Offering and the Company's share capital will remain unchanged.

The subscription period runs from December 11, 2023 to December 22, 2023 at 12:00 hours (CET). Trading in subscription rights will take place on Spotlight Stock Market during the period from December 11, 2023, to and including December 20, 2023. Shares subscribed in the Subsequent Offering may not be traded until the registration of the share capital increase with the Norwegian Business Register (No. Foretaksregisteret) and the shares have been delivered. Accordingly, allotment, registration and trading will not be made in any securities through Euronext Securities Oslo corresponding to Swedish paid and subscribed shares (BTA).

Completion of the Subsequent Offering is subject to (i) the Company's board of directors formally resolving to increase the Company's share capital and issue the offer shares in the Subsequent Offering to the subscribers pursuant to the authorisation from the EGM after the expiry of the subscription period and (ii) payment of the aggregate subscription amount by all subscribers in the Subsequent Offering and registration of the share capital increase relating to the Subsequent Offering with the Norwegian Register of Business Enterprises. Existing shareholders who choose not to participate in the Subsequent Offering may be subject to a dilution effect corresponding to up to approximately 23 percent of the votes and capital, calculated on the total number of shares in the Company after the Subsequent Offering. Shareholders who choose not to participate in the Subsequent Offering may have the possibility to fully or partly compensate themselves for the financial dilution effect by selling their subscription rights no later than December 20, 2023. This will however depend on that there is purchase interest for the subscription rights. The Company do not know if there will be sufficient purchase interest or if a trading market for the subscription rights will otherwise develop.

Information memorandum

An information memorandum containing full terms and conditions for the Subsequent Offering will be published around December 8, 2023, via a separate press release and will be available on the Company's and Sedermera Corporate Finance AB's respective websites (www.genetic-analysis.com, www.sedermera.se).

Indicative timetable for the Subsequent Offering

- Last day of trading in the share including the right to receive subscription rights: December 5, 2023
- First day of trading in the share excluding the right to receive subscription rights: December 6, 2023
- Record date for participation in the Subsequent Offering: December 7, 2023
- Expected date for publication of information memorandum: December 8, 2023
- Subscription period: December 11, 2023 to December 22, 2023 at 12:00 hours (CET).
- Trading in subscription rights: December 11, 2023 to December 20, 2023
- Announcement of the final outcome of the Subsequent Offering: around December 27, 2023

Advisors

In connection with the Subsequent Offering, Sedermera Corporate Finance AB (www.sedermera.se) is appointed Swedish financial advisor and Advokatfirmaet Wiersholm AS is the Company's Norwegian legal advisor.

For further information, please contact:

Ronny Hermansen, CEO

E-mail: rh@genetic-analysis.com

Eilert Aamodt, Chief Financial Officer

E-mail: ea@genetic-analysis.com

About Genetic Analysis

Genetic Analysis AS (GA) is a science-based diagnostic company and pioneer in the human microbiome field with more than 15 years of expertise in research and product development. The unique GA-map® platform is based on a pre-determined multiplex targets approach specialized for simultaneous analysis of a large number of bacteria in one reaction. The test results are generated by utilizing the clinically validated cutting edge GA-map® software algorithm. This enables immediate results without the need for further bioinformatics work. GA's vision is to become the leading company for standardized gut microbiota testing worldwide, and GA is committed to help unlocking and restoring the human microbiome through its state-of-the-art technology. GA employs a team of highly qualified employees with scientific backgrounds and competence in sales, operations, bioinformatics, molecular biology, and bioengineering.

For more general information: www.genetic-analysis.com

Stay updated on GA and sign up for more investor-related information:

<https://www.genetic-analysis.com/subscriptions/>

Interested in reading more about GA's products? Please visit ga-map.com

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions and the recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in the Company in any jurisdiction, neither from the Company nor from someone else.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, the United Kingdom, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, South Korea, Russia, Belarus or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This announcement 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. The Company has not authorized any offer to the public of shares or other securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Subsequent Offering. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

This announcement 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 Subsequent Offering must be made on the basis of the information memorandum to be published by the Company and all publicly available information relating to the Company and the Company's shares. The information in this press release is only disclosed as background information and does not claim to be complete. Accordingly, an investor should not rely solely on the information in this press release or its accuracy or completeness.

This press release does not constitute a recommendation for any investors' decisions regarding the Subsequent Offering. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

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 the rules of Spotlight Stock Market.

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 the Company 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"). Notwithstanding the EU Target Market Assessment, Distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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 EU Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Subsequent Offering.

For the avoidance of doubt, the EU Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; 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 the Company.

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