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## **The Board of Directors of AAC Clyde Space has resolved on a rights issue of approximately SEK 73.7 million and secured loan facilities of SEK 20 million**

6 June 2023 – The Board of Directors of AAC Clyde Space AB (“AAC Clyde Space” or the “Company”) (Nasdaq First North Premier Growth Market: AAC) has, subject to approval of an extraordinary general meeting, scheduled to be held on 26 June 2023 (the “EGM”), resolved on a rights issue of approximately 122.9 million shares, at a subscription price of SEK 0.60 per share (the “Rights Issue”). The Rights Issue is covered up to approximately 65 per cent by subscription undertakings from several existing shareholders and guarantee commitments from existing and new investors. The subscription undertakings from members of the Company’s Board of Directors and management amount to SEK 4.7 million, corresponding to approximately 6 per cent of the Rights Issue. At full subscription in the Rights Issue, the Company will receive approximately SEK 73.7 million before deduction of costs related to the transaction. Additionally, in order to manage cash flow fluctuations, the Company has entered into loan agreements of SEK 20 million at market terms. The notice to attend the EGM will be published through a separate press release.

### **The Rights Issue in brief**

- For each existing share held on the record date, 29 June 2023, one (1) subscription right is received. The subscription rights entitle the holder to subscribe for new shares with preferential rights, whereby five (5) subscription rights give the right to subscribe for three (3) new shares.
- The subscription price is set at SEK 0.60 per share. Provided that the Rights Issue is fully subscribed, the Company will receive approximately SEK 73.7 million before the deduction of transaction costs, estimated at approximately SEK 13.1 million.
- The Company intends to use the net proceeds to grow the Space Data as a Service-business, including promoting the development of four satellites for agricultural data through the xSPANCION project as well as to sell and build the remaining six satellites of the xSPANCION project.
- The Rights Issue is covered up to approximately 65 per cent by subscription undertakings from several existing shareholders and guarantee commitments from existing and new investors. The subscription undertakings from members of the Company’s Board of Directors and management amount to SEK 4.7 million in total, corresponding to approximately 6 per cent of the Rights Issue.
- The subscription period will run from 3 July 2023 to 17 July 2023.
- The record date for participation in the Rights Issue with preferential rights is 29 June 2023. Last day of trading in AAC Clyde Space’s shares including right to receive subscription rights in the Rights Issue is 27 June 2023 and the first day of trading in the Company’s shares without receiving subscription rights in the Rights Issue is 28 June 2023.
- Trading in subscription rights will take place on the Nasdaq First North Premier Growth Market during the period from 3 July 2023 to 12 July 2023.
- In connection with the Rights Issue, all members of the Company’s Board of Directors and management with shareholdings in the Company have undertaken towards Vator Securities AB, subject to customary exceptions, not to sell or otherwise transfer financial instruments (does not include shares subscribed within the scope of the Rights Issue or thereafter) without first, in each



separate case, ascertain a written approval from Vator Securities AB. This lock-up period ends 180 days following the announcement of the outcome of the Rights Issue.

- In order not to lose the value of the subscription rights, the holder must either use these to subscribe for new shares within the subscription period or sell the subscription rights that are not to be exercised within the period for trading in subscription rights.

#### **AAC Clyde Space's CEO Luis Gomes comments:**

*"This rights issue is a critical step in the growth of our Space Data as a Service business, ensuring that we can accelerate the development of our next generation services. At a time where we see an increased demand for information and data to help our society to make faster and better decisions, it is crucial for AAC Clyde Space to be at the forefront of this data revolution, using space technology to improve lives and increase our collective security. As we grow our data offer to the agricultural sector and introduce new services for the maritime and energy sectors, we continue the transformation of our Company, increasing our recurring business and increasing our profitability. This share issue will ensure a faster change allowing AAC Clyde Space to respond to new emerging opportunities."*

#### **Background and motives**

AAC Clyde Space is a space company specialised in small satellite technologies and services to enable businesses, governments, and educational organisations to access high quality and timely data from space. The data has a wide range of applications, including weather forecasting, precision agriculture and environmental monitoring. The Company operates in three divisions: Space-Data-as-a-Service (SDaaS), Space Missions, and Space Products & Components. AAC Clyde Space has a strategic ambition to increase its operations in SDaaS, which represents a major opportunity for the Company as this segment shows a net margin of approximately 30-40 per cent. This strategic ambition is expected to contribute to growing recurring revenue from subscribers within Space-Data-as-a-Service, which is expected to contribute to strong revenue growth.

The Company has two major active SDaaS projects; Wyvern and ORBCOMM, which are building a strong foundation for the Company's transformation into a space-based data company. Alongside these active projects, the Company runs the xSPANCION project, which is part of the European Space Agency's Pioneer Partnership Projects that started in 2020 with the aim of strengthening the Company's ability to deliver constellations. The xSPANCION project include the manufacture of 10 satellites. The project lays the groundwork for the Company to quickly and at low cost provide space data and services to stakeholders keen to harness the power of satellites to tackle problems on Earth, from climate change to marine communications, without having to invest in their own space-based architecture or expertise. The Company expects the xSPANCION project, through the design and development of an innovative constellation, to anchor SDaaS with the Company's customers.

At the end of 2022, AAC Clyde Space and its partners decided to enter the final stage of the xSPANCION project, the demonstration phase, starting with phase 3A, which focuses on scaling up production capacity and delivering data services to users. The Company's work on the xSPANCION project will enable AAC Clyde Space to offer near global data coverage by delivering images of fields and forests across the world, maintaining agriculture, forests and helping to mitigate climate change, which represents a major commercial potential for AAC Clyde Space.

Upon full subscription in the Rights Issue, the Company will receive SEK 73.7 million before deduction of transaction costs, which are estimated to amount to approximately SEK 13.1 million. Given the Company's



current business plan and against the above background, the Company intends to use the net proceeds from the Rights Issue to grow the SDaaS-business including promoting the development of four satellites for agricultural data through the xSPANCION project and to sell and build the remaining four satellites of the xSPANCION project.

### **The Rights Issue**

The board of directors has today resolved to carry out an issue of a maximum 122,886,606 new shares with preferential rights for the Company's shareholders, i.e. the Rights Issue as defined above. The resolution is made subject to approval of the EGM which is scheduled to be held on 26 June 2023. The subscription price has been set at SEK 0.60 per share. Provided that the Rights Issue is fully subscribed, the Company will receive approximately SEK 73.7 million before deduction of costs related to the transaction, which are estimated at approximately SEK 13.1 million.

The shareholders of the Company will have preferential rights to subscribe for the new shares that are included in the Rights Issue. For each existing share held on the record date on 29 June 2023, one (1) subscription right is received. The subscription rights entitle the holder to subscribe for new shares with preferential rights, whereby five (5) subscription rights give the right to subscribe for three (3) new shares. Shareholders who do not participate in the Rights Issue have an opportunity to receive economic compensation for the dilution by selling their subscription rights. In order not to lose the value of the subscription rights, the holder must either use these to subscribe for new shares within the subscription period or sell the subscription rights that are not to be exercised within the period for trading in subscription rights.

If all of the new shares are not subscribed for with subscription rights, the board of directors will, within the limit of the maximum amount of the Rights Issue, resolve on allotment of new shares subscribed for without subscription rights as follows:

- Firstly, allotment shall be made to those who have subscribed for shares by virtue of subscription rights, irrespective of whether the subscriber was a shareholder on the record date or not, pro rata in relation to the number of subscription rights exercised for subscription and, to the extent that this cannot be done, by drawing lots;
- Secondly, allotment shall be made to others who have applied for subscription without subscription rights. In the event these cannot receive full allotment, allotment shall be made pro rata in relation to the number of shares for which each person has applied for subscription and, to the extent this cannot be done, by drawing lots; and
- lastly, to those who have entered into guarantee commitments with the Company. Allotment shall be pro rata in relation to their respective guarantee or underwriting amounts.

Full terms and conditions for the Rights Issue and further information regarding net proceeds, guarantee commitments etc. will be disclosed in the prospectus which will be published by the Company no later than in conjunction with the commencement of the subscription period.

### **Loan facilities**

In connection with the Rights Issue, AAC Clyde Space has entered into loan agreements amounting to SEK 20 million in total with Formue Nord Markedsneutral A/S and Selandia Alpha Invest A/S, at market terms, to manage cash flow fluctuations. The loans run until 31 June 2024 but are intended to be repaid in connection



with the completion of the Rights Issue by using available surplus cash in the business or funds from the Rights Issue.

### **Shares and share capital**

At full subscription in the Rights Issue, the Company's share capital will increase by SEK 4,915,464.24 to SEK 13,107,904.64 and the number of shares will increase by 122,886,606 to 327,697,616. The dilution of the shareholders who do not participate in the Rights Issue will, assuming that the Rights Issue is fully subscribed, amount to approximately 37.5 per cent. Shareholders do have the possibility of financial compensation for the diluting effect by disposal of the subscription rights received.

### **Subscription undertakings and guarantee commitments**

The Company has received subscription undertakings from several existing shareholders amounting to approximately SEK 6.5 million in total, corresponding to approximately 9 per cent of the Rights Issue. The subscription undertakings from members of the Company's Board of Directors and management amount to SEK 4.7 million in total, corresponding to approximately 6 per cent of the Rights Issue. In addition, the Company has received guarantee commitments from existing and new investors amounting to approximately SEK 41.1 million in total, corresponding to approximately 56 per cent. The sum of subscription undertakings and guarantee commitments amount up to approximately SEK 47.6 million, corresponding up to approximately 65 per cent of the Rights issue. Neither subscription undertakings nor guarantee commitments are secured by bank guarantee, blocked funds, pledges or similar arrangements.

### **Lock-up undertakings**

In connection with the Rights Issue, all members of the Company's Board of Directors and management with shareholdings in the Company have undertaken towards Vator Securities AB, subject to customary exceptions, not to sell or otherwise transfer financial instruments (does not include shares subscribed within the scope of the Rights Issue or thereafter) without first, in each separate case, ascertain a written approval from Vator Securities AB. This lock-up period ends 180 days following the announcement of the outcome of the Rights Issue.

### **Prospectus**

Information regarding the Rights Issue, as well as other information regarding the Company, will be provided in the prospectus that is planned to be published before the subscription period of the Rights Issue. The prospectus which will be published on the Company's website ([www.aac-clyde.space](http://www.aac-clyde.space)) as well as on Vator Securities' website ([www.vatorsecurities.se](http://www.vatorsecurities.se)).

### **Timetable for the Rights Issue**

The timetable for the Rights Issue below is preliminary and may be changed.

26 June 2023	Extraordinary general meeting
27 June 2023	Last day of trading in the share including the right to receive subscription rights
28 June 2023	First day of trading in the share excluding the right to receive subscription rights
29 June 2023	Record date for the right to participate in the Rights Issue
29 June 2023	Estimated date for publication of the prospectus
3 – 12 July 2023	Subscription period
3 – 17 July 2023	Trading in subscription rights
19 July 2023	Estimated date for announcement of the outcome of the Rights Issue



### **Advisors**

In connection with the Rights Issue AAC Clyde Space has appointed Vator Securities AB as financial advisor and Setterwalls Advokatbyrå AB as legal advisor.

### **For more information:**

Please visit: [www.aac-clyde.space](http://www.aac-clyde.space) or contact:

CEO Luis Gomes [investor@aac-clydespace.com](mailto:investor@aac-clydespace.com)

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*The information in this press release is such that AAC Clyde Space AB (publ) shall announce publicly according to the EU Regulation No 596/2014 on market abuse (MAR). The information was submitted for publication, through the agency of the contact person set out above, at 22.35 CEST on 6 June 2023.*

### **ABOUT AAC CLYDE SPACE**

AAC Clyde Space specialises in small satellite technologies and services that enable businesses, governments together three divisions:

**Space Data as a Service (SDaaS)** – delivering data from space directly to customers

**Space missions** – turnkey solutions that empower customers to streamline their space missions

**Space products and components** – a full range of off-the-shelf and tailor-made subsystems, components and sensors

AAC Clyde Space aims to become a world leader in commercial small satellites and services from space, applying advances in its technology to tackle global challenges and improve our life on Earth.

The Group's main operations are located in Sweden, the United Kingdom, the Netherlands, South Africa and the USA, with partner networks in Japan and South Korea.

AAC Clyde Space's shares are traded on Nasdaq First North Premier Stockholm. Erik Penser Bank AB, e-mail [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se), telephone +46 8 463 83 00, is the Certified Adviser. The share is also traded on the US OTCQX- market under the symbol ACCMF.

### **Important information**

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. 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 where such offer would be considered illegal. This press release does not constitute an offer to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be illegal. In a member state within the European Economic Area ("EEA"), shares referred to in the press release may only be offered in accordance with applicable exemptions under the Prospectus Regulation.

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, Canada, Hong Kong, Japan, Singapore, New Zealand, South Africa, Australia 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.

In the United Kingdom, this document 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" 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.

A prospectus regarding the Rights Issue described in this release will be published by the Company on or around 29 June 2023 and be held available on the Company's website, [www.aac-clyde.space](http://www.aac-clyde.space). This release is however not a prospectus in accordance to the definition in the Prospectus Regulation. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**. Complete information regarding the Rights Issue can only be obtained through the prospectus. AAC Clyde Space has not authorized any offer to the public of shares or rights in any other member state of the EEA. 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 in connection with the Rights Issue 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 Bookrunner. The Bookrunner is acting for the Company in connection with the transaction 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.

#### **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 AAC Clyde Space 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 "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note



that: the price of the shares in AAC Clyde Space may decline and investors could lose all or part of their investment; the shares in AAC Clyde Space offer no guaranteed income and no capital protection; and an investment in the shares in AAC Clyde Space 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 Rights Issue.

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 (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 AAC Clyde Space.

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