Asetek A/S

(A public limited liability company incorporated in Denmark registered under CVR no. 34880522)

Rights issue and admission to trading and listing on Oslo Børs of 71,166,667 new shares at a subscription price of NOK 3 per new share with Preemptive rights for the existing shareholders of Asetek A/S and subsequent admission to trading and official listing on Nasdaq Copenhagen (in the form of share entitlements)

This document (the "**Prospectus**") has been prepared by Asetek A/S, a public limited liability company incorporated in Denmark registered under company registration no. (CVR) 34880522 (the "**Company**") in connection with a capital increase comprising a rights issue (the "**Offering**") and the admission to trading and listing on Oslo Børs, a regulated market operated by Oslo Børs ASA ("**Oslo Børs**") of the New Shares (as defined below). The Company intends to complete a dual-listing and has made an application for the Shares (as defined below) to be admitted to trading and official listing on Nasdaq Copenhagen (in the form of share entitlements) (the "**Admission**"), a regulated market operated by Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**"), under the ticker code "ASTK" after, and subject to, completion of the Offering. The Admission is subject to, among other things, the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect. The Shares will be admitted to trading and official listing on Nasdaq Copenhagen in the same ISIN code as the Existing Shares. The first day of trading and official listing of the Shares on Nasdaq Copenhagen is expected to be 17 May 2023. Shareholders wishing to trade their shares on Nasdaq Copenhagen must transfer such shares to VP Securities' (as defined below) securities system. Following, and subject to, completion of the Offering and the Admission, the Company intends to apply for the Shares to be delisted from Oslo Børs, which is subject to, among other things, approval by the requisite majority of Company's general meeting and Oslo Børs. There can be no assurances as to when the delisting from Oslo Børs will be effectuated, if at all.

In the financial statements for the financial year ended 31 December 2022, the Company's auditor has expressed an emphasis of matter in relation to the Company's ability to continue as going concern in 2023 and has provided the following in its audit report "*we draw attention to Note 1.1 in the consolidated financial statements, which describe that the budgeted liquidity may be insufficient during 2023 and is dependent on the current level of forecasted cash flow until the planned capital increase later in 2023 and the completion and the amount of cash from the planned capital increase. This indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue going concern. Our opinion is not modified in respect of this matter."* Sydbank has required that the Group raises additional equity (in Danish: "*egenkapital*") of at least DKK 115 million by mid-May, if Sydbank shall continue to make necessary credit facilities available to the Group. The credit facilities are fundamental for the Company to continue to service its payment obligations. If such equity is not injected into the Company, it will lead to material uncertainty as to whether the Company will remain going concern.

The Offering comprises an offering of 71,166,667 new shares (the "**New Shares**") with a nominal value of DKK 0.10 each in the Company with Preemptive rights to subscribe for New Shares (the "**Preemptive Rights**") for the Existing Shareholders (as defined below) of the Company at the ratio of 1: 2.621508, meaning that each holder of Shares in the Company on 19 April 2023 (the "**Existing Shareholders**") who is registered as a shareholder of the Company with the Norwegian Central Depository (in Norwegian: *Verdipapirsentralen ASA* or *Euronext Securities Oslo*) ("**VPS**") (pursuant to the two day's settlement procedure of VPS)) on 21 April 2023 (the "**Record Date** ") will be allocated 2.621508 Preemptive Rights for each Existing Share (as defined below), rounded down to the nearest whole Preemptive Right. For one (1) Preemptive Right, the holder is entitled to subscribe for one (1) New Share at a price of NOK 3 per New Share (the "**Subscription Price**"). No fractional New Shares will be allocated.

Prior to completion of the Offering, the Company's registered share capital is nominal DKK 2,714,722.50 divided into 27,147,225 shares of a nominal value of DKK 0.10 each (the "**Existing Shares**" and together with the New Shares, the "**Shares**"). The Existing Shares are admitted to trading and listing on Oslo Børs under the ticker code "ASTK" with ISIN code DK0060477263.

On 18 April 2023, under the authorization adopted as article 5.6 in the Company's articles of association and as adopted at the Company's extraordinary general meeting held on 13 April 2023, the Company's board of directors (the "**Board of Directors**") resolved to increase the share capital of the Company by nominal DKK 7,116,666.7 (71,166,667 New Shares of a nominal value of DKK 0.10 each) with Preemptive Rights for the Existing Shareholders. The Preemptive Rights will be listed and tradable on Oslo Børs under the ticker code ASTKT, subject to final approval by Oslo Børs.

The trading period for the Preemptive Rights commences on 24 April 2023 at 9:00 a.m. (CEST) and expires on 2 May 2023 at 4:30 p.m. (CEST) (the "**Rights Trading Period**"). The subscription period for the New Shares commences on 24 April 2023 at 9:00 a.m. and closes on 8 May 2023 at 4:30 p.m. (CEST) (the "**Subscription Period**"). Preemptive Rights acquired during the Rights Trading Period will carry the same rights as the Preemptive Rights held by Existing Shareholders. Any Preemptive Rights that have not been exercised during the Subscription Period or sold before expiry of the Rights Trading Period will lapse with no value, and the holder of such Preemptive Rights will not be entitled to any compensation. Once a holder of Preemptive Rights has exercised such rights and subscribed for New Shares, such subscription cannot be withdrawn or modified by the holder, except as set forth in this Prospectus. If a holder of Preemptive Rights does not want to exercise such rights to subscribe for New Shares, the holder may sell the Preemptive Rights during the Rights Trading Period. The New Shares will be registered with the Danish Business Authority after the completion of the Offering, expected on 15 May 2023. The New Shares will be admitted to trading and listing on Oslo Børs under the ticker code "ASTK" and with the same ISIN code as the Existing Shares with the expected first day of trading and listing being 16 May 2023.

New Shares which have not been subscribed for by the Existing Shareholders before the expiry of the Subscription Period (the "**Remaining Shares**") may, without compensation for the holders of unexercised Preemptive Rights, be subscribed for by Existing Shareholders or other investors who have made binding undertakings to subscribe for the Remaining Shares according to the subscription form in Annex A before the expiry of the Subscription Period (a "**Remaining Share Subscription**"). In case of oversubscription of the Remaining Shares in connection with binding undertakings, such Remaining Shares will be allocated as set out in this Prospectus.

The Offering is fully underwritten, subject to satisfaction of certain conditions set out in separate advance subscription commitments and guarantee undertakings entered into between the Company and a number of Existing Shareholders and other investors, including Friheden Invest A/S, Arbejdsmarkedets Tillægspension (ATP), Funds managed by SEB Investment Management AB, Wilhelm Risberg and Fredrik Lundgren and a number of other investors and members of the Company's Board of Directors, Executive Management and Key Employees (all as defined below) (the "**Guarantors**") prior to publication of this Prospectus (the "**Subscription Commitments**"). On the terms and conditions of the Subscription Commitments, the Guarantors undertake to exercise Preemptive Rights and/or to subscribe for any Remaining Shares that have not been subscribed for. Therefore, subject to satisfaction of such terms and conditions, the Company has ensured that all New Shares will be subscribed for corresponding to aggregate gross proceeds of approximately DKK 140 million.

Investing in the Preemptive Rights and the Shares, including the New Shares, involves a high degree of risk. Prospective investors should read the entire document, and in particular, Section 1 "*Risk factors*" for a discussion of certain risks that shareholders and investors should consider before investing in the Preemptive Rights and the Shares.

The Offering consists of a public offering in Denmark and Norway and private placements outside Denmark and Norway, in compliance with applicable securities laws.

The Offering is subject to Norwegian law, and this Prospectus has been prepared in compliance with the requirements set out in Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "Prospectus Regulation") as well as the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019, as amended (the "Commission Delegated Regulation") and Commission Delegated Regulation (EU) 2019/979 of 14 March 2019, as amended. This Prospectus has been drawn-up as a simplified prospectus in accordance with article 14 of the Prospectus Regulation. The registration document (Part I) has been prepared in conformity with Annex 3 and the securities note (Part II) in conformity with Annex 12 of the Commission Delegated Regulation. This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any of the Preemptive Rights or New Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer in such jurisdiction.

Neither this Prospectus nor any advertisement or any other offering material may be distributed, published or otherwise made available, the New Shares may not be offered, sold or subscribed for, directly or indirectly, and the Preemptive Rights may not be offered, sold, acquired or exercised, directly or indirectly, in any jurisdiction outside of Norway and Denmark, unless such distribution, offering, sale, acquisition, exercise or subscription is permitted under applicable legislation in the relevant jurisdiction, and the Company and the Joint Global Coordinators (as defined below) may require satisfactory documentation to that effect. Due to such restrictions under applicable legislation and regulations, the Company expects that some or all investors residing in the United States of America ("U.S."), Canada, Australia, Japan and other jurisdictions outside Denmark and Norway may not have the Prospectus distributed to them and may not be entitled to exercise the Preemptive Rights or subscribe for the New Shares. No offer and no solicitation that may be unlawful are being made by the Company to any person in any jurisdiction under any circumstances. The Preemptive Rights and the New Shares have not been and will not be registered under the U.S. Securities Act and are only offered and sold outside the U.S. or to, or for the account or benefit of, non-U.S. persons (as defined in Regulation S under the U.S. Securities Act ("Regulation S")) in accordance with Regulation S, or in transactions otherwise exempt from, or not subject to, the registration requirements of the U.S. Securities Act. See "*Important information*" and section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*".

Joint Global Coordinators and Joint Bookrunners

SEB **Carnegie**

This Prospectus is dated 18 April 2023

IMPORTANT INFORMATION

This Prospectus has been prepared (i) for the Offering, (ii) for the admission to trading and listing of the New Shares on Oslo Børs, (iii) and for the admission to trading and official listing of the Shares on Nasdaq Copenhagen and in accordance with the requirements set out in the Prospectus Regulation, the Commission Delegated Regulation as well as Commission Delegated Regulation (EU) 2019/979 of 14 March 2019. This Prospectus has been prepared in accordance with Article 14 (Simplified disclosure regime for secondary issuances) of the Prospectus Regulation, Annex 3 (Registration document for secondary issuances of equity securities) and Annex 12 (Securities note for secondary issuances of equity securities or of units issued by collective investment undertakings of the closed-end type) to the Commission Delegated Regulation. The Company has elected to apply the aforementioned Annexes, as the proportionate disclosure regime has been specifically implemented to be used in rights issues.

This Prospectus has been approved by the Danish Financial Supervisory Authority (in Danish: *Finanstilsynet*) (the "**Danish FSA**") as competent authority under the Prospectus Regulation. The Company has requested the Danish FSA to notify its approval in accordance with Article 25(1) of the Prospectus Regulation to the competent authority in Norway, the Financial Supervisory Authority of Norway (in Norwegian: *Finanstilsynet*) (the "**Norwegian FSA**"), with a certificate of approval attesting that this Prospectus has been prepared in accordance with the Prospectus Regulation.

The distribution of this Prospectus and the Offering is restricted by law in certain jurisdictions, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorized, or to any person to whom it is unlawful to make such offer or solicitation. This Prospectus does not constitute an offer of, or an invitation to, acquire any Preemptive Rights or to subscribe for New Shares in any jurisdiction in which such offer or invitation would be unlawful. Persons into whose possession this Prospectus may come must inform themselves of and observe all such restrictions. Neither the Company nor the Joint Global Coordinators accept any legal responsibility for any violation of any such restrictions by any person, whether or not such person is a prospective purchaser of the Preemptive Rights or a subscriber of the New Shares. For a more detailed description of certain restrictions in connection with the Offering, see section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*"".

Neither this Prospectus nor any advertisement or any other offering material may be distributed, published or otherwise made available, the New Shares may not be offered, sold or subscribed for, directly or indirectly, and the Preemptive Rights may not be offered, sold, acquired or exercised, directly or indirectly, in any jurisdiction outside Norway and Denmark, unless such distribution, offering, sale, acquisition, exercise or subscription is permitted under applicable legislation in the relevant jurisdiction, and the Company and the Joint Global Coordinators (as defined below) may require to receive satisfactory documentation to that effect.

Due to such restrictions under applicable legislation and regulations, the Company expects that some or all investors residing in the U.S., Canada, Australia, Japan and other jurisdictions outside Norway and Denmark may not have the Prospectus distributed to them and may not be entitled to exercise the Preemptive Rights or subscribe for the New Shares. No offer and no solicitation that may be unlawful are being made by the Company to any person in any jurisdiction under any circumstances.

The Shares to be admitted to trading and official listing on Nasdaq Copenhagen will be issued in the form of share entitlements book-entered in VP Securities' book-entry system, representing Shares in the Company, credited in VPS' system on a securities account of the account operator acting as the nominee custodian for VP Securities. Investors who wish to trade their shares on Nasdaq Copenhagen should be advised that the legal nature of such share entitlements and how shareholder rights are exercised are different from what otherwise applies to ordinary shares in Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen. Further, prospective investors should note that such exercise of certain shareholder rights may be connected with fees or other expenses. For additional information, see section 18.6 *"Trading in the company's shares on Oslo Børs and Nasadaq Copenhagen - Exercise of shareholders rights by holders of share entitlements*", including with respect to further information regarding the exercise of shareholder rights in respect of the Shares.

Notice to Investors in the U.S.

The Preemptive Rights and the New Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the U.S. or any other U.S. regulatory authority, nor have any of such regulatory authorities passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the U.S.

Neither the Preemptive Rights nor the New Shares have been, or will be, registered under the U.S. Securities Act or any state securities legislation in the U.S. Accordingly, the Preemptive Rights may not be offered, sold, acquired or exercised within the U.S. and the New Shares may not be subscribed for, offered or sold within the U.S. absent an applicable exemption from such laws. The Preemptive Rights and the New Shares have not been, and will not be, registered under the U.S. Securities Act and are only offered and sold outside the U.S. or to, or for the account or benefit of, persons who are not U.S. Persons (as defined in Regulation S) in accordance with Regulation S or in transactions otherwise exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offering is governed by Norwegian legislation and requirements and, therefore, any information contained in this Prospectus may not be comparable with information contained in prospectuses of U.S. companies for similar transactions. For certain restrictions on transfer of the Preemptive Rights and the New Shares, see section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*".

For as long as any of the Company's Preemptive Rights and New Shares are "*restricted securities*" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, the Company will, during any period in which it is not subject to section 13 or 15(d) under the U.S. Securities Exchange Act of 1934, as amended, nor exempt from reporting under the Exchange Act pursuant to Rule 12g3-2(b) thereunder, make available to any holder or beneficial owner of such restricted Preemptive Rights and New Shares, or to any prospective purchaser of such restricted Preemptive Rights and New Shares designated by such holder or beneficial owner, upon request the information required to be delivered pursuant to Rule 144A(d)(4) under the U.S. Securities Act. The Company is currently exempt from reporting under the Exchange Act pursuant to Rule 12g3-2(b).

Notice to Investors in the European Economic Area

In relation to each member state of the European Economic Area where the Prospectus Regulation applies (each a "**Relevant Member State**"), no offering will be made to the public in any Relevant Member State prior to the publication of a prospectus concerning the Preemptive Rights and the New Shares which has been approved by the competent authority in such Relevant Member State or, where relevant, approved in another Relevant Member State and notified to the competent authority in such Relevant Member State, all pursuant to the Prospectus Regulation, except that an offering of Preemptive Rights and New Shares may be made to the public at any time in such Relevant Member State pursuant to the following exemptions from the Prospectus Regulation:

a) to any legal entity which is a Qualified Investor (as defined in the Prospectus Regulation);
b) to fewer than 150 natural or legal persons other than Qualified Investors, subject to obtaining the prior written consent of the Company and the Joint Global Coordinators (as defined below); or
c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

In any Relevant Member State other than Norway and Denmark, the Prospectus is only addressed to, and is only directed at, investors in such Relevant Member State that fulfil the criteria for exemption from the obligation to publish a prospectus, including Qualified Investors.

For the purposes of the above, the expression an "offer to the public" in relation to Preemptive Rights and New Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering, the Preemptive Rights and the New Shares so as to enable an investor to decide whether to acquire the Preemptive Rights and acquire or subscribe for the New Shares.

Notice to Investors in the U.K.

This Prospectus is only being distributed to, and is only directed at, (i) persons outside the United Kingdom of Great Britain and Northern Ireland (the "**U.K**") or (ii) "*investment professionals*" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**") or (iii) "high net worth companies" and other persons to whom it may lawfully be communicated, falling within the meaning of Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons being "**Relevant Persons**"). Preemptive Rights and New Shares are only available to Relevant Persons and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such Preemptive Rights or New Shares will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act on or rely upon this Prospectus or any of its contents.

Notice to Investors in Canada, Australia and Japan

The Preemptive Rights and the New Shares have not been approved, disapproved or recommended by any foreign regulatory authorities, nor have any of such authorities passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Prospectus.

This Prospectus may not be distributed or otherwise made available, the New Shares may not be offered, sold or subscribed for, directly or indirectly, and the Preemptive Rights may not be offered, sold, acquired or exercised, directly or indirectly, in Canada, Australia or Japan, unless such distribution, offering, sale, acquisition, exercise or subscription is permitted under applicable legislation in the relevant jurisdiction, and the Company and the Joint Global Coordinators receive satisfactory documentation to that effect.

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 securities that are the subject of the Offering have been subject to a product approval process, which has determined that the Preemptive Rights and the New 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 Preemptive Rights and the shares of the Company may decline and shareholders and investors could lose all or part of their investment; the Preemptive Rights and the shares of the Company offer no guaranteed income and no capital protection; and an investment in the Preemptive Rights and the shares of the Company is compatible only with shareholders and 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 Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties (except for a public offering to Existing Shareholders and investors in Denmark and Norway conducted pursuant to a separate prospectus that has been approved by and registered with the Danish FSA).

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 shareholder in the Company or group of investors or shareholders in the Company to invest in, or purchase, or take any other action whatsoever with respect to, the Preemptive Rights and the New Shares.

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SUMMARY

Section A – Introduction and warnings

Warnings	This summary should be read as an introduction to this document ("**Prospectus**"). Any decision to invest in the preemptive rights (the "**Preemptive Rights**") and the shares of the Company (the "**Shares**"), including the new shares (the "**New Shares**") should be based on a consideration of the Prospectus as a whole by the shareholders in the Company and investors. Shareholders and investors could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff shareholder or investor might, under national law, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability, if any, attaches only to those persons who have tabled the summary, including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid shareholders and investors when considering whether to invest in the Preemptive Rights and the Shares.
Issuer	The issuer of the Preemptive Rights and the Shares (including the New Shares) is Asetek A/S (the "**Company**"). The address and other contact details of the Company are Assensvej 2, DK-9220 Aalborg OE, Denmark, telephone number +45 9645 0047 and +45 2080 7200. The Company has the following legal entity identifier number (LEI) 213800ATZVDWWKJ8NI47. The Company's registered share capital of nominal DKK 2,714,722.50 divided into 27,147,225 shares of a nominal value of DKK 0.10 each (the "**Existing Shares**") are issued under the following ISIN code DK0060477263. The Preemptive Rights will be issued under the following ISIN code DK0062492997.
Competent Authority	This Prospectus has been approved by the Danish Financial Supervisory Authority (the "**Danish FSA**") as competent authority under Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "**Prospectus Regulation**"). The address and other contact details of the Danish FSA are Strandgade 28, DK-1401 Copenhagen K, Denmark, telephone: (+45) 33558282 and e-mail: finanstilsynet@ftnet.dk. This Prospectus has been approved on 18 April 2023.

Section B - Issuer

Who is the issuer of the securities?

Domicile and legal form of the Issuer	The Company has its registered office at Assensvej 2, DK-9220 Aalborg East, Denmark, and is incorporated as a public limited liability company under the laws of Denmark. The Company has the legal identifier number (LEI) 213800ATZVDWWKJ8NI47 and is registered with the Danish Business Authority under company registration no. (CVR) 34880522.
Principal activities	Asetek is a leading offeror of innovative products to gamers and enthusiast within the global gaming industry. The Group focuses primarily on two segments: Liquid Cooling and SimSports. For more than 20 years, the Group has developed premium thermal solutions for computer hardware enthusiasts and gamers. The Group's Liquid Cooling Products enable increased performance and provide lower acoustic noise, power savings and improved efficiency when compared to air cooling products. The products are sought-after by enthusiasts for their reliable operation, ease-of-use and pervasive PC cooling, and the Group's liquid cooling technology is installed in some of the fastest supercomputers in the world. Whether researching next-gen pump designs, or new fluid types, or optimizing radiator or cold plate designs, the Group innovates so that users can enjoy high performance cooling for gaming and professional applications. With more than ten million liquid cooling units shipped since 2007, the Group's technology is being adopted by a growing portfolio of original equipment manufacturers and channel partners, however, with a decline from 2021 to 2022.

Leveraging on its extensive capabilities within software, hardware, mechanics, sourcing and manufacturing, in 2021 the Group entered into the growing gaming market for simulator racing hardware and software with the aim to develop racing simulator products with a true racecar feeling that ignites simulator racers' passion and elevates simulator racers' performance. Since then, the Group has launched several SimSports products and plans to roll-out further products in the near future. Asetek believes there is a gap in the market for high quality, fair priced and easy to use SimSports products.

Asetek has a global footprint and presence at several key global technology strongholds, with headquarters in Denmark and operations in the United States of America (the "**U.S.**") and East Asia. The Group has research and development teams based in Denmark (principally) and China, sales and marketing teams based in the U.S. (principally) and countries in Europe and Asia, and product manufacturing in China (principally), Malaysia and Denmark. As at 31 December 2022, the Group had 108 full-time employees, of which 41 were dedicated to the Liquid Cooling, 40 were dedicated to SimSports and 27 were working in other administrative or support functions.

For the year ended 31 December 2022, the Group reported revenue of USD 50.650 million, gross margin of 41%, Adjusted EBITDA (non-IFRS) of USD (791) thousand and Adjusted EBITDA margin (non-IFRS) of -1.6% (revenue of USD 79.803 million, gross margin of 41.8%, Adjusted EBITDA (non-IFRS) of USD 7.223 million and Adjusted EBITDA margin (non-IFRS) of 9.1% for the year ended 31 December 2021, and revenue of USD 72.750 million, gross margin of 47%, Adjusted EBITDA (non-IFRS) of USD 15.600 million and Adjusted EBITDA margin (non-IFRS) of 21.4% for the year ended 31 December 2020).[1]

Major shareholders	As at the date of this Prospectus, the Company has received notifications that Arbejdsmarkedets Tillægspension (ATP), Universal-Investment-Gesellschaft mbH, Sunstone Technology Ventures Fund and Funds managed by SEB Investment Management hold more than 5% of the Company's share capital and voting rights. The Company is not aware of being majority-owned or controlled, directly or indirectly, by any third party, and the Company is not aware of any agreements that could later result in any third party taking over the control of the Company.
Key managing directors	As at the date of this Prospectus, the Company's board of directors (the "**Board of Directors**") consists of Jukka Pertola (Chairman), Erik Damsgaard (Vice Chairman), Jørgen Smidt, Maria Hjorth and Maja Frølunde Sand-Grimnitz. The executive management of the Company (the "**Executive Management**") consists of André Sloth Eriksen (CEO) and Peter Dam Madsen (CFO).
Statutory auditors	The statutory auditor of the Company is PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab. The Company's financial statements for the financial years ended 31 December 2022, 2021 and 2020 have been audited by Mads Melgaard (MNE no. 34354), State Authorised Public Accountant, and Henrik Berring Rasmussen (MNE no. 34157), State Authorised Public Accountant.

What is the key financial information regarding the issuer?

The key financial information shown below has been derived from the audited consolidated financial statements of the Group for the financial years ended 31 December 2022, 2021 and 2020 (the "**Financial Statements**") prepared in accordance with IFRS as adopted by the EU and additional Danish disclosure requirements for annual reports for listed companies; all of which are incorporated by reference into this Prospectus. The Company presents its consolidated financial statements in USD.

In the financial statements for the financial year ended 31 December 2022, the Company's auditor has expressed an emphasis of matter in relation to the Company's ability to continue as going concern in 2023 and has provided the following in its audit report "*we draw attention to Note 1.1 in the consolidated financial statements, which describe that the budgeted liquidity may be insufficient during 2023 and is dependent on the current level of forecasted cash flow until the planned capital increase later in 2023 and the completion and the amount of cash from the planned capital increase. This indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue going concern. Our opinion is not modified in respect of this matter.*"

[1] The financial information has been derived from the Financial Statements.

Consolidated statement of comprehensive income

(USD 000's)	**2022 audited**	**2021 audited**	**2020 audited**
Gross profit	20,765	33,373	34,194
Total operating expenses	(26,166)	(32,594)	(23,266)
Operating income (EBIT)	(5,401)	779	10,928
Total financial income	(477)	618	(1,502)
Total comprehensive income	(6,296)	(372)	11,587

Statement of financial position

(USD 000's)	**2022 audited**	**2021 audited**	**2020 audited**
Assets			
Total non-current assets	50,799	29,325	17,292
Total current assets	27,816	46,029	54,101
Total assets	**78,615**	**75,354**	**71,393**
Equity and liabilities			
Total equity	42,748	48,388	47,525
Total non-current liabilities	1,739	1,540	2,604
Total current liabilities	34,128	25,426	21,264
Total liabilities	35,867	26,966	23,868
Total equity and liabilities	**78,615**	**75,354**	**71,393**

Cash flow statement

(USD 000's)	**2022 audited**	**2021 audited**	**2020 audited**
Net cash provided in operating activities	(8,354)	14,317	11,430
Net cash used in investing activities	(25,395)	(13,204)	(4,816)
Net cash provided (used) by financing activities	18,327	(4,636)	(5,088)
Net changes in cash and cash equivalents	(15,885)	(3,803)	2,594
Cash and cash equivalents at end of period	7,411	23,296	27,099

What are the key risks that are specific to the issuer?

The key risks that are specific to the Group are:

- The Group has incurred a cumulative loss since its establishment and will incur future losses and may not achieve or sustain profitability
- Deteriorating end user spending and end user confidence could materially affect the Group' results of operations, cash flows and financial position
- Risks related to construction and financing of the Group's new headquarter
- The Group is exposed to risks associated with international operations, mainly driven by a) having its production abroad and b) tax jurisdictions in multiple countries
- The Group is highly reliant on third party manufactures in China (including suppliers and contract manufacturers), which includes sourcing of products both within Liquid Cooling and SimSports
- The Group derives a significant portion of its revenue from its top five customers, and the Group is largely dependent on its, and in particular those, customers' sales performances
- The Group faces significant competition, and the Group could lose market share, demand for its products could decline and its business could be seriously harmed if the Group does not compete effectively
- The Group's profitability is, currently, largely driven by Liquid Cooling, and therefore the Group's short-term performance is heavily dependent on the financial performance within Liquid Cooling

	• Third parties may violate or infringe the Group's intellectual property rights, and the Group unintentionally infringe third parties' intellectual property rights resulting in the Group being involved in disputes or litigations

Section C – Securities

What are the main features of the securities?

Type, class and ISIN	The Shares are not divided into share classes. The ISIN code for the Existing Shares is DK0060477263. The ISIN code for the Preemptive Rights is DK0062492997. Subject to completion of the capital increase comprising a rights issue (the "**Offering**"), the New Shares will be admitted to trading and listing on Oslo Børs, a regulated market operated by Oslo Børs ASA ("**Oslo Børs**"), under the ISIN code for Existing Shares (i.e. DK0060477263), expected on 16 May 2023. Subsequent to, and subject to, completion of the Offering, the Shares (in the form of share entitlements) will be listed on Nasdaq Copenhagen, a regulated market operated by Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**"), under the same ISIN code as the Existing Shares, (i.e. DK0060477263), expectedly on 17 May 2023. The Existing Shares are denominated in DKK. As at the date of this Prospectus, the Company's registered share capital is DKK 2,714,722.50 divided into 27,147,225 Shares with a nominal value of DKK 0.10. Upon completion of the Offering, the Company's registered share capital will be DKK 9,831,389.20 divided into 98,313,892 Shares each of a nominal value of DKK 0.10.
Rights attached to the New Shares	All Shares rank *pari passu* in respect of voting rights, preemptive rights, redemption, conversion and restrictions or limitations according to the articles of association of the Company (the "**Articles of Association**"), and eligibility to receive dividend or proceeds in the event of dissolution or liquidation. Each Share of nominal DKK 0.10 entitles its holder to one vote at general meetings of the Company.
Restrictions	The Shares are negotiable instruments and no restrictions under the Articles of Association or Danish law apply to the transferability of the Shares.
Dividend policy	The Company's dividend policy targets the payment of dividends to Shareholders of an amount equal to 50 % of the Company's net income (after tax profits) for the foregoing year, provided the Company's capital structure allows for it. The Company has not declared or made any dividend payments for the last financial year. With reference to the Company's present financial situation and current double taxation in the U.S. and Denmark, the Company does not expect to distribute any cash dividends for the foreseeable future. Any future decision to propose dividends and the amounts and timing thereof will be made at the discretion of the Board of Directors and will depend on a number of factors, including future revenue, profits, financial conditions, growth plans, liquidity requirements, necessary financial flexibility, general economic and business conditions and future prospects and such other factors as the Board of Directors may deem relevant, as well as other legal and regulatory requirements.

Where will the Securities be traded?

	The Preemptive Rights have been approved for trading on Oslo Børs, a regulated market operated by Oslo Børs ASA, however, subject to final approval by Oslo Børs. Registration of the New Shares with the Danish Business Authority will take place following completion of the Offering, expected to take place not later than 15 May 2023. The New Shares will be admitted to trading and listing on Oslo Børs under the ticker code "ASTK" and with the same ISIN code as the Existing Shares with the expected first day of trading and listing being 16 May 2023, at the latest. All dealings in the New Shares prior to the registration of the New Shares with the Danish Business Authority are for the account, and at the sole risk, of the parties concerned. Application has been made for the Shares to be admitted to trading and official listing (the "**Admission**") on Nasdaq Copenhagen (in the form of share entitlements) under the ticker code "ASTK" after completion of the Offering. The

Admission is subject to, among other things, the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect. Shareholders wishing to trade their Shares on Nasdaq Copenhagen must transfer such Shares to VP Securities A/S' (now known as Euronext Securities) ("**VP Securities**") securities systems. Such transfers may be subject to fees levied by the settlement parties in accordance with their respective fee schedules.

What are the key risks that are specific to the securities?

The key risks that are specific to the Offering are:

- The market price of the Shares may be highly volatile, and participants in the Offering could suffer substantial losses.
- The Shares will be listed on two separate markets and investors seeking to take advantage of price differences between such markets may create unexpected volatility in the share price of Shares. In addition, investors may not be able to easily move shares for trading between such markets.

Section D – Offering

Under which conditions and timetable can I invest in this security?

Terms and conditions of the Offering and timetable

The Offering

The Offering is fully underwritten and comprises 71,166,667 New Shares of a nominal value of DKK 0.10 each. Shareholders registered with the Norwegian Central Depository, Verdipapirsentralen ASA ("**VPS**") on 21 April 2023 (the "**Record Date**") as shareholders of the Company will as Existing Shareholders be granted Preemptive Rights. Each Existing Shareholder will be entitled to and will be granted 2.621508 Preemptive Rights for each Existing Share, rounded down rounded down to the nearest whole Preemptive Right, registered as held at the Record Date. Every one (1) Preemptive Right will entitle the holder to subscribe for one (1) New Share against payment of a price of NOK 3 per New Share (the "**Subscription Price**").

Shares traded after 19 April 2023 will be traded as excluding Preemptive Rights provided that the Shares are traded at a customary two-day value.

Any Preemptive Rights not exercised during the Subscription Period will lapse with no value, and the holder of such Preemptive Rights will not be entitled to compensation. Once a holder of Preemptive Rights has exercised such rights and subscribed for New Shares, such subscription cannot be withdrawn or modified by the holder. If a holder of Preemptive Rights does not want to exercise such rights to subscribe for New Shares, the holder may sell the Preemptive Rights during the Rights Trading Period. New Shares that have not been subscribed for by Existing Shareholders through the exercise of their allocated or acquired Preemptive Rights or by other investors through the exercise of their acquired Preemptive Rights before the expiry of the Subscription Period (the "**Remaining Shares**") may, without compensation to the holders of unexercised Preemptive Rights, be subscribed for by Existing Shareholders and investors that, before expiry of the Subscription Period, have made binding commitments to subscribe for New Shares which have not been subscribed for before the expiry of the Subscription Period at the Subscription Price by use of the subscription form in Annex A.

The Preemptive Rights will be delivered in book-entry form through allocation to the Existing Shareholders' accounts held with VPS.

Subsequent listing on Nasdaq Copenhagen

The Company's Shares have been admitted to trading and listing on Oslo Børs since 2013, and the New Shares will, upon completion of the Offering, be admitted to trading on Oslo Børs. The Board of Directors and Executive Management believes that it is now an appropriate time to apply for a dual-listing of the Shares on Nasdaq Copenhagen to become closer to the investor base in the Company's home country. An application has been made for the Shares to be admitted to trading and official listing on Nasdaq Copenhagen (in the form of share entitlements) under the ticker code "ASTK", subject to, among other things, the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect. Trading in the Shares on Nasdaq

	Copenhagen will be settled in VP Securities' settlement system. The expected first day of trading and official listing being 17 May 2023. The Company expects that the dual listing is temporary, as it intends to explore the option of delisting from Oslo Børs, which is, among other things, subject to approval by Oslo Børs and the requisite majority of the Company's general meeting. Shareholders wishing to trade their Shares on Nasdaq Copenhagen must transfer such Shares to VP Securities' securities systems. The Company makes no assurances as to whether and when a potential delisting from Oslo Børs will be completed. Publication of Prospectus .... 18 April 2023 Last trading day in Existing Shares including Preemptive Rights .... 19 April 2023 First day of trading in Existing Shares excluding Preemptive Rights .... 20 April 2023 Record Date of Preemptive Rights .... 21 April 2023 Rights Trading Period on Oslo Børs commences .... 24 April 2023 at 9:00 a.m. (CEST) Subscription Period for New Shares commences .... 24 April 2023 at 9:00 a.m. (CEST) Rights Trading Period on Oslo Børs closes .... 2 May 2023 at 4:30 p.m. (CEST) Subscription Period for the New Shares closes .... 8 May 2023 at 4:30 p.m. (CEST) Expected publication of result of the Offering .... 10 May 2023 Allocation of New Shares not subscribed for by exercise of Preemptive Rights (the Remaining Shares) .... 10 May 2023 Payment Date .... 12 May 2023 Registration of the share capital increase regarding the New Shares with the Danish Business Authority .... On or about 15 May 2023 Delivery of the New Shares .... On or about 16 May 2023 First day of trading and listing of the New Shares on Oslo Børs .... On or about 16 May 2023 First day of trading of the Shares on Nasdaq Copenhagen .... On or about 17 May 2023 The above timetable is subject to change.
Admittance to trading	The Company's Existing Shares have been admitted to trading and listing on Oslo Børs under the ISIN code DK0060477263. Following issuance and registration of the New Shares, the New Shares will be admitted to trading and listing on Oslo Børs under the same ISIN code as the Existing Shares. In connection with the Offering, the Preemptive Rights will be listed and tradable on Oslo Børs during the period from 24 April 2023 at 9:00 a.m. (CEST) to 2 May 2023 at 4:30 p.m. (CEST), subject to final approval by Oslo Børs. The Company has applied to be admitted to trading and official listing on Nasdaq Copenhagen (in the form of share entitlements). After completion of the Offering, the Shares will be dual listed on Nasdaq Copenhagen under the ISIN code DK0060477263. Shareholders wishing to trade their Shares on Nasdaq Copenhagen must transfer such Shares to VP Securities.
Dilution	If an Existing Shareholder decides not to exercise its Preemptive Rights, such shareholder's proportionate ownership will be diluted by 72%.
Estimated expenses	The estimated costs and expenses payable by the Company related to the Offering, assuming completion of the Offering, are approximately DKK 25 million.
	Why is this prospectus being produced?

Use of proceeds	Sydbank has required that the Group raises additional equity (in Danish: "*egenkapital*") of at least DKK 115 million by mid-May 2023, if Sydbank shall continue to make necessary credit facilities *available* to the Group. The credit facilities are fundamental for the Company to continue to service its payment obligations. If such additional capital or financing is not raised, it will lead to material uncertainty as to whether the Company will remain going concern. Thus, the Company has undertaken the Offering which comprises 71,166,667 New Shares. Upon full subscription, the Offering will raise gross proceeds to the Company of approximately DKK 140 million with net proceeds expected to be approximately DKK 115 million after deduction of costs and expenses payable by the Company in relation to the Offering. The proceeds are expected to strengthen the Company's financial position by optimizing its balance sheet and cover its working capital shortfall. This will be based on increasing available cash for committed capex investments for the new headquarter facility. Additionally, proceeds will be used to finance market and product development of SimSports (including, but not limited to, expanding the product range), as well as transaction costs and optimization of inventories and improvements in trade receivables' management (i.e. financing working capital requirements).
Subscription and guarantee commitments	The Offering is fully underwritten and subject to the satisfaction of certain terms and conditions, any Remaining Shares will be subscribed for by the Guarantors. Certain of the subscription commitments entered into with the Guarantors contain termination rights, allowing these parties to withdraw their commitments inter alia in case of a material adverse change in the Company which may result in a withdrawal of the Offering.
Material conflict of interest	Certain members of the Board of Directors, the Executive Management and John Hammill are shareholders in the Company and have indicated that they intend to exercise their Preemptive Rights in whole or in part and/or have undertaken to guarantee the subscription of a number of Remaining Shares and therefore have an interest in the Offering. Skandinaviska Enskilda Banken AB (publ.), Sverige and Carnegie AS as Joint Global Coordinators and Joint Bookrunners (collectively, the "**Joint Global Coordinators**") have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Joint Global Coordinators and their employees and any affiliates may currently own Shares in the Company. In addition, Funds managed by SEB Invstment Management AB (Skandinaviska Enskilda Banken AB (publ.)'s funds manager) has undertaking to subscribe for its pro rata shareholding at the time of completion of the Offering. Further, in connection with the Offering, the Joint Global Coordinators and their employees and any affiliates acting as an investor for their own account may receive Preemptive Rights (if they are Existing Shareholders) and may exercise their right to take up such Preemptive Rights and acquire New Shares, and any other securities of the Company or other investments for their own account and may offer or sell such securities (or other investments) other than in connection with the Offering. The Joint Global Coordinators does not intend to disclose the extent of any such investments or transactions other than in accordance with any legal or regulatory obligation to do so.

1. RISK FACTORS

Investing in the Company, the Shares and the Preemptive Rights and New Shares involves a high degree of financial risk. Prior to making any investment decision with respect to the Shares and the Preemptive Rights, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Prospectus, including the Group's audited consolidated financial statements for the financial years ended 31 December 2022, 2021, and 2020. This section addresses both general risks associated with the industry in which the Group operates, and the specific risks associated with the Group's business. Should any of the following risks materialize, individually or together with other circumstances, it could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position, and the price of the Company's securities, including the Shares and Preemptive Rights, may decline, causing investors to lose all or part of their invested capital. Further, this section describes certain risks relating to the Offering that could also adversely affect the value of the Preemptive Rights and the New Shares. An investment in the Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risks and uncertainties discussed below are those which the Group's management views as material as at the date hereof, and such risk factors have, within each category of risks, been listed in an order of priority that reflects their materiality based on the probability of their occurrence and the expected magnitude of their negative impact on the Group. According to the Group's management, it is not possible to indicate probability of occurrence for each risk factor, but when it is possible to assess a probability of occurrence, such has been indicated. These risks are, however, not the only risks that the Group faces. Additional risks and uncertainties, including risks that are not known to the Group's management at present or that it currently deems immaterial, may also arise or become material in the future, which could lead to a decline in the value of the Preemptive Rights and the New Shares. Before making any investment decision, any potential investor must also take into account that a number of general risk factors that are not included in this section 1 still applies to the Group and the Shares.

1.1 RISK FACTORS RELATING TO THE COMPANY

1.1.1 Risk factors related to the Group's business and the industry in which it operates

1.1.1.1 The Group has incurred a cumulative loss since its establishment and will incur future losses and may not achieve or sustain profitability

The Group has incurred significant losses since its inception, and the Group's auditor has expressed an emphasis of matter as to the Group continuing as a going concern in 2023. Additionally, In the financial year ended 31 December 2022, the Company incurred operating loss of USD 5.4 million and as of 31 December 2022 has working capital of negative USD 6.3 million and non-current liabilities of USD 1.7 million. The Company believes that its cash position and the liquidity available from its operations, external borrowings and other sources currently available is sufficient to satisfy its working capital requirements until around mid-May 2023. From then on, the Company expects a cash shortfall, mainly as a result of cash balances (including cash inflows from operations) being allocated to capital expenditures related to the construction of a new headquarter facility situated Skjoldet 20, 9230 Svenstrup ("the **Property**"). On that basis, the Company's primary provider of credit facilities, Sydbank A/S ("**Sydbank**") has required an equity capital injection of at least DKK 115 million in order to continue the credit facilities, which are fundamental for the Company to service its payment obligations. This is the primary reasoning for the Group undertaking the Offering.

The Group became profitable for the first time in 2016 and was profitable for the financial years 2016, 2017, 2018 and 2020. The Group incurred losses in the financial years 2019, 2021 and 2022, the Group incurred total comprehensive losses of USD 1.1 million, USD 0.4 million and USD 6.3 million, respectively. It is not possible for the Company to predict its further results, but the Company expects positive operating income for 2023, see section 7 "*Consolidated prospective financial information".*

Currently, the Group's revenue and results are highly dependent on the Group's continued success within its liquid cooling segment within the gaming market ("**Liquid Cooling**") which has been profitable in the past few years. To diversify the Group's product offering and reduce some of its exposure to success within Liquid Cooling, the Group's current growth and business plan entails growth within the new SimSports segment within the gaming market ("**SimSports**"). The Group is currently allocating a significant part of its revenue generated within Liquid Cooling for purposes of marketing and development of its SimSports offering in accordance with the growth and business plan. If the Group is unsuccessful in making its SimSports offering profitable, the Group may be forced to decide to close this offering and the Group may incur losses if such decision is taken. Even if the Group achieves profitability within SimSports, it may not be able to sustain or increase profitability on a Group level in the long term.

To the extent the Group does not generate sufficient cash from operations, including SimSports, the Group may need to raise additional funds through public or private debt or equity financing to execute the Group's strategy and to fund capital expenditures. Adequate sources of capital funding may not be available when needed or may not be available on favourable terms. The Group's ability to obtain such additional capital or financing will depend in part upon prevailing market conditions, such as high inflation, high interest rates and low consumer confident and spend, as well as conditions of its business and its operating results, and those factors may affect its effort to arrange additional financing on satisfactory terms. If the Company raises additional funds by issuing additional shares or other securities, the holdings of existing shareholders may be diluted. If funding is insufficient at any time in the future, the Group may be unable to fund development of new products and potential acquisitions, take advantage of business opportunities or respond to competitive pressures or having to have to delay, scale back or eliminate its commercialisation of new products, sell, license or relinquish rights over key technologies and products on unattractive terms or abandon patent prosecution, maintenance and defence, any of which could adversely impact the Group's results of operations and financial position.

If the Group is unable to become profitable or obtain adequate financing when needed, which could delay or prevent the Group from being able to generate revenues and sustainable income that is significant enough to achieve profitability, which could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position.

1.1.1.2 Deteriorating end user spending and end user confidence could materially affect the Group' results of operations, cash flows and financial position

The Group's business consists of the production of end user electronics in the 'high end' of the sales spectrum within the gaming market and is therefore not a necessity as such for the end users. Thus, the Group's products may, in some cases, be substituted for less costly technology, and any fluctuations in the global economy and end users' spending could result in a higher demand for such low-cost alternatives or simply materially impede sales within the gaming market, resulting in the Group experiencing significant difficulties in maintaining or expanding its current market position. Therefore, the Group's management believes that changes in end user spending and end user confidence, such as those having occurred over the last years, and in particular the last year, will have a larger impact on businesses in the "high end" part of a market and in particular the Group, as its product portfolio consist of products with a high price point, also compared to its competitors.

Accordingly, negative changes in the economy in general or in the general end user economy and end user confidence, such as those caused by Covid-19, rising interests on mortgages and other end user loans, high inflation decreasing the purchasing power of end users or the war in Ukraine, could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position.

1.1.1.3 The Group is exposed to risks associated with international operations, mainly driven by a) having its production abroad and b) tax jurisdictions in multiple countries

The Group operates in international markets, and consequently the Group is subject to risks inherent in international business operations, including, but not limited to, general economic conditions in each of the foreign countries in which the Group operates, e.g. China and the U.S. The materialisation of such risks may significantly and adversely affect the Group's business, prospects, results of operations, cash flows and financial position.

a) Both within SimSports and Liquid Cooling, the Group has a small production in Denmark, however it acquires most of its components and/or products from one Chinese contract manufacturer, see section 5.5 "*Business overview - Product* *offering*". In addition to the Group's offices and production in Denmark, it has offices in the U.S., China, Taiwan and Malaysia. The majority of the Group's products are sourced from its contract manufacturer's factory in China, which are then sold to customers in both segments (Liquid Cooling and SimSports). As such, the Group is particularly exposed to the risk of sanctions and protective legislation impeding its production and sales and the general geopolitical unrest between the largest geographical blocks in the world. Currently illustrated by the rising tension between China and the U.S.

For example, the U.S. has imposed a 25% general tariff on certain imported goods manufactured in China, including the Group's products and many other products within the gaming market. The aforementioned tariff has not affected the Group or its product prices in a material way. However, additional tariffs or increase in tariffs could affect the Group, and the existence of the tariff has contributed to general uncertainties in the gaming market. Such tariff may raise the prices paid by the end users for the Group's products, which could lead to less sale and potentially affect the Group's business, prospects, results of operations, cash flows and financial position.

b) The Group has overlapping and differing tax structures, as the Company is treated as a U.S. company for U.S. tax purposes, despite the Company being incorporated in Denmark as a Danish company for Danish tax purposes (see 1.1.3.4 *Risk factors - Risk factors relating to the company - The offering may not be completed and may be withdrawn - Risk related to tax*), which creates potential double taxation issues limiting the Company's ability to pay out dividend. Additionally, the Company has subsidiaries and branches in several jurisdictions, leading to increased risks regarding differing tax regimes and taxation rates.

1.1.1.4 The Group is highly reliant on third party manufactures in China (including suppliers and contract manufacturers), which includes sourcing of products both within Liquid Cooling and SimSports

The Group is dependent on third parties such as suppliers and contract manufacturers to perform certain services at competitive prices as almost all its production is outsourced to two contract manufactures in China and Malaysia. Historically, the majority of the Group's products have been assembled in Xiamen, China, by a single contract manufacturer, which will be difficult to substitute or replace in the short term if the need should arise. However, the Group has now also set up a production in Malaysia with a contract manufacture, but the majority of its products are still assembled in Xiamen, China.

As an example. the Group and its contract manufacturers experienced Covid-19 related shutdowns in 2020, 2021 and in the first half of 2022, but, as at the date of this Prospectus, no shutdowns in 2023, which negatively affected the Group's operations in Xiamen, China. For example, the Group's sourcing, planning and quality office in Xiamen, China was working with limited capacity in August and December 2022, and a supplier of significant components was shut down in September 2020 for two weeks. The Group is not in possession of data which enables it to comment on the specific impact on its financials, however, the Group has been affected by the shutdown as longer lead time has meant less sale of products for the Group. The Group or any of its contract manufacturers may experience such again. If the Group's or its contract manufacturers' production must be stopped or a critical number of employees are quarantined or become too ill to work, business operations could be adversely affected. If contract manufacturers experience closures or reductions in capacity utilization, the Group may have difficulty sourcing materials needed to fulfil production requirements. If customers experience adverse business consequences, demand for the Group's products could decline. The impact of Covid-19 and other pandemics is uncertain and varies, and as a result, the Company's management cannot predict the extent of the ultimate impact on the Group's business, prospects, results of operations, cash flows and financial position.

The Group uses custom made components in several of its products, and some of these are produced by a single supplier, as such the Group is strongly dependent on such suppliers. Several risk could materialise in relation to such suppliers: they may not be willing to continue their business relationship with the Group in the future, including on contractual terms satisfactory to the Group, or, if existing third parties may continue to do business with the Group, they may not comply with all contractual requirements and/or may not otherwise perform their services in a timely or acceptable manner or at competitive prices. If any of the above materialises, the Group may need to enter into new arrangements with alternative third parties, which may delay or cause a stop of the Group's sales or negatively affect the quality and/or price of the Group's products. The

Group has generally not experienced issues with its suppliers and contract manufactures other than what follows from general worldwide disruptions in the supply chain.

If any of these risks as exemplified above, or a combination of the risks, were to materialise, they could adversely affect the quality of the Group's products or the Group's cost structure, which could materially impact the results of operations, cash flows and financial position.

1.1.1.5 The Group derives a significant portion of its revenue from its top five customers, and the Group is largely dependent on its, and in particular those, customers' sales performances

The Group has a high customer concentration. The main part of the Group's revenue in 2022 (77%) is derived from its top five customers, in the form of original equipment manufacturers ("**OEMs**"). The Group's two largest customers together accounted for 54% of total revenue in 2022, compared to 55% of total revenue in both 2021 and 2020. If the Group were to lose any of its top five customers or either one of the customers fails to pay for the Group's products, the Group's revenue and cash position could be adversely affected. The Group's contracts with its top customers generally have short termination notice for the customers ranging from 30 days to around 75 days. In 2019, the Group lost its most significant customer, but was able to re-establish the revenue to other customers in 2020.

The Group exerts only limited impact on the revenue created by such customers but is significantly influenced by that same revenue. This generally means that the Group has low visibility in its future revenue. The Group carries significant portions of its inventory of finished goods under "vendor managed inventory" agreements meaning that the Group holds inventory on its own premises which the Group's customers then can pick-up. This entails that the Group's inventory is directly dependent on its customers' level of activity. This risk is primarily outside the Group's control.

Termination of the customer contract by one of the Group's top five customers or any decline in the market positions of the Group's main customers or any decrease in their purchasing from the Group could have a material adverse effect on the Group's near and long termed revenue streams and business-prospects, which could materially impact the results of operations, cash flows and financial position.

1.1.1.6 The Group faces significant competition, and the Group could lose market share, demand for its products could decline and its business could be seriously harmed if the Group does not compete effectively

The gaming market, in which the Group operates, is highly competitive and characterized by rapid technological development, price pressure, rapid product obsolescence, evolving industry standards and new demands for features and performance. Further, the Group experiences aggressive price competition and other promotional activities by competitors in both its segments in response to for example declines in end user demand and excess product supply or if competitors seek to gain market shares within the segments.

Many of the Group's current and potential competitors, some of which are large, multi-national businesses, have substantially greater financial, technical, sales, marketing, personnel and other resources and greater brand recognition than the Group has. The Group's competitors may be in a stronger position to respond quickly to new technologies and may be able to design, develop, market, and sell their products more effectively than the Group can. In addition, some of the Group's competitors are small or mid-sized specialty companies that can react to changes in industry trends or end user preferences or introduce new or innovative products more quickly than the Group can. As a result, the Group's product development efforts may not be successful or result in market acceptance of the Group's products. The Group's competitors are, in particular, CoolIT, Coolermaster and Apaltek within Liquid Cooling and Fanatec (Endor), Logitech, Moza and Simagic within SimSports.

The Group believes that the principal competitive factors in its markets include performance, reliability, brand value, time to market of new emerging technologies and early identification of emerging opportunities. If it does not compete effectively, demand for its products could decline, net revenue and gross margin could decrease and market share could be lost, which may seriously harm the Group's business.

As an example, the Group had to pause its commercial activities in the data center segment (offering of liquid cooling products for high end computers) in 2022 (the pause was announced in 2021) ("**Data Center**"). Despite the Group having allocated resources to develop this segment, it was not possible to attain profitability within this segment, wherefore, the Group had to sustain loss and pause the segment awaiting a possible change in the business environment, including a change in legislation incentivizing green energy sources when setting up a data center, for this type of products.

The Group's ability to successfully compete in Liquid Cooling depends largely on its ability to compete on product innovation and quality. The Group's Liquid Cooling products ("**Liquid Cooling Products**") are generally priced higher than products offered by its competitors. If the Group's end users are no longer willing to pay the higher price for the products, the Group will either need to reduce its prices or potentially decrease its sales volume. The Group may face competition based on many different factors, including the distribution network, availability, prices, the effectiveness of marketing and the sales efforts by its partners. Competition in the markets where the Group operates may lead to reduced profitability and/or a decrease in opportunities.

If any of the above risks were to materialize, and/or if the Group fails to be competitive and respond to increased competition, price pressure may have a material adverse effect on its near and long termed revenue prospects, which could materially impact the Group's results of operations, cash flows and financial position.

1.1.1.7 The Group's profitability is, currently, largely driven by Liquid Cooling, and therefore the Group's short-term performance is heavily dependent on the financial performance within Liquid Cooling

Currently, the Group only has limited revenue within SimSports, and all its primary customers measured on revenue are within Liquid Cooling, e.g., in 2022, the Group's three largest customer accounted for 72% of its total revenue and were all customers within Liquid Cooling. Additionally, Liquid Cooling represented 88% of the Group's total revenue in 2022 whereas SimSports represented 4% (the now dormant data center segment comprised the remaining 8%). Therefore, the Group is currently entirely dependent on the market for liquid cooling solutions within the gaming and enthusiast markets to sustain its current revenue and financial results. Revenue within Liquid Cooling could suffer from development of new technologies, such as a new chip technology which cannot make use of liquid cooling to cool its processor, consequently, diminishing the need for Liquid Cooling Products. The Group's management does not believe launch of such technology is imminent but cannot predict what products will come in the future. The Group's high revenue concentration and exposure towards the market for liquid cooling solutions, according to the Group's management, the Group less agile and less able to counteract changes in both macroeconomic and market conditions. The revenue concentration within Liquid Cooling also makes it more valuable to counter act unforeseen market developments and competition than its competitors who currently have a broader product line. As an example, the Group experienced a decline in revenue within Liquid Cooling of 39% from 2021 to 2022.

Accordingly, negative changes in the market for liquid cooling solutions to computers could have a material adverse effect on the Group's near and long termed revenue prospects, which could materially impact the Group's results of operations, cash flows and financial position.

1.1.1.8 The Group's competitive position and success in the market depend to a significant degree on its ability to build and maintain the strength of its brand among gaming enthusiasts, and any failure to build and maintain its brand may seriously harm its business

The Group regards its brand as a valuable asset and considers it essential to both maintaining and strengthening its business, and it sees it as important that it is perceived by current and prospective customers as a leading supplier of cutting-edge, high-performance products for gaming. The Group's management believes that this enables the Group to charge prices at higher price points for the Group's products than other players in the market, and it also makes the Group stand out from some of its competitors and other players in the liquid cooling market. To maintain the strong brand, the Group is required to innovate constantly by introducing new and enhanced products that achieve significant acceptance levels among gamers. If the Group fails to build and maintain its brand or incurs substantial expenses in an unsuccessful attempt to build and maintain its brand, its business may be harmed. The Group's brand may also be damaged by events such as product recalls, perceived declines in quality or reliability and product shortages. Achieving and maintaining a position in the high end part of a market is closely linked with a strong brand, which further underlines the Group's need to maintain its brand. The Group's Executive Management focuses on protecting the Group's brand (through protection of intellectual property rights, among others) and developing and releasing quality products in a timely fashion. Consequently, it is not possible for the Group to comment on whether such risk may materializing in the future.

If the Group fails to maintain its brand, it could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position. Furthermore, the Group's CEO is a vital part of the development of SimSports and development of the SimSports brand, and his absence from the Group could slow down or negatively and materially affect the Group's expansion within SimSports.

A strong brand is also important for the Group's ability to hire new skilled employees and retain current employees. The Group's success depends, to a significant extent, on the continued services of the individual members of its management team, who have substantial experience from the industry and in the local jurisdictions in which the Group operates, as well as the Group's ability to attract and retain skilled professionals with appropriate experience and expertise. Additionally, in terms of retaining existing members of Executive Management and Key Employees, the Group does generally not make use of non-compete and non-solicitation clauses and has short termination clauses. Currently, the Group does not experienced difficulties with hiring and retaining employees.

1.1.1.9 The Group is dependent on successful commercialisation and market acceptance of the Group's new products for SimSports, which would have a strong effect on the future performance of the Group

In addition to the Group's well established Liquid Cooling offering, the Group has recently ventured into a new segment within the gaming market labelled "SimSports", which is a vital part of the Group's growth strategy. For this segment, the Group develops, manufactures and brings to the global markets computer hardware peripheral components for gaming purposes ("**SimSports Products**"). The Group has launched multiple new products for sale within SimSports; racing pedals in multiple variants, steering wheels and steering wheelbases also in multiple variants and is in the process of launching multiple other products. The SimSports Products are sold directly to end users via the Group's webshops and indirectly to end users via a network of resellers, which is under development.

In order to profitably sell the new products and succeed within SimSports, the Group has to (a) arrange for the sale of the SimSports Products through new business partners and sales channels, (b) reach a large scale volume on the SimSports Products and be successful in optimizing production facilities and processes that enable the Group to manufacture the new products on a large scale, and (c) sell the new products at competitive prices.

Reaching a large-scale sales volume of the SimSports Products is to a large extent dependent on acceptance by reviewers and influencers, as the market is highly specialized and aimed at end user enthusiasts, who are, to a certain degree, influenced by reviewers who, in online forums, videos etc. offer their opinions on various product offerings from various suppliers of gaming peripherals. The reviewers are provided products for free by the suppliers but are elsewise outside the control of the suppliers, such as Asetek. The acceptance by reviewers is important to obtain market acceptance. It is considered critical that the new products gain market acceptance from reviewers and end users through capitalization on trade show attendance, online presence, and other marketing efforts. The Group has recently begun this work. The degree of market acceptance will depend on a number of factors, such as the extent to which the Group is able to convince customers that its products provide performance improvements over existing products, the reliability of the new products, the strength of marketing efforts, distribution support, price, and other factors; many of which are outside the Group's control.

There is a risk that the Group will not be able to successfully commercialise the new products within SimSports, and that the market penetration will take longer than the Group expects or that the market penetration will not be as deep as the Group anticipates. The Group has previously entered into a segment without being successful, the now dormant data center segment. If any of the above risks were to materialize, it could have a material adverse effect on the Group's near and long termed revenue prospects and costs, which could materially impact the Group's future results of operations, cash flows and financial position.

1.1.1.10 The Group may incur substantial losses due to defects in the Group's products

Within Liquid Cooling, the Group's products function as components in PCs. Any unexpected defects in the Group's Liquid Cooling Products may cause failures in such PCs, and the Group's customers and end users may suffer losses owing to such failures if such where to occur in a number of the Group's products. The Group may be liable for such losses under applicable contract and product liability law.

Additionally, the Group's SimSports Products may also suffer defects due to, for example, production mistakes or design errors, which could make the Group liable for losses and defects under applicable contract and product liability law.

Within the data center segment, the Group sold its liquid coolers to data centers, a breakdown in any of these cooling systems could have a potential large impact on the Group as it may be liable for covering losses under applicable contract law. Such losses could be of a great magnitude as a break down in the Group's liquid coolers could, in the worst case, mean a loss of data. While the Group's liquid coolers are only installed in a relatively low number of data centers, the cost of failures could still be significant due to the described consequential damages.

The Group's has not previously experienced any major defects in its products or product recall, but the Group's management cannot entirely rule out that such may happen in the future, and the impact by such defects or recalls could have a great effect on the Group. Although a defect in the products and services may be caused by defects in products delivered by contract manufacturers, there can be no assurance that the Group will be entitled to or be successful in claiming reimbursement, repair, replacement or damages from its contract manufacturers relating to such defects. A successful product liability claim against the Group could require it to make significant damage payments, which would negatively affect the business, prospects, financial results and results of operations.

Whilst it is the Group's policy to mitigate the risk with commercially available insurance products, including for example, by taking out product liability and recall insurances, and to align caps on liability towards its customers with its insurance coverage, no assurances can be given that the Group in existing or future contracts will be able to obtain such alignment for commercial reasons, and insurance coverage for liability may prove inadequate.

Lack of sufficient contractual protection and insurance coverage for defects in the Group's products could involve significant costs to the Group, and the Group may incur reputational damage and future loss of revenue owing to defects in its products, which could have a material adverse effect on the Group's revenue streams or cost structures, which could materially impact the operational results and financial position.

1.1.1.11 The Group is dependent on operative IT systems and may encounter disruptions in such systems or security breaches and cybercrime

The Group is dependent on information technology ("**IT**") systems to operate its business, *inter alia*, to control the supply chain and manage production and labour resources. The Group's IT systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, catastrophic events, cyber-attacks or other cybercrime and user errors.

The Group utilises third-party suppliers and service providers to supply and service the majority of its IT hardware and software and in this respect relies on these suppliers and service providers to deliver products and services on a timely basis.

Any failure in overhauling or updating the Group's IT systems in a timely manner may cause its operations to be vulnerable and inefficient. Any disruptions in the Group's IT systems or a security breach may lead to disclosures of confidential or sensitive information and stolen digital assets and may affect the Group's ability to plan, track, record and analyse work in progress and sales, process financial information, meet business objectives based on IT initiatives, manage its creditors and debtors, manage payables and inventory or otherwise conduct its normal business operations, and such failures could thus result in loss of revenue or regulation actions if, e.g. personal data is disclosed.

The Group is constantly faced with the threat of cybercrimes, such as attempts to hack its IT systems. The Group’s systems and procedures to counter such illegal actions may prove insufficient or incapable of protecting the integrity of the Group’s systems and procedures.

During the past three years, the Group has not experienced any material negative impact, such as ’down time’, from the risks described here, but is, as many businesses are, constantly the subject of various attempted attacks.

If any of such risks related to the operations of the Group’s IT systems were to materialize, it could have a material adverse effect on the Group’s ability to conduct business and thus have significant impact on short termed revenue prospects, which would significantly impact results of operations, cash flows and financial position.

1.1.2 Risk factors relating to the Group’s legal and regulatory considerations

1.1.2.1 Third parties may violate or infringe the Group’s intellectual property rights, and the Group unintentionally infringe third parties’ intellectual property rights resulting in the Group being involved in disputes or litigations

The Group has experienced infringement of its patents, primarily in the U.S. where it has also been, and is, party to litigation, see more below under 1.1.2.2 "*Risk Factors - Risk Factors relating to the company - Risk Factors relating to the Group's legal and regulatory considerations - The Group has in the past several years been a party to resource demanding litigation, which have affected the Group's profit*". Given the Group produces and sells high end products, the Group is reliant on its ability to protect its intellectual property rights, and there is a risk that competitors wholly or partly will copy the Group’s products and features. While the Group’s management believes that it has generally been successful in its attempt to pursue infringements and misappropriating of its intellectual property, it cannot rule out that such risk will not materialise in the future, as such has occurred in the past.

To protect its products, the Group, among others, relies on various intellectual property rights arising throughout the world, including trademarks, trade secrets, copyright, designs, domains, and patents to protect its brand name, reputation, product appearance and technology. If the Group fails to obtain, maintain or enforce the intellectual property rights used in or necessary to its business, its competitors and others may be able to copy its designs, or use its brand name, trademarks or technology. As a result, the Group’s sale and business may be adversely affected, and consequently affecting the Group’s results of operations.

Technologies evolve fast in the areas in which the Group operates, and it cannot be ruled out that the Group has incorporated or will in the future incorporate, without consent, elements (for example third party software) in its products, which are protected by third-party intellectual property rights, especially now where the Group has ventured into a new segment, SimSports. Even though the Group’s core technology has been used for a number of years without any substantial claims of infringement from any third parties.

If the Group violates third-party rights and becomes involved in infringement disputes, the outcome of such disputes could result in the Group ceasing the development of the relevant products, withdrawing them or paying a license fee to a third party. Meaning that one infringement could potentially have a material impact on the Group. Such infringement could entail significant obligations, reservations and/or costs to the Group, which could have a material adverse effect on the Group’s market share and revenue streams or cost structure, which could lead to material impact on the results of operations, cash flows and financial position.

1.1.2.2 The Group has in the past several years been a party to resource demanding litigation, which have affected the Group's profit

Historically, the Group has been part of rather resource demanding litigation proceedings in the U.S. against other players within the gaming industry, and in 2022 the Group spent USD 3.4 million on litigation. Therefore, the Group has incurred significant legal costs over the past years to proceed with litigation. These proceedings have now been settled, and the Group does not plan to initiate such proceedings in the imminent future.

In the last seven years, beginning from 2016 to the date of this Prospectus, the Group has been a party to eight lawsuits concerning the Group's patents; six of which are now settled with the remaining two still pending judgment. Six of the lawsuits were initiated by the Group, and the remaining two were initiated by a competitor with the Group as defendant.

As at the date of this Prospectus, the Group is party to two ongoing litigations concerning patents. One of the ongoing litigation proceedings was initiated in June 2021, where two competing companies filed in the NDCA an action requesting declaratory judgment that certain of the competitors'' products do not infringe certain of Asetek's patents. In May 2021, Asetek filed a patent infringement lawsuit in the Western District of Texas against two different competing companies seeking judgment that the competitors infringe certain of the Group's patents.

Considering the Group's history with litigation, it may in the future be involved, from time to time, in litigation and disputes, primarily within intellectual property rights but also other kinds of disputes, such as contractual disputes with suppliers or customers. Any claims, disputes and proceedings are inherently subject to uncertainty, and their outcomes are often difficult to predict. The Group may incur significant legal costs in connection with any such proceedings and management resources may be diverted away from operational activities towards administrative and coordinating tasks relating to legal proceedings. Adverse regulatory action or judgment in litigation could result in sanctions of various types for the Group, including, but not limited to damages or other amounts, the invalidation of contracts, restrictions or limitations on the Group's operations, any of which could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position.

1.1.2.3 Third parties may launch new products similar or superior to the Group's products without violating the Group's patents and key patents have expired

As a producer of high end products, the Group is depend on its products standing out as being innovative and carrying unique features. Therefore, where deemed possible, the Group seeks in general to take out patents on important features and in relevant jurisdictions, however, taking out patents is generally costly and therefore it is a balance between relevance and costs. Thus, the products of the Group may not be protected against copying (a) where no patents have been taken out, (b) in jurisdictions where the Group's patents are not registered or (c) after the expiry of the current registered patents and utility models. Further, competitors may be able to manufacture products which recreate the same functionality as the Group's products without infringing the Group's patent rights under applicable law. Competitors may also be able to develop products that are superior in quality and price to those of the Group. If the competitors are successful in copying the Group's products and/or the Group does not manage to develop products which are superior to its competitors, the end users and the Group's customers may instead purchase the competitors'' products, which could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position.

The Group's participation in various litigations over the years generally highlights the need for the Group to protect its patents rights and products against illegal copying.

Some of the Group's key patents expire in 2024 or 2025 (the patents are 12/826,768, 15/626,393, 15/991,375, 13/269,234, 13/861,593, 15/626,706, 15/991,384) which will allow the Group's competitors to use the rights protected by such patents. Generally, the Group has made a strategic decision to focus more on being the top innovator, having even more focus on developing products superior to its competitors in terms of technology, features and quality and use that as an edge rather than the patent rights.

The expiring patents will be useable by the Group’s competitors and as such the competitors may, from that point in time, copy the Group’s products. However, the Group’s products marketed today are substantially different from the products protected by the aforementioned patents which have been public for many years.

The launch of identical products or products similar to the Group’s products may increase competition and cause the Group to incur a loss of revenue and cause damage to the Group’s brand, which could lead to loss of the Group’s business or to lower sales prices, which could lead to material impact on the financial position and operational results.

1.1.3 Risk factors relating to the Group’s financing

1.1.3.1 Risks related to construction and financing of the Property

The Group entered into a construction agreement with TL Byg A/S on 3 May 2022 to build the Property (the Company’s new headquarter in Denmark). See section 15.2 "*Material contracts - Construction agreement with TL Byg A/S*" for further details. The Company has entered into committed credit lines of total DKK 205 million with Sydbank whereof DKK 200 million is allocated to support the construction of the Property, as the Company was not able to finance the construction through own funds. The committed credit line is subject to customary EBITDA and cash available covenants as well as covenants on maximum delay and increase in costs of the construction of the headquarter. In addition to functioning as the Group’s headquarter and serving as the main place of operation for the Group’s Danish business, the Company can decide to lease out a part of the Property.

There are several risks associated with undertaking construction of such a large asset. For instance, construction delays may occur postponing the time from which the Group may seek to obtain mortgage financing (however, the construction is now more than halfway and most major milestones have been met). The increasing interest rates have already lowered the expected valuation of the Property, and further increases in interest rates may devaluate the Property further. Consequently, the original credit line provided by Sydbank will to a lesser extent be covered by the mortgage loan to be taken out after completion of the Property (expectedly on 1 August 2024) as the valuation of the building has decreased since construction began. Potentially, the Group will not be able to repay the credit facility provided by Sydbank. If the Company cannot take out a mortgage loan covering the credit facility provided by Sydbank, e.g., due to decrease in the value of the Property, decrease in the mortgage loan-to-value rate, or obtain a mortgage loan due to construction delay (which could occur if TL Byg A/S or TL Byg A/S' suppliers experience bankruptcy and a new supplier has to be engaged for the construction), delay in receiving the commissioning permit (in Danish "*ibrugtagningstilladelse*") or other reasons, it may have to raise capital by issuing additional securities, undertake a sale and leaseback of the Property or procure the required funding elsewhere. If such actions are unsuccessful, it will lead to material uncertainty as to whether the Company will remain going concern after 31 December 2024 when the Company has to refinance its credit facilities with Sydbank. The final valuation of the Property may also change due to several factors, e.g., further increasing interest rates, inflation and/or demand for such properties. Additionally, there is a risk that the Group cannot obtain a mortgage loan due to the Group's credit rating requiring the Group to seek alternative, and potentially more expensive, financing or issuance of additional securities.

The construction agreement is not a fixed price agreement, as price fluctuations of building materials, e.g., ceilings, glass for windows, lagging etc., may increase the price of the construction. Furthermore, all work by the general contractor, TL Byg A/S during the 12 months’ period after signing of the agreement is subject to an index adjustment on prices. Additionally, if TL Byg A/S' suppliers experience bankruptcies, insolvencies or other delivery issues, price may have to be renegotiated if TL Byg A/S must engage new suppliers.

In addition, the Group has not performed formal due diligence of TL Byg A/S as to their financial situation and ability to deliver the Property. If TL Byg A/S cannot complete the Property, the Group may have to engage with new and potentially more expensive contractors, which will put further pressure on the Company’s liquidity.

Should the Group need to lease out the Property, it could also experience difficulties leasing it out, such as if the Group is unable to lease out on terms acceptable to the Group.

If any of these risks were to materialize it could have an adverse effect on the Group's business, prospectus, results of operations, cash flows and financial position.

1.1.3.2 Risks associated with exchange rate fluctuations

The Group operates internationally and is therefore exposed to exchange rate risk in respect of the various currencies. The Group's principal currency exposure relates to sales and purchases in currencies other than the reporting currency applied by the Group. Substantially all of the Group's revenue is billed in USD, but the customers may resell the products to end users in other currencies than USD. As such, there is a risk that currency fluctuation may affect the cost of products for the end user and negatively affect market demand for the Group's products.

Substantially all of the Group's sales are carried out in USD, however, a significant part of its purchasing of raw materials, components etc., is carried out in CNY. Further, having headquarter in Denmark, the Group has many costs in DKK or EUR. Accordingly, the Group is subject to foreign exchange risk. In 2022 the USD strengthened against both the DKK and EUR by 6% and strengthened against the Japanese Yen by 14%.

Changes in the value of USD against other currencies will affect the Group's reported operating expenses and the value of balance sheet items originally denominated in other currencies. This can affect the Group's results if its operating revenue in any one currency is not matched by expenses in the same currency.

1.1.3.3 The Offering may not be completed and may be withdrawn

The Offering may not be completed or may be withdrawn by the Company during the period leading up to registration with the Danish Business Authority of the capital increase pertaining to the New Shares.

Pursuant to the Engagement Letter entered into on the 20 December 2022 among the Company and the Joint Global Coordinators (the "**Engagement Letter**"), the Company and the Joint Global Coordinators are entitled to terminate the Engagement Letter. The Engagement Letter also contains completion conditions which the Company believes are customary for offerings such as the Offering. If one or more conditions for completion are not met, the Joint Global Coordinators may, acting jointly and at their discretion, terminate the Engagement Letter which may thereby require that the Company withdraws the Offering. Also, Arbejdsmarkedets Tillægspension (ATP) has a right to withdraw its commitment before completion of the Offering if there are any material adverse changes to the information contained in the Prospectus which require the publication of a supplement prospectus or any material information, which are capable of affecting the assessment of the New Shares, which arises or is noted prior to the completion of the Offering, not included in the Prospectus. Such termination may mean that the Company has to withdraw the Offering. Any withdrawal will be notified to Oslo Børs immediately and announced as soon as possible in the media in which the Offering was announced.

In addition, Sydbank has a right to terminate the Credit Facilities (as defined below) if an equity injection of DKK 115 million, such as the net proceeds received in the Offering, is not completed before medio May 2023. Thus, if the Offering is not completed or withdrawn Sydbank is entitled to terminate the Credit Facilities (as defined below). The Credit Facilities (as defined below) are fundamental for the Company to continue to service its payment obligations, and termination hereof will lead to material uncertainty as to whether the Company will remain going concern.

If the Offering is not completed or is withdrawn, the Offering and any associated arrangements will lapse, any payments received by the Company in respect of the New Shares will be returned to the investors without interest (less any transaction costs) and admission to trading and listing of the New Shares on Oslo Børs will be cancelled. However, trades of Preemptive Rights executed during the Rights Trading Period will not be affected. As a result, Existing Shareholders and investors who have purchased Preemptive Rights will incur a loss corresponding to the purchase price of the Preemptive Rights and any transaction costs. Similarly, if the Offering is not completed, the New Shares will not be issued. However, shareholders and investors who have subscribed for New Shares will receive a refund of the subscription amount for the New Shares (less any transaction costs).

Additionally, if the Offering is not completed or withdrawn, the Company does not intend to complete the contemplated Admission, i.e. the admission to trading and official listing on Nasdaq Copenhagen, and will instead remain listed on only Oslo Børs.

Consequently, shareholders and investors who have purchased New Shares will incur a loss corresponding to the difference between the purchase price and the subscription price of the New Shares plus any transaction fees, unless they succeed in recovering the purchase price from the seller of the New Shares. Should the Offering not be completed or be withdrawn, the Company will be liable to bear a part of the costs and fees related to the Offering, including all of the Company's advisor costs. However, if the Offering is not completed or withdrawn and the Credit Facilities (as defined below) are terminated, it will lead to material uncertainty as to whether the Company will remain going concern.

1.1.3.4 Risks related to tax

The Company is treated as a U.S. company for U.S. tax purposes, despite the Company being incorporated in Denmark, and as a Danish company for Danish tax purposes, creating double taxation issues. The Company is thus subject to both U.S. corporate taxation and Danish taxation on its income, which after the deduction of tax credits, means that the Company is subject to a U.S. corporate income tax rate which may be higher than the Danish corporate income tax rate. The Company does not currently have U.S. territory income subject to taxation, however, the 2017 U.S. Tax Reform (Tax Cuts and Jobs Act) introduced taxation of Global Intangible Low-Taxed Income (GILTI), which applies to the Company. As the Company is considered a U.S. entity from a U.S. tax perspective, income in Asetek Danmark A/S will be subject to GILTI taxation, if the conditions for triggering the taxation are met. GILTI taxes can be eliminated against net operating U.S. losses supporting the recognition of tax assets. Therefore, the current accounting effect is that a tax asset based on net operating U.S. losses is recognised in the financial statements. Going forward tax payments in the U.S. can be actual when the net operating U.S. losses have been used.

The Group's interpretation and implementation of applicable legislation, tax agreements and regulations and/or interpretation and implementation of the administrative practice of the relevant authorities may not be correct, and there is a risk that such rules may be subject to change, possibly with retroactive effect. The Group's tax situation, including its future effective tax rate and the usability of its net operating loss carried forward, may change as a result of rulings by relevant tax authorities and could have an adverse effect on the Group's tax expense levels, which could lead to effects on the financial position and operational results, however, the more significant effect could be related to the tax treatment of the shareholders' investments.

Additionally, the double taxation also means that the Company is treated as a U.S. company for U.S. tax purposes. Dividends to non-U.S. shareholders from the Company are likely to be subject to U.S. withholding tax, while dividends to all shareholders might be subject to Danish withholding tax, meaning that dividends to prospective investors and Existing Shareholders might be subject to both Danish and U.S. withholding tax without credits given in either country.

1.2 RISK FACTORS RELATING TO THE COMPANY'S SECURITIES AND THE OFFERING

1.2.1 The market price of the Shares has been and may continue to be highly volatile, and participants in the Offering could suffer substantial losses

The market price of the Company's Shares has been, and may in the future continue to be, highly volatile, subject to significant fluctuations in response to various factors, many of which are beyond the Company's control, and which may be unrelated to the Company's business, operations or prospects. In the period 13 April 2018 until the date of this Prospectus, the closing price of the share has fluctuated between NOK 118.60 (20 January 2021) and NOK 5.20 (17 March 2023). Recent outbreaks of armed conflicts in Ukraine, rising inflation and interest rates and other macroeconomic and geopolitical conditions have negatively affected the price of shares of publicly traded companies worldwide, and it is impossible for the Company to predict with any degree of certainty how such conflicts will evolve and how global stock markets will be affected. In addition, historically the stock markets in general, and the market for developing technology companies in particular, have experienced high volatility that has often been unrelated to the operating performance of the issuer. No assurances can be given that stock market fluctuations, even if otherwise unrelated to the Group's activities, will not have a material adverse effect on the market price of the Shares.

Due to the Offering, hereunder the amount of New Shares being offered, the price of the Preemptive Rights and the New Shares may be highly volatile during the Rights Trading Period and the Subscription Period, respectively.

Furthermore, the admission to trading and official listing of the Shares on Nasdaq Copenhagen should not be interpreted as meaning that there will be a liquid market for the Shares, and there is a risk that an active market will not develop, subject to and upon completion of the Admission. There is a risk that the price of the shares will be highly volatile in connection with the admission to trading and official listing on Nasdaq Copenhagen.

In addition, an active trading market in the Preemptive Rights may not develop on Oslo Børs because the trading price of the Preemptive Rights depends on the trading price of the Shares.

Consequently, investors may be unable to sell their Shares at or above the Subscription Price due to fluctuations, a decline in the market price of the Shares or if active and liquid trading does not develop or do not prove sustainable post the Admission, resulting from a number of factors, including those mentioned above.

1.2.2 The Shares will be listed on two separate markets and investors seeking to take advantage of price differences between such markets may create unexpected volatility in the share price of Shares. In addition, investors may not be able to easily move shares for trading between such markets.

After and subject to completion of the Offering and the Admission, Shares will be listed on two separate markets and investors seeking to take advantage of price differences between such markets may create unexpected volatility in the share price of the Shares. In addition, investors may not be able to easily move shares for trading between such markets.

After and subject to completion of the Offering and the Admission, the Shares will be listed and traded both on the Oslo Børs and on Nasdaq Copenhagen. While the Shares are traded on both markets, price and volume levels could fluctuate significantly on either market, independent on the share price or trading volume on the other market. Investors could seek to sell or buy Shares to take advantage of any price differences between the two markets through a process referred to as arbitrage. Any arbitrage activity could create unexpected volatility in both the price of Shares on either exchange and in the volume of Shares available for trading on either market. In addition, holders of Shares in either jurisdiction will not immediately be able to transfer such shares for trading on the other market without effecting necessary procedures with the Company's transfer agents/registrars. This could result in time delays and additional cost for shareholders of the Company. Further, the Shares will be traded on Nasdaq Copenhagen through the use of share entitlements book-entered in the VP Securities' book-entry system, representing Shares in the Company. Consequently, the process for exercising shareholder rights for the Shares traded on Nasdaq Copenhagen will be different from the process for exercising shareholder rights for the Shares traded on Oslo Børs.

The Shares to be admitted to trading and official listing on Nasdaq Copenhagen will be issued in the form of share entitlements book-entered in the VP Securities' book-entry system, representing Shares, credited in VPS' system on a securities account of the account operator acting as the nominee custodian for VP Securities. Prospective investors should be advised that the legal nature of such share entitlements and how shareholder rights are exercised are different from what otherwise applies to ordinary shares in Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen. For additional information, see section 18.6 "*Trading in the Company's shares on Oslo Børs and Nasdaq Copenhagen - Exercise of shareholders rights by holders of share entitlements*".

1.2.3 Shareholders may not receive payments in the event of the Company's bankruptcy, winding-up or another similar event

The Company has issued a qualified working capital statement, see *12.1 "Background for the offering, working capital statement and capitalization and indebtedness - Working capital statement"*, and the Company's auditor has in the auditor report to the financial statements for the financial period ended 31 December 2022 expressed an emphasis of matter in relation to the Company's ability to continue as going concern in 2023, see 11.3 *"Financial information concerning the company's assets and liabilities, financial position and profits, and losses - Going concern in 2023"*. As such, it is relevant to notice that Shareholders may not receive payments in the event of the Company's bankruptcy, winding-up or another similar event. However, the Company expects to resolve the temporary cash squeeze through the proceeds from the Offering.

In case of the dissolution or winding-up of the Company, including as a result of the Company's bankruptcy, the Shares will be entitled to a proportionate part of the Company's assets in accordance with the "priority of creditors" as set out in the Danish Consolidated Act No 1600 of 25 December 2022 on bankruptcy, as amended, where, *inter alia*, the Company's creditors, including fees to the trustee of the bankruptcy estate or liquidator, has priority before the Shares. There can be no assurance that the value of the Company's assets will exceed the liabilities towards the Company's creditors in the event of bankruptcy or other dissolution or winding up proceedings, and accordingly, the holders of Shares may not receive any payment in such event.

2. RESPONSIBILITY STATEMENT

2.1 The Company's responsibility

The Company is responsible for this Prospectus in accordance with the Prospectus Regulation.

2.2 The Company's statement

We, as the persons responsible for this Prospectus on behalf of the Company hereby declare that, to the best of our knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

We furthermore declare that this Prospectus has been approved by the Danish FSA as competent authority under the Prospectus Regulation. The Danish FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus.

The Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the Prospectus Regulation.

Aalborg, 18 April 2023

Asetek A/S

Board of Directors

Jukka Pertola
Chairman

Erik Damsgaard
Vice Chairman

Jørgen Smidt
Member

Maria Hjorth
Member

Maja Frølunde Sand-Grimnitz
Member

- Jukka Pertola is a professional board member
- Erik Damsgaard is CEO at OJ Electronics A/S
- Jørgen Smidt is a professional board member
- Maria Hjorth is a professional board member
- Maja Frølunde Sand-Grimnitz is Director, Brand Management & Global Gaming Marketing at EPOS Group A/S

Executive Management

André Sloth Eriksen
Chief Executive Officer

Peter Dam Madsen
Chief Financial Officer

3. GENERAL INFORMATION WITH RESPECT TO THIS PROSPECTUS

In this Prospectus, the "**Company**" refers to Asetek A/S, "**Asetek**" or the "**Group**" refers to the Company together with its consolidated subsidiaries, unless the context requires otherwise. See section 26 "*Glossary*" for a list of terms and definitions frequently used in this Prospectus.

Skandinaviska Enskilda Banken AB (publ.), Sverige ("**SEB**") and Carnegie AS ("**Carnegie**") act as Joint Global Coordinators and Joint Bookrunners (collectively, the "**Joint Global Coordinators**") in connection with the Offering and will receive remuneration from the Company for their services. In the course of their usual business activities, the Joint Global Coordinators or certain companies affiliated with each of them may have provided and may in the future provide investment banking advice and carry on normal banking business with the Company and any subsidiaries and affiliates. The Joint Global Coordinators act exclusively for the Company and no one else in connection with the Offering and admission to trading of the Preemptive Rights and the New Shares on Oslo Børs and subsequent listing of the Shares on Nasdaq Copenhagen. The Joint Global Coordinators will not regard any other person as their respective client and will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Joint Global Coordinators or for providing advice in relation to the Offering and admission to trading of the Preemptive Rights and the New Shares on Oslo Børs and subsequent listing of the Shares on Nasdaq Copenhagen.

3.1 Special notice regarding potential changes in the Company

The information in this Prospectus is as of the date printed on the front of the cover, unless expressly stated otherwise. The delivery of this Prospectus at any time does not imply that there has been no change in the Company's business or affairs since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof. In the event of any changes to the information in this Prospectus that may affect the assessment of the New Shares during the period from the date of announcement of this Prospectus to the date of completion of the Offering, such changes will be announced pursuant to the rules in the Prospectus Regulation, inter alia, which governs the publication of prospectus supplements.

In making an investment decision, shareholders and investors must rely on their own assessment of the Company and the terms of this Offering, as described in this Prospectus, including the merits and risks involved. Any investment in the Preemptive Rights and the New Shares should be based on the assessments of the information in the Prospectus, including the legal basis and consequences of the Offering, and including possible tax consequences that may apply, before deciding whether or not to invest in the Preemptive Rights and/or New Shares. Shareholders and investors should rely only on the information contained in this Prospectus, including the risk factors described herein.

No person has been authorized to give any information or make any representation not contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by the Joint Global Coordinators or the Company. None of the Company or the Joint Global Coordinators accepts any liability for any such information or representation.

The distribution of this Prospectus and the offer or sale of the Preemptive Rights and the New Shares in certain jurisdictions is restricted by law. By investing in the Preemptive Rights and/or the New Shares, shareholders and investors will be deemed to have made certain acknowledgements, representations and agreements as described in this Prospectus. Shareholders and prospective investors should be aware that they may be required to bear the financial risks of an investment in the Preemptive Rights and/or the New Shares for an indefinite period of time. No action has been or will be taken by the Joint Global Coordinators or the Company to permit a public offering in any jurisdiction other than Norway and Denmark. Persons into whose possession this Prospectus may come are required by the Joint Global Coordinators and the Company to inform themselves about and to observe such restrictions. This Prospectus may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorized or is unlawful. For further information with regard to restrictions on offers and sales of the Preemptive Rights and the New Shares and the distribution of this Prospectus, see section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*"". This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Preemptive Rights and/or the New Shares in any jurisdiction to any person to whom it would be unlawful to make such an offer. This Prospectus may not be forwarded, reproduced or in any other way redistributed by anyone but the Joint Global Coordinators and the Company. Shareholders and investors may not reproduce or distribute this Prospectus, in whole or in part, and shareholders and investors may not disclose the content of this Prospectus or use any information herein for any purpose other than considering the purchase of Preemptive Rights and the New Shares. Shareholders and investors agree to the foregoing by accepting delivery of this Prospectus.

3.2 Special notice regarding forward-looking statements

Certain statements in this Prospectus, including, but not limited to, certain statements in “Summary”, sections 1 "*Risk Factors*", 5 "*Business overview* " and 7 "*Consolidated prospective financial information*" are based on views of the Board of Directors and the Executive Management, as well as on assumptions made by and information currently available to management, and such statements may constitute forward-looking statements within the meaning of securities laws of certain jurisdictions. Such forward-looking statements (other than statements of historical fact) regarding the Group’s future results of operations, financial position, cash flows, business strategy, plans and objectives of the Board of Directors and Executive Management for future operations can generally be identified by terminology such as “targets”, “believes”, “estimates”, “expects”, “aims”, “intends”, “plans”, “seeks”, "ambition", “will”, “may”, “anticipates”, “would”, “could”, “continues” or similar expressions or the negative forms thereof. Other forward-looking statements can be identified in the context in which the statements are made.

Such forward-looking statements are subject to known and unknown risks, uncertainties related to investments in the Company and other factors because they relate to events and depend on circumstances that may or may not occur in the future. The Company’s actual results may differ significantly from the results discussed or implied in the forward-looking statements. Factors that may cause such difference include, but are not limited to, those discussed in sections 1 *"Risk Factors*", 5 "*Business overview*" and 7 "*Consolidated prospective financial information*"*.* The forward-looking statements are made as of the date of the Prospectus and, except as required by law or rules and regulations, the Company undertakes no obligation to publicly update or publicly revise any forward-looking statements, whether as a result of new information, future events or otherwise. Investors should carefully consider the risk factors described in this Prospectus before making any investments decision. If one or more of these risks materialize, it may have an adverse effect on the Group’s business, financial position, results of operations or objectives. In addition, other risks that have not yet been identified or which the Company has not considered to be material may have an adverse effect, and investors may lose all or part of their investments. See section 1 "*Risk Factors*". In addition, even if its result of operations, financial position and cash flows, and the development of the industry in which it operates, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

All subsequent written or oral forward-looking statements attributable to the Company or to persons acting on the Company’s behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained in this Prospectus, including those set forth in section 1 "*Risk Factors*" above.

3.3 Presentation of financial statements and other information

Certain accounting and statistical figures in this Prospectus have been subject to rounding adjustments. Accordingly, the sum of these figures is not necessarily equivalent to the total amounts stated. In addition, certain percentage figures reflect calculations based on the underlying information prior to rounding up and, accordingly, the percentage figures may not necessarily be exactly equivalent to the figures that would be derived if the relevant calculations were based upon the rounded numbers.

References to “CNY” are to Chinese yuan, references to “DKK” are references to Danish kroner, references to “GBP” are references to Great British Pounds, references to “NOK” are references to the Norwegian kroner and references to “USD” are reference to the U.S. dollar.

Unless otherwise specifically stated herein, financial information included in this Prospectus has been derived from the audited consolidated financial statements of the Group for the financial years ended 31 December 2022, 2021 and 2020 (the

"**Financial Statements**"). The Financial Statements are available on the Company's website and are included in the Prospectus by reference, see section 11.1 "*Financial information concerning the company's assets and liabilities, financial position and profits, and losses- Information incorporated by reference*".

The Financial Statements have been prepared in accordance with IFRS as adopted by the EU and additional Danish disclosure requirements for annual reports for listed companies. The Company publishes its consolidated financial statements in USD.

3.4 Alternative performance measures

The Company communicates in its Financial Statements, from time to time, with its investors certain non-IFRS measures and financial ratios (referred to as Alternative Performance Measures, "**APMs**"), such as Adjusted EBITDA (non-IFRS) and Adjusted EBITDA margin (non-IFRS). The APMs may not be indicative of the Group's historical operating results, nor are such measures meant to be predictive of the Group's future results. The Group believes however that the APMs included herein are useful supplemental indicators that may be used to assist in evaluating a company's future operating performance, and its ability to service its debt. Accordingly, this information has been disclosed to permit a more complete and comprehensive analysis of the Group's operating performance, consistently with how the Group's business performance is evaluated by management.

The Group believes that the presentation of these APMs enhances an investor's understanding of the Group's operating performance and the Group's ability to service its debt. In addition, the Group believes that these APMs are commonly used by companies in the market in which it competes and are widely used by investors in comparing performance on a consistent basis without regard to factors such as depreciation and amortization, which can vary significantly depending upon accounting methods or based on non-operating factors. Accordingly, the Group discloses the APMs presented herein to permit a more complete and comprehensive analysis of its operating performance relative to other companies and across periods, and of the Group's ability to service its debt. However, these APMs may be calculated differently by other companies and may not be comparable. APMs may not be comparable with similarly titled measures used by other companies. The Group's APMs are not measurements of financial performance under IFRS and should not be considered as alternatives to other indicators of the Company's operating performance, cash flows or any other measures of performance derived in accordance with IFRS. The Group's APMs have important limitations as analytical tools, and they should not be considered as substitutes for analysis of the Group's results of operations as reported under IFRS.

Set out below is a description of the APMs as applied and defined by the Group.

- **Adjusted EBITDA:** Defined as operating income (EBIT) before depreciation, amortization, impairment, Special Items and share-based compensation. "**Adjusted EBITDA margin**" is defined as EBITDA divided by revenue, expressed as a percentage. Adjusted EBITDA and Adjusted EBITDA margin are non-IFRS measures that management considers to be useful measures of monitoring the underlying performance and composition of the Company's and the Operating Group's operating activities considering the non-cash nature of depreciations and amortizations as well as the nature of special items and share based compensation.

- **Debt to equity:** Defined as interest-bearing debt divided by total equity, expressed as a percentage.

- **Gross Margin:** Defined as Gross Profit divided by revenue, expressed as a percentage.

- **Net cash used in investing activities (Capex):** Defined as cash flow used for acquisition of business, acquisition of property, plant and equipment and additions to intangible assets. Net cash used in investing activities (Capex) is a non-IFRS measure that management considers to be a useful measure of monitoring cash spend on acquiring assets, which are not originating from financial investments in relation to the Group's operating activities.

- **Organic Growth:** Defined as the percentage change in the Group's organic revenue as compared to total revenue from the prior period to the current period. Organic growth is a non-IFRS measures that management considers to be a useful measure in monitoring the underlying performance and composition of the Group's revenue growth.

- **Operating Expenses (Opex):** Defined as costs incurred by the Group for its operational activities. Operating Expenses (Opex) is a non-IFRS measure that management considers to be a useful measure of monitoring the consumption of resources (i.e. salaries, administrative expenses, legal, consulting and audit fees, etc.) in comparison with the Group's revenues and overall development goals.

- **Special Items:** Defined as significant non-recurring items that management does not consider to be part of the Group's ordinary activities. Such special items may include one-time impairment costs, restructuring, and strategic considerations regarding the future of the business, and are presented separately in the consolidated statement of comprehensive Income to provide a more comparable basis for the Group's operations. Management assesses which items are to be identified as special items and shown separately, in order to give a correct presentation of the statement of profit or loss and other comprehensive income.

3.5 Enforcement of civil liabilities and service process

The Offering is governed by Norwegian law. As a result, it may not be possible for shareholders and investors to effect service of process upon the Company or any of its respective directors and officers or to enforce against any of the aforementioned parties a judgement obtained in a court outside Norway.

4. COMPANY INFORMATION

4.1 Persons responsible, third-party information, experts' reports, and competent authority approval.

4.1.1 Persons responsible and approval from competent authority

See section 2 "*Responsibility Statement*" for more information.

4.1.2 Expert's reports and third-party information

This Prospectus does not contain any expert statements or expert reports, other than the statement of the auditors and financial reports included by reference. However, this Prospectus contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and markets. Unless otherwise indicated, such information is based on the Company's analysis of multiple sources, including publications by NewZoo International B.V. (Danzigerkade 2F, 1013 AP Amsterdam, The Netherlands, +31 20 66 35 816), Boston Consulting Group (The Offices 3 at One Central Dubai, Level 7, P.O. Box 32257, Dubai, United Arab Emirates, +971 4 4480 300) and IDC Corporate (140 Kendrick Street, Building B, Needham, MA 02494, USA, +1 508 872 8200).

While the Company can confirm that information from external sources has been accurately reproduced, the Company has not independently verified and cannot give any assurances as to the accuracy of market data as presented in this Prospectus that was extracted or derived from these external sources. As far as the Company is aware and able to ascertain from this information, no facts have been omitted which would render the information provided inaccurate or misleading.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgements by both the researchers and the respondents.

Neither the Company nor the Joint Global Coordinators make any representations as to the accuracy of such information that was extracted or derived from these external sources. Thus, any development in the Group's activities may deviate from the market developments stated in the Prospectus. The Company and the Joint Global Coordinators do not assume any obligation to update such information.

As a result of the foregoing, Existing Shareholders and prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Group's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in sections 1 "*Risk Factors*" and 20.7 "*Terms and conditions of the Offering - Transfer restrictions*" included elsewhere in this Prospectus.

4.2 Auditors

PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup
Denmark
Company registration no. (CVR) 33771231

The Financial Statements have been audited by Mads Melgaard (MNE no. 34354), State Authorised Public Accountant, and Henrik Berring Rasmussen (MNE no. 34157), State Authorised Public Accontant. The above auditors are members of FSR - Danish Auditors, the Danish association for state-authorised public accountants (FSR - Danske Revisorer).

4.3 Risk factors

See section 1 "*Risk factors*" for more information.

4.4 Company information

Asetek A/S
Assensvej 2, DK-9220 Aalborg OE
Denmark
Telephone number +45 9645 0047 and +45 2080 7200
Website: https://www.asetek.com/

The information included on the Company's website does not form part of and is not incorporated by reference into this Prospectus.

The Company's registered office is in the municipality of Aalborg, Denmark. The Company was incorporated as a public limited liability company under the laws of Denmark on 6 December 2012. The Company is registered with the Danish Business Authority under company registration no. (CVR) 34880522 and has the legal entity identifier number (LEI) 213800ATZVDWWKJ8NI47.

4.5 VPS registrar

DNB Bank ASA is the Company's VPS registrar with address Dronning Eufemias gate 30, 0191 Oslo, Norway.

5. BUSINESS OVERVIEW

Investors should read this section of the Prospectus in conjunction with the more detailed information contained in this Prospectus, including the Financial Statements, incorporated by reference into this Prospectus, as set forth in section 11.1 "*Financial information concerning the company's assets and liabilities, financial position and profits, and losses - Information incorporated by reference*"*. Unless otherwise stated herein, financial information included in this section has been derived from the Financial Statements.*

This business review contains a number of observations, judgments and estimates, especially in relation to market sizes, market share and market trends, which are based on the Company's management's estimates and publicly available information, including publications by NewZoo International B.V., Boston Consulting Group and IDC Corporate. Management's estimates are generally based on the Group's knowledge of the market and various external research and industry reports. External sources were used only to a limited extent in the preparation of this business and market review. However, there can be no assurance that other sources may not express a different opinion of the market, etc., than the ones on which the Company's management has based its views. The information regarding market conditions is based on the Company's management's estimates. The forward-looking estimates are subject to substantial uncertainty. See sections 3.2 "General information with respect to this prospectus - Special notice regarding forward-looking statements" and 1 "Risk Factors".

5.1 Key principal activities

Asetek is a leading offeror of products to gamers and enthusiast within the liquid cooling offering in the gaming market. The Group focuses primarily on two segments: Liquid Cooling and SimSports.

For more than 20 years, the Group has developed premium thermal solutions for computer hardware enthusiasts and gamers. Liquid cooling products in general enable increased performance and provide lower acoustic noise, power savings and improved efficiency when compared to air cooling. The products are sought-after by enthusiasts for their reliable operation, ease-of-use and pervasive PC cooling. The Group's liquid cooling technology is installed in some of the fastest supercomputers in the world, proving that Asetek's cooling solutions are highly trusted and regarded as a premium product. Whether researching next-gen pump designs, or new fluid types, or optimizing radiator or cold plate designs, the Group innovates so that users can enjoy high performance cooling for gaming and professional applications. With more than ten million liquid cooling units shipped since 2007, the Group's technology is being adopted by a growing portfolio of OEMs and channel partners, however, with a decline from 2021 to 2022.

Leveraging on its extensive capabilities within software, hardware, mechanics, sourcing and manufacturing, the Group entered into the growing gaming market for simulator racing hardware and software in 2021. Asetek's aim is to develop racing simulator products with a true race car feeling that ignite sim racers' passion and elevates sim racers' performance. Since then, the Group has launched several SimSports Products and plans to roll-out further products in the near future. Asetek believes there is a gap in the market for high quality, fair priced and easy to use products.

Asetek has a global footprint and presence at several key global technology strongholds, with headquarters in Denmark and operations in the U.S. and East Asia. The Group has research and development teams based in Denmark (principally) and China, sales and marketing teams based in the U.S. (principally) and countries in Europe and Asia, and product manufacturing in China (principally), Malaysia and Denmark. As at 31 December 2022, the Group had 108 full-time employees, of which 41 were dedicated to Liquid Cooling, 40 were dedicated to SimSports and 27 were working in other administrative or support functions.

For the year ended 31 December 2022, the Group reported revenue of USD 50.650 million, gross margin of 41%, Adjusted EBITDA (non-IFRS) of USD (791) thousand and Adjusted EBITDA margin (non-IFRS) of -1.6% (revenue of USD 79.803 million, gross margin of 41.8%, Adjusted EBITDA (non-IFRS) of USD 7.223 million and Adjusted EBITDA margin (non-IFRS) of 9.1% for the year ended 31 December 2021, and revenue of USD 72.750 million, gross margin of 47%, Adjusted EBITDA (non-IFRS) of USD 15.600 million and Adjusted EBITDA margin (non-IFRS) of 21.4% for the year ended 31 December 2020)[2].

5.2 Historical background and development

For more than 20 years, the Group has developed premium thermal solutions for computer hardware enthusiasts and gamers. The Group's initial products targeted the gamer and hardware enthusiast markets with its VapoChill line of refrigerated CPU coolers. The new generation VapoChill was introduced to the market in 2002, and in partnership with ASUS, the first commercially available 3 GHz workstation was presented at the CeBIT trade show. In 2003, the Group introduced a solution in server cooling, the VapoChill Case Cooler, which was an air conditioning system developed for direct cooling of mission critical PC and entry level servers. The Group also introduced a new product line under the brand name WaterChill to the market that year. In the following years, the Group released newer versions and added more components to the WaterChill and VapoChill product lines and by 2006 the product lines had received several international press and reviewers' awards.

In 2006, the Group made a strategic decision to shift its focus to provide water-based cooling solutions for the gaming market and introduced the first fully assembled, factory sealed liquid cooling system. The Group launched a new series of OEM cooling solutions for CPUs and graphics processing units ("**GPUs**") which received positive feedback from the PC industry. In addition to being designed for high volume PC manufacturing and providing up to 50,000 hours of maintenance-free operation, the products beat the previous entry price barriers on the liquid cooling solutions market.

The Group previously supplied its liquid cooling technology to data centers but decided to make that segment dormant in 2021 to focus its resources elsewhere.

Today, according to the Company's management based on customer and other market feedback, Asetek is among the leaders within liquid cooling offering in the gaming market, serving Dell (Alienware), ASUS, MSI, NZXT, Razer and other computer equipment companies. As of 31 December 2022, the Group had shipped more than ten million of its sealed Liquid Cooling Products to customers worldwide. In 2021, the Group entered the SimSports market through purchase of all the shares in JMH Gallows Pound Technologies Limited for a consideration of GBP 1 million and a intellectual property and license agreement entered into with Granite Devices Oy for a one-time fee of EUR 6.8 million, and launched its first products for sale in 2022. The license agreement with Granite Devices Oy is a royalty free, non-exclusive, perpetual, worldwide license agreement. As at 31 December 2022, Asetek had pre-orders for more than 2,438 units of their launched SimSports products.

5.3 Market and industry characteristics

5.3.1 Market and industry overview

The gaming industry is a complex and global industry consisting of a myriad of different market players from tech development and game production to eSports and consumption driven adjacencies. Asetek operates within tech development as a hardware and software manufacturer creating top-tier liquid coolers used in high performance PCs enabling gamers and eSports athletes to play and compete at their favourite games. Asetek also produces high performance simulator racing equipment including steering wheels and pedals. Although Asetek's place in the global gaming value chain is to develop and manufacture hardware and software, the Group interacts and cooperates with numerous market players from game producers to eSports teams.

The gaming market is a multi-billion USD industry that includes the development, marketing, and distribution of video games. It encompasses a variety of platforms, including personal computers, consoles, mobile devices, and virtual and augmented reality systems. It is estimated that the market comprised approximately 3.2 billion total active gamers worldwide in 2022 (of which PC gamers constituted approximately 1 billion) and this is expected to grow to more than 3.5 billion total active gamers in 2025, of which PC gamers are expected to amount to approximately 1.2 billion.

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[2] The financial information has been derived from the Financial Statements.

In 2019, the gaming market outperformed other forms of entertainment based on the sales where gaming sold for approximately USD 146 billon compared to approximately USD 103 billon in other forms of entertainment as further detailed in Figure 1 below. 2019 has been used for comparison as 2020 and 2021 numbers were affected by Covid-19 related lockdowns.

Figure 1: Sales within gaming and other forms of entertainment in 2019 (Source: Newzoo – Global games market report (2022))

Global sales 2019 (USD billion)	**2019**
Gaming	146
Total	**146**
NHL (National Hockey League)	5
NBA (National Basketball Association)	9
EPL (English Premier League)	7
MLB (Major League Baseball)	11
NFL (National Football League)	15
Music	14
Cinema	42
Total	**103**

During the height of Covid-19 in 2020 and 2021, the gaming market saw a sudden and significant spike in growth. With lockdowns and social distancing measures in place, many people turned to video games as a form of entertainment and socialization. This led to an increase in both the demand for and the consumption of video games as well as devices to play these on. Due to a significantly worsened macroeconomic outlook, the gaming market gradually turned during 2022. Russia's war on Ukraine, rising inflation and interest rates and other macroeconomic and geopolitical conditions, such as Covid-19, and sell-off of excess inventory have reduced discretionary spending and worldwide PC shipments declined by approximately 28% year-on-year in Q4 2022[3]. According to Executive Management, the decline in spending and shipments could also be an indication that the spending and shipment are returning to "normal" after some inflated years under Covid-19, where "everyone" wanted to buy gaming equipment. Although there are current headwinds, the global revenue with the gaming market is estimated to grow approximately 5% annually from 2022 to 2025 (estimated growth is from approximately USD 184 billion in 2022 to USD 211 billion in 2025).

Macroeconomic conditions have a negative effect on the Group, as its business consists of the production of end user electronics in the 'high end' of the sales spectrum within the gaming market and is therefore not a necessity as such for the end users. Thus, the Group's products may, in some cases, be substituted for less costly technology.

5.3.2 Computer cooling market

Overview
Computers generate heat, which must be dissipated to operate effectively. Computer cooling solutions remove the waste heat produced by computer components to maintain them within safe operating temperature limits and avoid damage. There are several options available for computer cooling and each offers its own combination of cost, noise level and performance. Two of the most common computer cooling solutions are air cooling and liquid cooling. Air cooling is the most common and cost-effective method, while liquid cooling can be more effective but also more expensive and complex to install. Components that are susceptible to temporary malfunction or permanent failure if overheated include integrated circuits such as central processing units ("**CPUs**"), GPUs, memory modules, chipsets and hard disk drives.

[3] IDC Press Release, PC Shipments Continued to Slump During the Holiday Quarter with Recovery Now Looking like 2024, According to IDC Tracker, 10 January 2023.

CPUs are the most complex and highest power chips in a PC. In high-end desktop PCs these chips can consume large amounts of power and all this power is converted 1:1 into significant waste heat. The traditional method of removing this waste heat has been to use a heat sink with a fan or blower to dissipate the waste heat into the surrounding environment. For CPUs this can mean heat sinks that are large and have multiple fans. They are a risk to ship (they can become unseated and damage the inside of the PC), difficult to work around (as they are so large) and noisy. Liquid cooling addresses these concerns by providing a method of efficiently cooling the CPU without the need for a large and heavy heat sink as the radiator that performs this function in a liquid cooling solution is mounted out of harm's way directly to the chassis of the PC. This enables a liquid cooled PC to deliver even better performance at lower noise levels or higher performance at the same noise levels or some combination of the two and all without the downside of traditional cooling methods. Furthermore, liquid coolers have also turned into a valuable branding device. As the CPU is typically placed on the primary real estate of a motherboard (following the ATX standard), and since most gaming PC's feature a window on the side, many vendors integrate LED-displays etc. on top of the liquid cooler, meaning the liquid cooler serves a branding purpose as well as a cooling purpose.

Developers of liquid cooling products, such as the Group, are, therefore, depend on the continued introduction of new CPUs. The manufacturers of those products are large, public, independent companies that the developers have no control or influence over. As a result, the Group's business results can be materially affected by the frequency by which new high-performance hardware products are introduced by such independent third parties, whether these products achieve widespread acceptance among end users and whether enhanced cooling solutions are necessary to support those products.

Another market condition is large fluctuations and unpredictability in market demand for the products. Accordingly, the Group and its competitors may have difficulties forecasting customer demand, and the Group may not be able to sufficiently plan for sudden material upturns or downturns in demand for Liquid Cooling Products.

The end user market for desktop PC cooling can be split into i) Enthusiasts and do-it-yourself (DIY), and ii) Gaming/Performance PCs.

Enthusiasts and do-it-yourself (DIY)
These PCs are built by the end user who, in most cases, will use the PCs themselves. These end users are not always gamers, however, for the vast majority performance and style are important. As such, they are often early adopters of new technology. They will also overclock CPUs to attain the highest possible performance. In order to overclock, or run the processor at a higher frequency than it was originally intended, the right cooling solution is critical. Asetek's channel partners play a key role in providing that solution, with a generous array of products offering the full gamut of performance, price and style options. Spurred by ongoing advances in technology, such a 4k monitors and virtual reality ("**VR**") / augmented reality ("**AR**"), Asetek expects this market to continue growing for years to come.

Gaming/Performance PCs
These PCs are produced by Tier 1 Global OEMs or Tier 2 Regional OEMs (also known as System Integrators ("**Sis**")). According to the Company's management, the Group's addressable desktop PC market has been and is still growing, driven principally by gaming as well as video/photo editing, content creation and other tasks requiring significant processing power.

Based on the Company's assessment, the Group's main competitors in the desktop liquid cooling market are Apaltek, CoolIT Systems and Coolermaster, as well as several smaller market players in the DIY enthusiast space.

The Group's sales have gradually shifted away from sales to the channel partners / DIY segment since 2018, with higher focus on OEM customers. This is underlined by the slight increase of share of sales to OEMs in 2021 (24%) compared to the share in 2018 (20%):

Sales split (in %)	**2018**[4]	**2021**[5]
Channel partners / DIY	80%	76%
OEMs	20%	24%
Total	**100%**	**100%**

The trend above set out in the table above continued in 2022.

Global chip shortage

The global economy is currently suffering from an unprecedented shortage of semiconductor chips due to production constraints and the accelerated digital transformation brought upon by Covid-19. Since 2021, the end user electronics industry has been facing a significant shortage of semiconductor chips as a result of high demand and limited production capacity, and the shortage is expected to last. Semiconductor chips have a long lead time for production, in some cases up to 30 weeks. This shortage has negatively impacted demand for the Liquid Cooling Products.

5.3.3 SimSports market

The Company views the SimSports market to be a growing industry that encompasses various simulated sporting activities, including simulator racing. Simulator racing, in particular, has seen growth in recent years due to the increasing popularity of eSports and the technological advancements that have made it possible for simulator racers to experience realistic and immersive racing simulations. The SimSports market is driven by the demand for high-quality, immersive gaming experiences that allow simulator racers to feel as though they are participating in real-life sporting events. The Executive Management considers this demand to be particularly strong in the simulator racing segment, where simulator racers can compete against each other online in virtual versions of real-world racing tracks and vehicles. The SimSports market is also influenced by the increasing interest in eSports. Simulator racing has become a popular discipline within the eSports industry, with various leagues and tournaments being held globally, such as Porsche Tag Heuer Esports Super Cup or ENASCAR Coca-Cola Iracing Series. The SimSports market is highly competitive, with numerous companies offering simulator racing products and services, such as Fanatec (Endor), Logitech, Moza and Simagic. These range from software and hardware such as racing wheels and pedals, to full racing simulators that are used in professional racing teams and training centers. In order to succeed in the SimSports market, companies must offer high-quality products and services that meet the needs and expectations of their target customers. This includes offering realistic and immersive gaming experiences, as well as reliable and user-friendly software and hardware.

SimSports are played on both PCs and consoles, with versions released for various platforms including Windows, Mac, PlayStation, Xbox, and Nintendo. One key difference is the level of graphical detail, performance and force feedback. In general, PC versions of SimSports games tend to have higher quality graphics and a more detailed simulation experience due to the greater processing power and graphics capabilities of most PCs compared to consoles. However, console versions may have the advantage of being more portable and accessible, as they do not require a separate computer to play. Asetek's simulator racing offering is currently available on PCs and not yet compatible with gaming consoles. Asetek is evaluating possibilities of making its products compatible on consoles in the future.

Asetek's offering is positioned in the premium segment of simulator racing products. The competitive landscape is highly fragmented with a multitude of smaller premium niche market players only selling pedals, wheels, shifters, seats and few larger market players offering the complete product range. Asetek aims to offer premium products across the complete product range.

5.3.4 Data center market

[4] Information on sale split in 2018 has been derived from the Group's regularly maintained records and systems.

[5] Information on sale split in 2021 has been derived from the Group's regularly maintained records and systems.

Whilst the Group is not currently active in the Data Center, the Group's management believes that the data center market is an evolving industry that plays a role in the global economy. These facilities provide the infrastructure necessary to store, process, and transmit vast amounts of digital data. In recent years, the demand for data centers has been driven by the growth of the internet and the proliferation of connected devices. Looking ahead, the Group's management believes, based on an analysis of various sources, that the data center market will continue expanding over the next decade. One key factor driving this growth is the increasing amount of data being generated by businesses and consumers. This trend is being further fueled by the rise of cloud computing, which allows organizations to outsource their data storage and processing needs to specialized providers. Another factor contributing to the growth of the data center market is the increasing focus on sustainability. As concerns over the environmental impact of data centers have grown, companies have been investing in more energy-efficient technologies and renewable energy sources. According to Management, this trend is expected to continue in the coming years, as governments and consumers place greater emphasis on reducing carbon emissions and the general power consumption by data centers, which is rising. For the time being, Asetek has ceased its activities in the Data Center segment, but is monitoring the development in the segment.

5.4 Key strengths and strategy

The value propositions of the Group relative to its competitors as well as its key strategy are outlined below. It is the Group's belief that these will drive the financial performance of the Group over the near, medium and long-term.

Strong growth journey and a leading producer of liquid coolers with global reach
Since its inception, Asetek has over the years with the exception of a few years experienced growth and has, according to the Group's management, become one of the leading providers of high-end liquid cooling products. Asetek has had a revenue growth of 17.5% CAGR (compound annual growth rate) from 2012 to 2021, more specifically Asetek's revenue growth was 23.8% CAGR between 2012 to 2018 and 21.2% CAGR between 2019 to 2021. The Group's long history of growth and performance also proves its ability to innovate and improve on existing product offerings. In 2021, Asetek entered the fast-growing SimSports market after exploring several new verticals and deciding that the SimSports market was the most attractive option.

It is the Group's strategy to remain in the forefront in the liquid cooling market in respect of cooling performance, acoustics, quality and reliability. The Group has a strategy to both grow its existing customer base and widen its OEM customer base. So far, Asetek's focus has primarily been to offer high-end products. Whilst Asetek is not willing to "race to the bottom" in terms of margin, the Group pursues a goal of "at least 40%" of gross margin, which the Group has fulfilled for the past two decades. Based on recent developments and the Group's focus on cost, leading to the Group executing cost savings of more than USD 5 million in 2022. Cost savings in 2021 and 2022 where achieved, among others, through layoffs. Initially, in late 2021 and early 2022 21 employees within R&D, product management, quality control and operations were laid off. Additionally, 30 employees within, among others, R&D, product management, marketing, quality control and operations were laid off in late 2022.

The Group believes it can introduce a new product range within Liquid Cooling below "high end" products and still maintain the desired gross margin, thereby growing its existing customer base. The Group believes that there are still potential and new customers in the market today and therefore the Group is constantly pursuing new customers. The Group has no direct marketing and branding effort towards end users within Liquid Cooling. Rather, the Group pursues a "brand behind the brand" marketing strategy motivating end users to buy "the real deal" based on Asetek technology.

Profitable Liquid Cooling
The Group's desktop PC Liquid Cooling business segment has been, and the Group expects that it will continue to be, a profitable and cash generative part of Asetek's business. Since 2013, the segment has delivered an average annual Adjusted EBITDA margin (non-IFRS) of 27%[6]. The high EBITDA margin (non-IFRS) has been accomplished by supplying premium quality, service and performance enabling premium pricing and cost control. Asetek's premium pricing of products is possible due to being an experienced and trusted supplier with a long track-record of delivering reliable and high-quality products to

[6] The financial information has been derived from the Group's audited consolidated financial statements for the years 2013 to 2022.

top tier customers. Asetek has a constant focus on efficiency and cost reduction in all parts of the value chain as well as attractive terms from Asian sup-suppliers enabled by on-the-ground and hands-on knowledge and long-term business relationships combined with a high manufacturing volume.

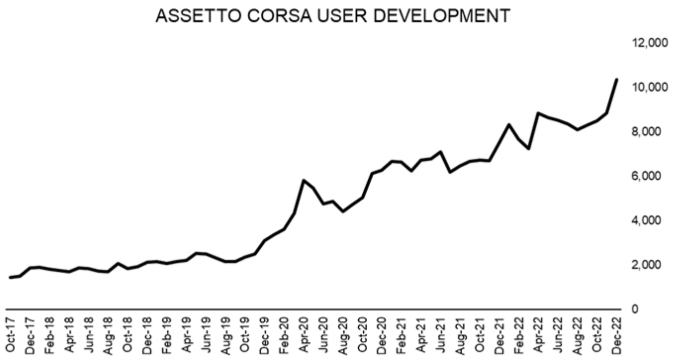
Large addressable market with strong expected growth driven by gaming megatrend

The gaming market is a multi-billion-dollar market and has consistently demonstrated its position as a megatrend, with steady growth in both the number of gamers and revenue generated from the industry. It is estimated that the market comprised approximately 3.2 billion active gamers worldwide in 2022, which is expected to grow to more than 3.5 billion in 2025. In recent years, the proliferation of VR / AR gaming and the emergence of competitive eSports have further contributed to the expansion of the market. The demand for high-end gaming computers has also increased as a result of the rising popularity of games with sophisticated graphics and gameplay mechanics. These computers, equipped with powerful processors, graphics cards, and liquid coolers, are necessary to ensure a smooth and enjoyable gaming experience. In addition, it is an increasing hobby of gamers and enthusiasts to build their own PC, adding their own “signature” to it. As the gaming market continues to evolve and advance, the Company’s management expects that the demand for high-end gaming computers will continue to rise.

Tangible growth levers: continued growth within Liquid Cooling, growth potential in SimSports and option to re-enter Data Center segment

Asetek has several tangible avenues of growth and various growth levers within these avenues. The first is to continue to grow its Liquid Cooling business segment through winning new contracts with new customers, expanding into entry-level liquid coolers and leveraging on new sales channels opened by SimSports entry as there is an overlap between the two segments. By example, as part of a SimSports customer discussion, the Group won the PC building business of a leading U.S. based nationwide retail chain. Asetek’s SimSports entry positions it for accelerated growth in a growing market. Simulator racing has seen growth the last few years, possibly to some extent caused by Netflix series “Drive to Survive” causing an increased Formula 1 interest among its viewers as well as the launch of even more realistic racing games and better and more immersive hardware. This is further supported by the significant monthly subscriber growth in iRacing.com (as of 31 December 2022 iRacing.com had more than 200,000 subscribers), an online subscription-based racing simulator and the growth of Assetto Corsa’s user base (5x since October 2017).

Figure 2: Asetto Corsa’s user base from October 2017 to December 2022



Within its SimSports offering, Asetek’s overarching design philosophy is for its products to simulate the feeling of a real race car. This is enabled by several decades of accumulated real racing experience in Asetek’s organization, which the Group believes differs it from its competitors. The key skill sets for developing SimSports products are deep mechanical, manufacturing, software, firmware and hardware (mechatronics) knowledge and experience. The same skills are needed for developing Liquid Cooling Products. Asetek has more than 20 years’ experience of development within Liquid Cooling and is thus well suited for developing complex products for simulator racing. This has already proven to be true as many engineers are “floating” on a day-to-day basis between Liquid Cooling and SimSports product development. The Group’s long-lasting strategy within its Liquid Cooling Product manufacturing of being deeply involved in the mass manufacturing process thereby developing deep insight into the manufacturing process and subsequently, when production reaches a certain volume, outsourcing the manufacturing to third party contract manufacturers, is applied in the early stages of the SimSports-manufacturing, where all final assembly and manufacturing is done in Denmark, with a clear and detailed plan for transferring assembly and production to Malaysia.

Many players on the simulator market today are, according to the Company's management, either "low-end" or "ultra-high end". The lower end providers are often characterized by high-volume, low-cost philosophy providing a "toy like" user experience rather than actually simulating a race car. In the higher end of the market, many of the providers are smaller companies focusing on single elements of a simulator as a pedal set, a steering wheel, a seat or wheelbase. This leaves the integration of all the separate elements to the end user, which is often cumbersome and difficult as it involves the installation and operation of several non-standardized pieces of software and unless the end user is a hardcore PC enthusiast it is difficult for many, simply to make the simulator run on a daily basis. Instead, those users are forced into the lower end, cheaper console enabled solutions. In addition to the complexity of the high-end solutions, they are oftentimes also very expensive. Many end users are, to a certain extent, forced towards the cheaper solution, because the prices of the high-end solutions are prohibitive. It is the Group's strategy to develop three tiers of SimSports products; Invicta, Forte and La Prima. Across all tiers will be one piece of software, where all calibration, adjustment etc. is performed and controlled. So instead of the end user having to install several pieces of software made by several different companies, in Asetek's simulators, there will be only one piece of software for all.

The Invicta products is Asetek's top-of-the-line technology. By investing in mass manufacturing technology from the get-go, the Group believes it will be able to compete with the high-end competition but at lower price points. As an example, the Invicta hydraulic pedals are sold at significantly lower prices than competing hydraulic pedals – to a large extent by using mass manufacturing processes like die casting and forging, where competitors are typically using computerized numerical control (CNC) manufacturing. By enabling lower prices in the high end than the competition, the Group expects to be able to grow this segment as well as stealing market shares. The Forte products are the Groups' mid-tier/value range of products. By implementing the same strategy as on the Invicta combined but with less feature rich products, the lower cost comes naturally, enabling competitive pricing on products priced closer to the low-end, but with high-end features. The La Prima range of products is the Groups' entry level products. Asetek has not compromised quality and reliability to achieve the lower price points. On the contrary, as all three product families are built on the same manufacturing and design platform indeed even the La Prima products share many mechanical elements with their high-end Invicta siblings. The lower prices are achieved by removing features over Forte and a change in business model where the La Prima products are sold directly only to end users.

Asetek has filed a patent application (as at the date of this Prospectus, the application is still pending), which will provide Asetek with a priority over other identical products if such patent is granted, for a highly praised and anticipated steering wheel quick release, allowing a steering wheel to be decoupled from the wheelbase in a quick and safe manner. Furthermore, in the development stages of the quick release, the Group has currently teamed up with 11 steering wheel manufacturers ensuring compatibility and support allowing end users to use steering wheels from a wide range of manufacturers (none of which have wheelbases) with Asetek SimSports wheelbases. The Group believes this is a game changer and instead of a "lost steering wheel sales" it becomes "a gained wheelbase sale".

According to the Company's management, few competitors of the Group have native console (Xbox/Playstation) support. To a large extent, the simulator racing market is divided in to two categories; 1. PC enabled simulators with high-end and expensive hardware from multiple vendors and 2. Console enabled simulators based on inexpensive "toy-like" hardware from 2-3 vendors only. Management estimates revenues are 1:5 between PC and console enabled racing simulators. The Group is currently competing in the PC enabled simulator market only. The Group believes there is a significant group of end users interested in the fidelity of the higher end hardware, but not interested in/capable of dealing with the complexities of a PC. As a part of the cost saving initiatives fueled by the global downturn, the Group refrained from hiring the needed staff to pursue the console opportunity. Part of the proceeds from the Offering will likely be invested in accelerating console compatibility.

In the past, Asetek has invested heavily in its power saving and waste heat recovering data center liquid cooling technology. Over the past 10 years, the Group has won design wins with large OEMs like HPE, Intel, Cray and others. Without legislation demanding greener data center cooling solutions recovering waste heat without the use of heat pumps etc. it has, however, proven difficult to build and maintain a sustainable and profitable business for the Group in this segment. As at the date of this Prospectus, the Group therefore does not actively pursue the data center segment, except that the Group currently has engaged two lobbyists working part time on seeking to influence data center legislation to be as green as possible, hereunder using the technologically most efficient cooling and waste heat recovery. Currently, the regulatory environment incentives the use of less sustainable liquid cooling products in the Data Center segment than the products offered by the Group, but if this were to change in the future, the Group may relaunch its product offering to the Data Center segment. As there is a significant overlap between the Group's Liquid Cooling Products for gaming PCs and for Data Centers, the Group believes that it will be able to pick-up its Data Center product offering with relative ease.

Asetek is committed to sustainable development through several concrete actions and set goals
Asetek is working continuously to be a sustainable leader within its industry. The Group has defined and implemented a process for continuously identifying, preventing, or mitigating potential and/or actual adverse impacts according to the principles reflected in Asetek's CSR policy commitments and the United Nations Guiding Principles on Business and Human Rights (UNGPs/OECD). Asetek works continuously to reduce its CO2 emissions in all three scopes. As a starting point, Asetek has climate compensated all of its registered emissions since 2021.

5.5 Product offering

The Group offers a range of products within Liquid Cooling and SimSports.

5.5.1 Liquid Cooling

Hardware-savvy gamers, enthusiasts and eSports athletes all require peak performance and reliability from their hardware to drive an immersive gaming experience. Asetek provides advanced performance and reliable liquid cooling solutions for in particular, CPUs and GPUs.

One of the key factors in the performance of a gaming computer is the cooling system, which helps to prevent overheating and maintain optimal performance. Liquid cooling systems have gained popularity among gamers due to their ability to effectively dissipate heat and allow for overclocking of the CPU. Overclocking refers to the process of increasing the clock speed of the CPU beyond its factory-set limits, which can significantly improve the performance of the computer. However, it also generates additional heat, making an effective cooling system essential. Liquid cooling systems, which use a closed loop of fluid to transfer heat away from the CPU, are able to effectively dissipate this heat and allow for sustained overclocking without the risk of overheating or damage to the hardware.

The Group's Liquid Cooling offering is based on its integrated pump technology. As illustrated in Figure 3 below, Asetek's integrated pump has three basic elements: i) an efficient pump, ii) an integrated cold plate/heat exchanger (the device actually removing the heat from the hot component) and iii) the radiator/fan (liquid to air heat exchanger). In a desktop PC, the integrated pump is connected via tubes to the radiator mounted in the chassis. The integrated pump and cold plate unit is a direct replacement for the standard CPU air cooled heat sink. The pump pushes cold liquid over the copper cold plate that removes heat from the CPU while the liquid is heated. The hot liquid is then pumped to the radiator and a slow running fan mounted on the radiator blows the heat out of the computer while cooling the liquid flowing in the system and this process continues in a closed loop. This process has high performance while at the same time operating at low noise.

Figure 3: Asetek integrated pump

Building on a technology originally developed and patented by the Group in 2003, Asetek released its first “Low Cost Liquid Cooling” for commercial sale in 2007. This type of product, which has become the Group’s core technology, was developed with the intent of providing a better solution for cooling high-end desktop PCs. The Group offers various product configurations specified for cooling the CPUs and the GPUs. The specification of each product is developed in close cooperation with Asetek’s OEM customers. In some solutions, the OEM maintains brand ownership and industrial design and in other solutions the Group delivers Asetek-branded products primarily for sales to Sis.

The Liquid Cooling Products are primarily manufactured in China. Asetek’s manufacturing and logistics team in Xiamen, China, select components and suppliers for the finished products to be assembled by the Group’s principal contract manufacturer based in Xiamen. Finished Liquid Cooling Products are delivered directly to customer hubs in China, with smaller quantities shipped to Europe and the U.S.

According to the Company’s management, Asetek is among the leading providers of Liquid Cooling Products to the gaming market and serves the top-tier computer hardware manufactures. In 2022, the Group’s top five customers (representing 77% of the Group's revenue) included Dell (Alienware), ASUS, MSI, NZXT (formally through PNP Corporation, Ltd, which is a business intermediary in Taiwan which handles NZXT’s negotiations with vendors in Asia) and Razer. The Group primarily sells its Liquid Cooling Products to B2B customers ex works from its contract manufacturer’s factory in China, where the Group has an annual production capacity of approximately two million Liquid Cooling Products.The Group’s Liquid Cooling Products are mainly sold through two channels:

1. Sale of Liquid Cooling Products to channel partners as a standalone product, which the channel partners can further customize to their needs and sell under their own label (white label approach). Channel partners include customers such as ASUS, Razer and NZXT. The ultimate end user buys the Liquid Cooling Product as a component for building his/her own PC.

2. Sale to PC manufacturers (OEMs) using the Liquid Cooling Products as a component into a complete computer build which is sold to end customers or retail outlets. OEMs include customers such as Dell, MSI, Shark Gaming and SI companies.

The Group’s customers are mainly placed in the U.S. and Taiwan. The Group does not sell Liquid Cooling Products directly to end users.

5.5.2 SimSports

Asetek's initial simulator racing bundle packages include pedals, wheelbase and steering wheels, along with its custom-made RaceHub software for quick and easy adjustments and calibration. Currently, Asetek offers three product lines with top quality products; Invicta, Forte and La Prima. These three product lines varies in price and features with Invicta being the premium product line, Forte being a value product line and La Prima as an entry-level product line. The Invicta product line brings SimSports racers immersion and the feeling of a real racecar, incorporating the extreme performance of hydraulic brake pedals. The Forte Pedals focus on full immersion and a real racecar feel, at a price point more accessible to simulator racers. The la Prima products consist of the same quality materials as the Invicta and Forte products, but to reach an entry-level price point, some features are removed (which can be upgraded at a later point) and the Group sells the products directly to end users thereby reducing a margin link, enabling the Group to offer the products at competitive prices. As an industry first group, Asetek offers its customers an upgrade path. The Group considers this a good service offering for its customers, as customers – by example - buying a set of La Prima pedals, are offered an upgrade path all the way up to the full hydraulic Invicta pedals as skill and budget allows. The Invicta and Forte pedals have received praise from the simulator racing community, such as Laurence Dusoswa commenting that the Invicta pedals were a *"phenomenal feat of engineering*"[7], Dave Cam stated that the Forte pedals were "*Build Quality: faultless"*[8] and, finally, Dan Suzuki gave a high rating when reviewing the Invicta pedals "*I still would give the full 10 points here.* (…) *For me this is probably the best pedal set that I have used so far*"[9]. As it is customary in the industry, Asetek sends its products for free to reviewers. The reviewers mentioned above received the products for free from Asetek.

As at the date of this Prospectus, the Group has a range of additional SimSports Products in the pipeline or which has recently been released, each of which is expected to be available with different feature sets for users with different budgets. The Group started shipping its Forte steering wheels (Formula) in early February 2023. Products planned to launch Forte and La Prima GT wheels, seat, rigs, shifters and hand brakes. In addition, Asetek is evaluating possibilities of making its products compatible on consoles in the future. However, compatibility will also require cooperation from console manufactures.

While most of the individual components, such as thumb screws, brackets, pedal arms and other mechanical parts are being produced by high-quality contract manufactures in China, the SimSports Products are assembled and tested at the Group's factory in Aalborg, Denmark.

The Group's customers in SimSports are currently end users buying directly from Asetek's webpage and smaller or niche resellers located primarily in Europe and North America. Asetek aims to expand its group of resellers to include large retail outlets, major online resellers as well as sales through partnerships. Such partnerships include car manufacturers like Pagani and professional race car or simulator drivers.

5.5.3 Data Center

Whilst the Group currently is not active in the Data Center segment, this segment remains a possible business segment for the Group in the future should the regulatory environment change to incentivize sustainable liquid cooling solutions. See section 5.3.4 "*Business overview - Market and industry characteristics - Data center market*".

5.6 Medium Term Ambition

Certain statements in this section, including in particular the financial ambitions described immediately below, constitute forward-looking statements. These forward-looking statements are not guarantees of future financial performance and the Group's actual and future results could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including but not limited to those described under section 3.2 "*Special notice regarding forward-looking statements*" and section 1 "*Risk factors*".

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[7] YouTube video from 2 May 2022.

[8] YouTube video from 16 May 2022.

[9] YouTube video from 14 February 2022.

Investors are strongly urged not to place undue reliance on any of the statements set forth below. No assurance can be given that the targets described below will materialise 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 described below.

The Group has adopted the following medium-term ambition until 2025:

- *Revenue*. The Group has set an ambition of averaging a 15% annual increase in revenue, however, with significant variations from year to year.

The assumptions on which the Group has based its medium-term ambition includes the following:

- The Group expects to further develop new products and gain new customers within Liquid Cooling.
- The Group's ability to further consolidate its market position within SimSports and its ability to further develop a cutting-edge and diversified product portfolio.

5.7 Partnerships and industry relationships

The Group has established relationships with key participants within Liquid Cooling and SimSports, respectively. The Group believes these collaborations give the Group greater exposure to potential customers, expand the reach of the Group's products and provide the Group with access to a wider range of potential customers.

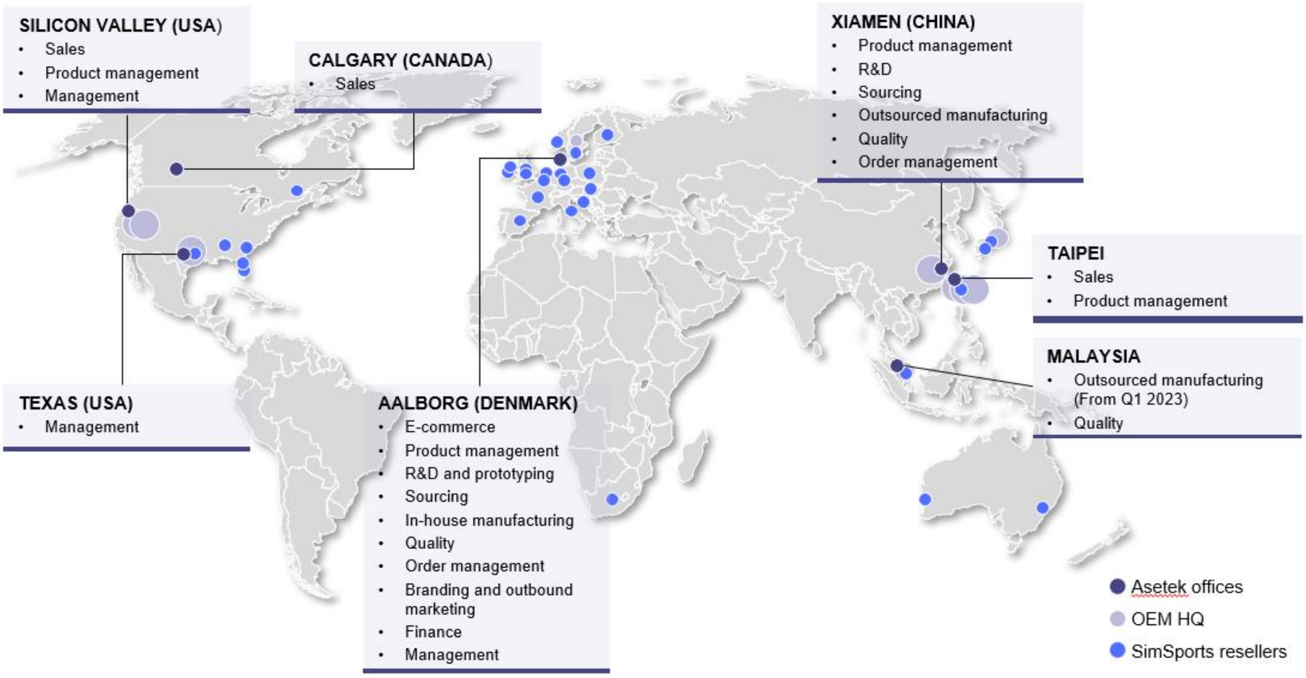
Within Liquid Cooling, the Group cooperates with gaming PC vendor partners to build optional Liquid Cooling into their towers that are ready for the latest graphics and core processors. These collaborations include both DIY partners, prebuilt PC partners and system integrator partners.

Asetek cooperates with a range of brands, hardware and simulator racing partners within its SimSports offering. These collaborations include Kevin Magnussen, Hardpoint, Pagani Automobili, Sim Racing Lab, Altitude Esports, Visceral Esports, XZ Racing, AAU Racing and Valdemar Eriksen Racing. More significant partnerships are anticipated in the future including game developers and console manufacturers.

5.8 Geographical footprint

Asetek has a global footprint and presence at several key global technology strongholds, with headquarters, and a smaller production facility, in Denmark and operations in the U.S., Canada, China, Taiwan and Malaysia.

Figure 4: Asetek's geographical footprint



Source: Company information.

The Group believes that the quality and reliability of its products contribute to making it stand-out from its peers. To ensure quality and reliability of the Liquid Cooling Products, the Group applies, among others, a six theta-based product development to simplify manufacturing, automated subassembly stations to enhance consistency, traceability in its production process to provide valuable insight and feedback, helium integrity testing to ensure each individual cooler is immune to leaks, vacuum precision filling to ensure optimal liquid levels and temperature testing to ensure product robustness.

5.9 Technology and R&D

For more than 20 years, premium thermal solutions from Asetek have been cooling processors around the globe. Asetek's all-in-one Liquid Cooling Products can be found in high-end gaming PCs and official eSports tournament machines. They are sought-after by enthusiasts for their reliable operation, ease-of-use and pervasive PC cooling. Moreover, the Group's liquid cooling technology is installed in some of the fastest supercomputers in the world. Whether researching next-gen pump designs, or new fluid types, or optimizing radiator or cold plate designs, the Group innovates so that users can enjoy high performance cooling for gaming and professional applications.

The Group offers CPU coolers and GPU coolers designed for improved acoustics and greater overclocking potential than stock air cooling solutions. The Group's all-in-one Liquid Cooling Products allow gamers and enthusiast higher performance and sustained reliability even at peak performance.

The Group's ability to be a constant innovator, with development of new products, as well as constant improvement of the existing product range, is a differentiator of Asetek as a brand. Within Liquid Cooling, the Company's products have undergone constant innovation, largely based on customer feedback, leading to a product range that provides multiple designs and features. Within SimSports, innovation has taken place in the form *1)* expanding the product range, delivering different product lines with increasing SimSports immersion, and *2)* development of custom-made software for quick and easy adjustments and calibration.

The Group believes that its future success depends on its ability to develop and market new products and product categories that extend its portfolio as well as reach new market segments. The Group has an overall research and development (R&D) strategy which focuses on developing enhanced products for the markets in which the Group operates.

5.10 Customer contracts

The Group enters into several customer contracts in its ordinary cause of business. Many of them are entered into on the Group's standard terms and conditions, but a number of them are also entered into on terms specifically agreed with the customer. The Group assess, both in respect of the standard terms and conditions and the individual customer agreements, that the agreements are entered into on customary terms for the industry. The Group's customer agreements include, normally, terms on limitations of liability, minimum purchase commitments and limitations of the Company's liability for shipping delays. Additionally, the Group's contracts with its top customers generally have short termination notice for the customers, ranging from 30 days to around 75 days. The Group's customer agreements provide for differing payment terms. In some cases, the Group invoices the customer after placement of the order, some after shipment of the order, and others again after delivery of the order.

Among the Group's top five customers, their portion of the revenue was split as follow:

	2016	2017	2018	2019	2020	2021	2022
Customer 1	72%	51%	50%	40%	58%	49%	40%
Customer 2	12%	27%	26%	35%	19%	23%	28%
Customer 3	6%	8%	10%	9%	11%	14%	24%
Customer 4	5%	7%	8%	9%	6%	8%	7%
Customer 5	5%	7%	6%	7%	6%	6%	1%
Total	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

5.11 Supplier contracts

The Group has a select number of suppliers pertaining to production, freight, and other related to value chain management. The Group has entered into an agreement with its contract manufacturer in China in June 2021. The agreement continues until terminated by either the Group or the contract manufacturer. The contract manufacture produces a number of licensed products according to a product requirements document (a PRD). Although design specifications are provided exclusively by the Group, the supplier is nonetheless entitled to contribute by way of design improvements and amendments, alterations, specification changes and similar. The majority of the products are expected to be delivered either directly to the Group's customers or to a hub belonging to the Group, and the prices of the products are derived from an open book policy with details against each bill of materials in each PRD. The contract includes a non-competition clause which prohibits the supplier (including affiliates) in entering into similar agreements for development, manufacturing, sales, or marketing if such activities compete with the products. The same contract manufacture is used by the Group in Malaysia and as such the same terms governs the parties' relationship. However, as at the date of this Prospectus a revised agreement is being negotiated with the contract manufacturer.

5.12 Intellectual property rights

The Group's brands, trade names, trademarks, trade secrets, patents, copyright, and other intellectual property rights are important to its business. To protect its intellectual property rights, the Group relies on a combination of trademark, trade secret, patent, copyright, and other intellectual property-related laws in the jurisdictions in which it operates, as well as confidentiality agreements with its employees, sales agents, contractors, and others. In addition, the Group has a dedicated team comprising attorneys and secretarial support staff to actively manage its portfolio of registered and pending intellectual property assets, as well as to monitor and manage potential risks and threats to its intellectual property, such as the counterfeiting of its hardware. The Group has a policy on actively protecting (applying for patents, trademarks etc.) of all significant innovations. The Group's patent portfolio is important to its business. However, it has become less important in recent years as the Group's IP strategy has shifted from focusing on taking out patents to focusing on product features and design. Management believes that the cost associated with taking out patents does not match the protection granted. The Group will still take out patents on significant innovations but will be more conscious of cost vis-à-vis the potential protection granted by such patent.

The Group makes licenses available to its customers which allow them to install the Group's products in the customer's products or make use of the Group's products. As is customary in the business.

As at the date of this Prospectus, the Group had 37 issued patents and 24 pending patent applications, divided into 12 patent families. Each patent family protects an invention with issued patents or pending patent applications in a number of selected countries or regions. Two patent families have been split into two patent families protecting independent aspects of the same idea, which means that the 37 issued patents and 24 pending patent applications cover a total of 14 independent inventions.

5.13 Sustainability

Asetek's Strategic Sustainability Framework outlines its general commitment to sustainable development and how it is supported by a number of strategic focus areas and overall ambitions for addressing its material topics. The strategy has four core strategic focus areas: the Group's products and operations, the Group's role in the society, the Group's people and the Group's business partners. The Group has set goals on, among other things, its operations being climate-neutral by 2023, its absolute CO2 emissions being reduced by a minimum of 50% (index year 2019) and all of its contract manufactures, and suppliers having signed Asetek's Responsible Business Relationships Code of Conduct. The Group publishes annual sustainability reports.

5.14 Insurance

The Group maintains insurance coverage under various liability and property insurance policies that it considers to be appropriate and customary for the industries in which it operates. The Group's insurance policies include general business insurance and insurance relating to employment practice liability, directors' and officers' liability, public and products liability, marine cargo, business travel, motor, crime, cyber-tech, property including business interruption and other areas as the Group may determine necessary in accordance with its insurance policy. While, in the Group's view, the existing insurance coverage, including the level and conditions of coverage, provides appropriate protection, taking into account the costs for the insurance coverage and the potential risks of business operations, it can provide no assurances that losses will not be incurred or that claims will not be filed against it which go beyond the type and scope of the existing insurance coverage.

5.15 Construction of a new headquarter facility (the Property)

The Group entered into a construction agreement with TL Byg A/S on 3 May 2022 to build the Property. The Property encompasses a three-story building and exterior areas including courtyard, parking area, and access conditions. The size of the Property is estimated to be approximately 14,500 square meters. Currently, the Group's Executive Management expect the Property to primarily function as the Group's headquarter. However, the building will be larger than the Group's current requirements. Executive Management expects full utilization within five to seven years. The Group has alternative scenarios for use of the Property in the future. Leasing parts of the Property out could be an option. The building is suitable for leasing out as it consists of four structures. A high level estimate of potential yearly lease income by the management is USD 180,000 to 400,000. Alternatively, the Property can be sold and leased back to the Group. The Group expects that its annual facility cost will increase from around USD 0.5 million today to around USD 2 million once the Property is completed in 2024[10].

The contract sum of DKK 307,282,000 with TL Byg A/S may be regulated to some extent based on the price fluctuations of building materials, e.g., ceilings, glass for windows, lagging etc., hence the construction agreement is not a fixed price agreement and additional costs may be incurred on the Company. Hand-over of the buildings under the construction agreement is

[10] The annual facility cost covers a high level estimate of depreciations, mortgage interests, utilities and maintenance.

set to 1 August 2024 (at which point mortgage financing is planned to be obtained). As at the day of this Prospectus, the Group is currently informed that the construction is expected to be delayed approximately one month and a frame of DKK 15 million has been recommended to be reserved for price increases, of which the Group expects at least DKK 2-3 million in price increases before completion of the Property. The Group expects to replace the Credit Facilities provided by Sydbank, see section 15.1 "*Material contracts - Loan Agreements with Sydbank A/S*", with a mortgage loan once construction of the Property is completed. As of 13 April 2023, the Group has currently had a cash outflow of DKK 172 million to TL Byg A/S and estimates a remaining cash requirement (total accumulated expected cash outflow) to finalize the construction of approximately DKK 135 million (in addition to the DKK 15 million mentioned above). An overview of the Group's occurred or estimated cash flows in connection with the construction of the Property can be found below.

USD millions	**2021**	**2022**	**2023F**	**2024F**	**2025F**
Capex[11]	(4)	(20)	(21)	(4)	-
Financing[12]	-	19	10	-	(2)
Contractor TP[13]	2	2	(3)	(1)	-
Total cash requirement	**(2)**	**1**	**(14)**	**(5)**	**(2)**

5.16 Investments

The Group has not made any material investments, which are in progress and/or for which commitments have already been made since 31 December 2022, except for the commitments and payments following from constructing the Property as further described in sections 1.1.3.1 "*Risk Factors - Risk Factors relating to the Company - Risk Factors relating to the Group's financing - Risks related to construction and financing of the Property*", 5.15 "*Business overview - Construction of a new headquarter facility (the Property)* " and 15.2 "*Material contracts - Construction agreement with TL Byg A/S*".

[11] Capex is defined as capital expenditure for the non-current assets under construction.

[12] Financing is defined as the net total cash flow effect of changes in construction credit facilities, mortgage loan refinancing and capitalized interests in the beginning and the end of the period.

[13] Contractor trade payables is defined as the cash flow effect from the change in outstanding balances with contractors accounted as part of trade payables in the beginning and the end of the period.

6. TREND INFORMATION

6.1 Most significant recent trends

There have been no significant trends in production, sales and inventory, and costs and selling prices since 31 December 2022.

6.2 Significant change in the Company's financial position

Since 31 December 2022, no significant change to the financial position of the Group has occurred other than entering into the committed Credit Facilities (as defined below) with Sydbank.

6.3 Trends affecting the Group's prospects for at least the current financial year

The Company believes that the trends, uncertainties, demands, commitments and events described below are reasonably likely to have a material effect on the Company's prospects for at least the current financial year ending 31 December 2023.

Economic recession

A general slowdown in the global economy, including a recession, inflation or a tightening of the credit markets could negatively impact the Group's business, financial condition and liquidity. Adverse global economic conditions have caused or exacerbated significant slowdowns in the markets in which the Group operates, which have adversely affected the Group's results of operations. Macroeconomic weakness and uncertainty also make it more difficult for the Group's management to accurately forecast revenue, gross margin, and expenses. Further economic downturn or increased uncertainty may also lead to increased credit and collectibility risks, reduced availability of capital and credit markets, reduced liquidity and potentially adverse impacts on the Group's suppliers.

New chip releases

Asetek's Liquid Cooling revenue is dependent upon timely releases by major suppliers of new GPU's and CPU's. In recent months, the global economy was subject to an unprecedented shortage of semiconductor chips due to production constraints and the accelerated digital transformation brought upon by the pandemic. This shortage negatively impacted demand – Asetek's OEM customers waiting for components were limited in their ability to build products with Asetek coolers; and end users who were waiting for new GPUs were delayed in purchasing new liquid coolers. The global chip shortage eased in the second half of 2022; however, the Group's revenue continues to be dependent upon timely releases of GPU's and CPU's, and future shortages could negatively impact customer demand.

Covid-19

In 2022, Covid-19 related shutdowns continued to occur in China, hindering sub-suppliers' deliveries of components to the Group's contract manufacturers and consequently their shipments to the Group. The Group's operations team has closely managed the status of each affected supplier to minimize disruption to the Group's customer order deliveries. There was not a significant impact to the Group's operations from shutdowns in 2022; however, such disruptions could occur in the future. The Group is complying with regulations for minimizing spread of the coronavirus. If production must be stopped or a critical number of employees become too ill to work, business operations could be adversely affected. If suppliers experience closures or reductions in capacity utilization, the Group may have difficulty sourcing materials needed to fulfill production requirements. If customers experience adverse business consequences, demand for the Group's products could decline.

Business combinations and SimSports

In 2020 and 2021, Asetek acquired technology and intellectual property in support of the Group's entrance into the fast-growing SimSports gaming market. Prior to these acquisitions, Asetek principally developed its products internally; acquiring technology externally represents a new avenue for the Group. The newly acquired assets may be challenging to develop into successful products for the SimSports market. In March 2022, the Group shipped the first of its SimSports products and released several new products in subsequent months.

New product development

Asetek will continue to invest in and launch innovative new high-performance Liquid Cooling Products for the gaming market. The Group also plans to invest in the development of its new SimSports offerings for the foreseeable future with the aim of regular product launches. Consistent with prior years, Asetek will continue to focus its resources on Liquid Cooling, growing market share through existing and new OEMs, and building the Asetek brand. In conjunction with efforts to build its SimSports business, Asetek plans to enhance its direct sales channels. With limited ability to impact OEM customers' end user demand and inventories, the Group has temporarily shifted development resources to SimSports to drive product development and expand the offering with several new products in 2023.

6.4 Filing of annual report for the financial year ended 31 December 2022 with the Danish Business Authority

The Company will not file its annual report for the financial year ended 31 December 2022 with the Danish Business Authority in due time, as it did not convene its annual general meeting 2023 in time to approve the annual report for the financial year ended 31 December 2022 within the four months deadline stipulated in section 138 of the Danish Consolidated Act No 1441 of 14 November 2022 on Financial Statements, as amended ("**The Danish Financial Statements Act**"). The Executive Management and Board of Directors do not envisage any sanctions as the annual report for the financial year ended 31 December 2022 is expected to be approved at the Company's annual general meeting to be held on 9 May 2023 and subsequently filed with the Danish Business Authority within the deadline stipulated in section 150 of the Danish Financial Statements Act.

6.5 Annual general meeting 2023

The Group will hold its annual general meeting on 9 May 2023 where the following items is expected to be on the agenda:

1. The Board of Directors' report on the Company's activities during the past financial year
2. The Nomination Committee's:
   a) report on its activities
   b) proposed remuneration to be paid to the members of the Board of Directors, board committees and the Nomination Committee
3. Adoption of the audited annual report
4. Appropriation of profit or loss as recorded in the adopted annual report
5. Presentation and adoption of the remuneration report
6. Election of members to the Board of Directors

   The Nomination Committee proposes the re-election of the following members:
   a) Jukka Pertola
   b) Erik Damsgaard
   c) Maria Hjorth
   d) Maja Frølunde Sand-Grimnitz

   The Nomination Committee proposes the election of the following member:
   a) René Svendsen-Tune
7. Election of members to the Nomination Committee

   The Nomination Committee proposes the re-election of the following member:
   a) Ib Sønderby
   b) Claus Berner Møller

   The Nomination Committee proposes the election of the following member:
   a) René Svendsen-Tune
8. Election of auditor(s)

   In accordance with the recommendation received from the Audit Committee, the Board of Directors proposes the re-election of PWC Statsautoriseret Revisionspartnerselskab, CVR-no. 33771231.

9. Proposals by the Board of Directors and/or shareholders
    a) The Board of Directors proposes to authorize the Company to acquire own shares.
    b) The Bord of Directors proposes to update the authorization to issue shares.
10. Authorisation of the chairman of the general meeting

7. CONSOLIDATED PROSPECTIVE FINANCIAL INFORMATION

Statement by the Board of Directors and Executive Management on the consolidated prospective financial information for the financial year ending 31 December 2023

The consolidated prospective financial information for the financial year ending 31 December 2023 is based on a number of assumptions, many of which are outside of the Company's control or influence. The principal assumptions upon which the consolidated prospective financial information for the financial year ending 31 December 2023 is based are described in section 7.2 "*Consolidates prospective financial information - Methodology and assumptions*".

The consolidated prospective financial information for the financial year ending 31 December 2023 represents the best estimates of the Board of Directors and Executive Management as at the date of this Prospectus. The Group's actual results of operations for the financial year ending 31 December 2023 may differ from the consolidated prospective financial information, since anticipated events may not occur as expected. The variation may be material. Existing Shareholders and prospective investors should read the consolidated prospective financial information in this section in conjunction with sections 1 "*Risk Factors*" and 3.2 "*General information with respect to this Prospectus - Special notice regarding forward-looking statements*".

The forecast of the consolidated prospective financial information has been compiled and prepared on a basis which is both comparable with historical financial information and consistent with the Group's accounting policies.

Aalborg, 18 April 2023

Asetek A/S

Board of Directors

Jukka Pertola
Chairman

Erik Damsgaard
Vice Chairman

Jørgen Smidt
Member

Maria Hjorth
Member

Maja Frølunde Sand-Grimnitz
Member

Executive Management

André Sloth Eriksen
Chief Executive Officer

Peter Dam Madsen
Chief Financial Officer

7.1 Introduction

The consolidated prospective financial information for the financial year ending 31 December 2023 is necessarily based upon several assumptions and estimates that, while prepared with numerical specificity and considered reasonable, are inherently subject to significant business, operational, economic, political, legal, and competitive uncertainties and contingencies, many of which are beyond the Company's influence, and upon assumptions with respect to future business decisions that are subject to change.

Therefore, the Company's expectations presented in the consolidated prospective financial information as to future developments may deviate substantially from actual developments, and the Group's actual results of operations are likely to be different from the consolidated prospective financial information since anticipated events may not occur as expected or may materially differ from the forecast provided. Accordingly, shareholders and potential investors should treat this information with caution and not place undue reliance on the expectations set forth below.

The disclosure below is applicable to US 144A investors and has been requested by PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab:

The consolidated prospective financial information included in this document has been prepared by the Company's management as of 18 April 2023 for use in the Offering and the Admission in accordance with IFRS. Such information is the sole responsibility of the Company's management. PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab has not audited, reviewed, examined, compiled nor applied agreed-upon procedures with respect to the accompanying prospective financial information for the purpose of its inclusion herein, and, accordingly, PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab does not provide any form of assurance with respect thereto for the purpose of the readers of this prospectus that are using it to make an investment decision. The PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab report included in this Prospectus by incorporation by reference relates solely to the Company's previously issued Financial Statements. It does not extend to the prospective financial information and should not be read to do so.

The consolidated prospective financial information was not prepared with a view toward compliance with published guidelines of the Securities and Exchange Commission or the guidelines established by the American Institute of Certified Public Accountants for preparation or presentation of prospective financial information.

7.2 Methodology and assumptions

The consolidated prospective financial information for the financial year ending 31 December 2023 has been prepared on the basis of the Company's accounting policies, which are in accordance with IFRS as adopted by the EU and presented in the consolidated financial statements of the Group for the financial year ended 31 December 2022.

The consolidated prospective financial information for the financial year ending 31 December 2023 is prepared in accordance with the Group's normal forecasting and budgeting procedures.

The consolidated prospective financial information for the financial year ending 31 December 2023 has been prepared based on a large number of assumptions and estimates, which are subject to numerous and significant uncertainties. Certain of the assumptions, estimates, uncertainties, and contingencies relating to the consolidated prospective financial information are wholly or partially within the Company's influence, while others are outside of its influence, including those related to changes in market, legal, fiscal, political, or economic conditions, changes in currency exchange rates and actions by competitors and customers and other parties. The key principal assumptions and estimates made in preparing the consolidated prospective financial information for the financial year ending 31 December 2023 are presented below; however, the list is not exhaustive, and it is possible that one or more of the assumptions or estimates will fail to materialize or prove to be incorrect.

7.3 Assumptions

Rising inflation and interest rates combined with the lingering impact of pandemic lockdowns, supply chain disturbances, and general geopolitical tensions, continue to delay a normalization of the business climate for the Company and its industry. Following an increase in spending during the pandemic, discretionary end user spending and demand has subsequently decreased for the Company's Liquid Cooling Products and SimSports Products for gamers and enthusiasts. This in combination with the short-term nature of the Group's sales forecast lead to a continued low visibility and predictability of the future demand of our customers. All of these factors combined continue to affect the Group's financial results and ability to predict future results and performance.

For the purpose of preparing the consolidated prospective financial information with regard to revenue, the following principal assumptions have been made:

- Within the Liquid Cooling, the Group is able to continue to support and anticipate the needs of its customer base based on close collaboration with its current customers to maintain historical sales volume while at the same time increasing sales volumes through continued marketing to our existing customer base as well as potential new customers and by launching new-high performance liquid coolers throughout the year to result in growth rates as experienced historically (partly within the Group's influence).
- The Group is able to scale its operations and build a customer base within its SimSports, including by expanding and upgrading the Group's existing product portfolio (e.g. wheels, wheelbases, rigs and pedals), and by launching new products (partly within the Group's influence).
- The Group will succeed in correctly estimating the optimal timing for new product launches and upgrades and producing these in adequate volumes to address costumer demand (partly within the Group's influence).
- New products and updates are positively received by both by customers, reviewers and industry participants such as distributors, which would allow the company to further strengthen its reputation and market position (which is partly within the Group's influence).
- The competitive landscape will remain in a similar state to the current environment with regards to key competitors and competing products and the industry as a whole growing as expected, as further described in section 5.3 "*Business overview - Market and industry characteristics*" (outside the Group's influence).
- There will be no significant changes in the existing political, legal, tax, market or economic conditions, including supply chain disruptions, in any country where the Group is currently doing business or otherwise impacting earnings (outside the Group's influence).

In addition to the Group's assumptions regarding revenue for the financial year ending 31 December 2023, the following assumptions have been made for purposes of preparing consolidated prospective financial information with regards to operating income (EBIT):

- The Group will maintain the current level of staff, and as such maintain its current level of staff expenses, subject to customary salary increases (inside the Group's influence).
- Following various cost reduction initiatives over the past two years, the Group's full year operating expenses (OPEX) has been reduced to a lower level and is assumed to stay at the same level as experienced during Q4 2022 (upscaled to a full year and adjusted for salary increases).
- Litigation expenses are reduced to a level of around USD 100,000 (partially within the Group's influence).
- There will be no significant changes to the Group's product cost prices compared to the level in Q1 2023 (outside the Group's influence).
- The Group's ability to identify and maintain the right product mix and continuing to price its products in a competitive manner which would result in maintaining gross margins at historical levels (partly within the Group's influence).
- No material changes to the Group's relationship with the current contract manufacturers and key sub-suppliers (partly within the Group's influence).
- No temporary increases in component costs caused by supply shortages and shipping costs, no increase in inventory write-offs and quality expenses as well as the Group's ability to successfully implement and assess cost efficiencies and synergies by, for instance, cost-optimizing sourcing and manufacturing processes (partly within the Group's influence).

- The covenants of the Credit Facilities (as defined below) are not being breached, which could result in Sydbank terminating the Credit Facilities (partially within the Group's influence).
- No significant changes to current foreign exchange market and interest rates compared to the financial year 2022(outside the Group's influence).
- The Group will through the Offering receive an equity capital injection of at least DKK 115 million in net proceeds (outside the Group's influence).
- The construction of the Company's new headquarter facilities (the Property) will continue as planned with expected completion no later than 31 August 2024, and no material changes to already scheduled payments or credit terms will be made (partially within the Group's influence).

Consolidated prospective financial information for the financial year ending 31 December 2023

Based principally on the assumptions and methodology as set out above, the Company expects revenue to increase with 5% to 15% compared with the level in the financial year ending 31 December 2022 and operating income (EBIT) of USD 2 million to USD 4 million for the financial year ending 31 December 2023.

8. BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND KEY EMPLOYEES

8.1 Overview

The Company has a two-tier governance structure consisting of the Board of Directors and the Executive Management. The two management bodies are separate and have no overlapping members. The Executive Management is supported by six key employees (the "**Key Employees**").

The business address of the Board of Directors, the Executive Management and the Key Employees is Assensvej 2, DK-9220 Aalborg OE, Denmark.

8.2 Board of Directors

8.2.1 Overview

In accordance with Danish law, the Board of Directors is responsible for the overall and strategic management of the Company and for ensuring that the Company's operations are organized and controlled in a satisfactory manner.

Pursuant to the Company's Articles of Association, the Board of Directors shall have 4 to 10 members, subject to the general meeting decision. The members are elected for office until the next annual general meeting. As at the date of this Prospectus, the Company's Board of Directors consists of five members who have all been elected by the Company's general meeting.

Jukka Pertola has been appointed chairman (the "**Chairman**") and Erik Damsgaard has been appointed vice chairman (the "**Vice Chairman**") of the Board of Directors. The other three members are Jørgen Smidt, Maria Hjorth and Maja Frølunde Sand Grimnitz.

The Company has assessed whether the members of the Board of Directors are considered independent and such assessment is based on the criteria set out in the Recommendations on Corporate Governance of the Danish Committee on Corporate Governance dated 1 January 2021 and all members have members have been assessed by the Company to be independent. Also, the Company also considers René Svendsen-Tune independent if he is elected as board member.

The Board of Directors has proposed to the shareholders at the annual general meeting of the Company expected to be held on 28 April 2023 that René Svendsen-Tune is elected as new member and chairman of the Board of Directors. The current Chairman of the Board of Directors, Jukka Pertola, is expected to remain on the Board of Directors as an ordinary board member. Jørgen Smidt is expected to resign as board member.

The Board of Directors have established a nomination committee, an audit committee and a remuneration committee in accordance with the recommendations issued by the Danish Committee on Corporate Governance. As at the date of this Prospectus, the nomination committee has two external members, Ib Sønderby and Claus Berner Møller, respectively, who have been elected by the Company's general meeting. Ib Sønderby is chairman of the nomination committee.

As at the date of this Prospectus, the audit committee comprises of Maria Hjorth as chairperson and Erik Damsgaard. As at the date of this Prospectus, the compensation committee comprises of Jukka Pertola as chairman and Jørgen Smidt.

8.2.2 Biographies

Other than as presented below, none of the members of the Board of Directors have been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years.

Jukka Pertola, Chairman

Jukka Pertola has been a member of the Board of Directors since 10 April 2019. Jukka Pertola is currently also chairman of the boards of directors of Tryg A/S, Tryg Forsikring A/S, COWI Holding A/S, Siemens Gamesa Renewable Energy A/S, GN Store Nord A/S, GomSpace A/S and GomSpace Group AB as well as vice chairman of the boards of directors of GN Hearing A/S and GN Audio A/S. In the past five years, Jukka Pertola has been chairman of the boards of directors of IoT Solution A/S, Monsenso A/S, Leo Pharma A/S, IOT Denmark A/S and IIOTD A/S, and member of the boards of directors of Industriens Pensionsforsikring A/S and Fonden Baltic Development Forum A/S. Jukka Pertola holds a M.Sc. from Helsinki University of Technology (today Aalto University), from which he graduated in April 1988.

Erik Damsgaard, Vice Chairman

Erik Damsgaard has been a member of the Board of Directors since 10 April 2019. Erik Damsgaard is currently also chairman of the boards of directors of Masentia A/S and Masentia International A/S, member of the board of directors of Tentoma A/S as well as managing director of OJ Electronic A/S, ED Management Holding ApS, CRD Invest ApS, TRD Invest ApS and ED Management ApS. In the past five years, Erik Damsgaard has been a member of the board of Den Erhvervsdrivende Fond Væksthus Syddanmark and fully responsible participant of Huholt hestepension v/ Erik Damsgaard. Erik Damsgaard holds a M.Sc. in Electronics from Aalborg University from June 1989 and a diploma in Business Economics from Aarhus University from August 1997.

Jørgen Smidt, Board member

Jørgen Smidt has been a member of the Board of Directors since 22 January 2013, save for the period between 24 April 2014 and 30 April 2015, where Jørgen Smidt was not a member of the Board of Directors. Jørgen Smidt is currently also chairman of the boards of directors of TrusTrace (Swin Technologies AB), Inriver AB, Onomondo ApS, FreeSpee AB, and member of the board of directors of Flatfrog AB. In addition, Jørgen Smidt is a venture partner of Heartcore Capital, a Venture Capital business, and has previously been a Venture Partner of Sunstone Capital A/S, another Venture Capital business. In the past five years, Jørgen Smidt has been a member of the boards of directors of Forsta Ltd. and Confirmit AS (merged with FocusVision Ltd to form Forsta). Jørgen Smidt holds an engineering degree in computer science from the Engineering College of Copenhagen, from which he graduated in June 1983.

Maria Hjorth, Board member

Maria Hjorth has been a member of the Board of Directors since 14 January 2019. Maria Hjorth is currently also chairman of the board of directors of Thylander Gruppen A/S, as well as member of the boards of directors of Maj Invest Holding A/S, Maj Invest Equity A/S, Fondsmæglerselskabet Maj Invest A/S, Trifork Holding AG, Topdanmark A/S, Topdanmark Forsikring A/S and Adform A/S. Maria Hjorth is also managing director of Nolu Holding ApS (personal holding company). In the past five years, Maria Hjorth has been a member of the boards of directors of Monsenso A/S, Grandhood ApS and Mercer (Danmark) A/S and CEO (and Deputy CEO) of VP Securities A/S (now known as Euronext Securities) ("**VP Securities**") as well as managing director of Mercer Pensionsrådgivning A/S and LuNo Holding IVS. Maria Hjorth holds a MSc and BSc in Economics from University of Copenhagen and a MSc in Business Psychology from University of Westminster in London. Maria Hjorth has also studied Business Analyses and Valuation at London School of Economics and Investment Management and Corporate Finance at London Business School.

Maja Frølunde Sand-Grimnitz, Board member

Maja Frølunde Sand-Grimnitz has been a member of the Board of Directors since 15 June 2022. Maja Frølunde Sand-Grimnitz is currently also director of Brand Management & Global Gaming Marketing of the EPOS Group. Maja Frølunde Sand-Grimnitz has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Maja Frølunde Sand-Grimnitz holds a Master's Degree in Finance & Strategic Management and a Bachelor's Degree in International Business Administration & Modern Languages (English & Spanish), both from Copenhagen Business School, from which she graduated in 2004 and 2007, respectively.

René Svendsen-Tune

The Board of Directors has proposed to the shareholders at the annual general meeting of the Company expected to be held on 9 May 2023 that René Svendsen-Tune is elected as new member of the Board of Directors. René Svendsen-Tune is currently vice chairman of NKT Holding A/S, member of the board of directors of Nilfisk Holding A/S and chairman of the board of directors of Stokke AS. In the past five years, René Svendsen-Tune has been chief executive officer of GN Store Nord A/S, GN Audio A/S and FalCom A/S. In the past five years, René Svendsen-Tune has been chairman of the board of directors of STEELSERIES ApS, SteelSeries Group ApS (dissolved upon merger), SteelSeries Holding ApS (dissolved upon merger) , SteelSeries Holding I ApS (dissolved upon merger) and SteelSeries Holding II ApS (dissolved upon merger) and member of the board of directors of FalCom A/S and GN Hearing 2 A/S. René Svendsen-Tune holds a Bachelor of Science in Engineering (hon.).

Ib Sønderby Larsen, external member of the nomination committee
Ib Sønderby (full name Ib Sønderby Larsen) is external member of the Board of Directors' nomination committee. Ib Sønderby is currently also executive officer of Haelskovvej 1 ApS, Kase Invest ApS, Solvænget 10 ApS, Sørupvej 3 ApS, Zoar Invest ApS and Zoar Holding ApS, chairman of the boards of directors of Tømmerhandler H. Reimar Nielsens Fond as well as vice chairman of the boards of directors of H. Reimar Nielsen A/S, H. Reimar Nielsen Ejendomsselskab A/S, H. Reimar Nielsen Parkbebyggelse A/S, HRNK A/S, KTA Holding A/S, NHRN Holding A/S, Silkeborg Østerport Holding A/S, Silkeborg Østerport I A/S, Silkeborg Østerport II A/S and Silkeborg Østerport III A/S . Ib Sønderby is a member of the board of directors of Desita A/S, D-Scan International A/S, Friheden Invest A/S, Friheden Invest Holding ApS, Nigadan A/S and Siso A/S. In the past five years, Ib Sønderby has been a member of the board of directors of Ardano A/S and A/S Sadolinparken. Ib Sønderby holds a HD Business Administration, Finance and Accounting degree from Copenhagen Business School.

Claus Berner Møller, external member of the nomination committee
Claus Berner Møller is external member of the Board of Directors' nomination committee. Claus Berner Møller is currently also Vice President, Danish Equities at Arbejdsmarkedets Tillægspension (ATP), chairman of the board of directors of MedTrace Pharma A/S, Aktieselskabet Hefacos. Holding-Selskab and Holbecks Fajance's Fond as well as member of the boards of directors of Visiopharm A/S. Claus Berner Møller has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Claus Berner Møller holds a cand.med., Medicine, from the University of Copenhagen.

8.3 Executive Management

8.3.1 Overview

According to article 12.1 of the Articles of Association, the Board of Directors appoints an executive management consisting of one to three executive officers to be responsible for the day-to-day management to the Company's affairs.

As of the date of this Prospectus, the Executive Management consists of André Sloth Eriksen (CEO) and Peter Dam Madsen (CFO).

8.3.2 Biographies

Other than as presented below, none of the members of the Executive Management have been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years.

André Sloth Eriksen, CEO
André Sloth Eriksen founded the Company in 1997 and has been CEO of the Company since then. André Sloth Eriksen is currently also CEO of Basset Properties ApS, and fully liable partner of VER Assets. In the past five years, André Sloth Eriksen has been chairman of the boards of directors of Valdemar Eriksen Racing A/S and ITSecurity A/S. André Sloth Eriksen has completed a management trainee program at Danfoss and a mechanical engineering degree at Aalborg University. In addition,

he has completed several executive MBA-level programs at Stanford, MIT and Wharton within management, finance, strategy, and entrepreneurship. Finally, André Sloth Eriksen has completed a board certificate education from the Board Institute.

Peter Dam Madsen, CFO

Peter Dam Madsen has been CFO of the Company since 1 May 2006. In the past five years, Peter Dam Madsen has been a member of the board of directors of iFEED ApS. Peter Dam Madsen holds an MBA in International Business from Fort Lauderdale Metropolitan University, from which he graduated in January 2005, as well as a bachelor's degree in Financial Management from Aalborg University, from which he graduated in May 1992.

8.4 Key Employees

8.4.1 Overview

The Key Employees support the Board of Directors and Executive Management.

As of the date of this Prospectus, John Hammill (COO), Thomas Ditlev (VP, Global Research and Development), Solveig Malvik (Director, Branding & Outbound Marketing), Henrik Gertz (VP, Global Operations), Brian Park (Director, Global Product Management) and Jamie Jamieson (VP, Global Sales) are Key Employees.

8.4.2 Biographies

Other than as presented below, none of the Key Employees have been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years.

John Hamill, COO

John Hamill has been Chief Operating Officer (COO), of the Company since June 2017, but has held various positions within the Company since May 2009. John Hamill has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. John Hamill holds a B.Sc. in Electronics and Electrical Engineering from the University of Glasgow in Scotland, from which he graduated in June 1986.

Thomas Ditlev, VP, Global Research and Development

Thomas Ditlev has been Vice President (VP), Global Research and Development, of the Company since 1 April 2018. Thomas Ditlev has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Thomas Ditlev holds a M.Sc.EE (electrical engineering) degree from Aalborg University from which he graduated in June 2002 as well as an EMBA in Business Psychology from Business Institute in Aalborg from which he graduated in January 2017.

Solveig Malvik, Director, Branding & Outbound Marketing

Solveig Malvik has been Director, Branding & Outbound Marketing, of the Company since 1 February 2019. Solveig Malvik holds an MA from American University of Beirut, from which she graduated in June 2006. Solveig Malvik has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. In addition, Solveig Malvik holds a MA from Bergen Universitet from which she graduated in June 2002 and has taken various graduate courses at United Nations University in Tokyo, Japan and Nicosia College in Nicosia Cyprus.

Henrik Gertz, VP, Global Operations

Henrik Gertz has been Vice President (VP), Operations, of the Company since 1 December 2021. Henrik Gertz has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Henrik Gertz holds a Production Technologist degree from Randers Technical University, from which he graduated in June 1993 as well as a diploma in Management from Aarhus Business School, from which he graduated in June 2004. In addition, Henrik Gertz holds a Master in N.L.P. and Enneagram from which he graduated in May 2019 as well as a Psychotherapist both from Denmark's Enneagram School from which he graduated in September 2021.

Brian Park, Director, Global Product Management

Brian Park has been Director, Global Product Management, of the Company since May 2017. Brian Park has not held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Brian Park holds a B.Sc. in Chemical Engineering and a B.Sc. in Material Science both from the University of California, Berkley from which he graduated in 2002. In addition, Brian Park holds an MBA from the University of California, Davis from which he graduated in 2012.

Jamie Jamieson, VP, Global Sales

Jamie Jamieson has been Vice President (VP), Global Sales, of the Company since 1 January 2022. Since July 2019, Jamie Jamieson has been president of a consulting business named 2206874 Alberta Ltd. Jamie Jamieson has not otherwise held any positions as a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years. Jamie Jamieson has studied sociology at the University of Calgary.

8.5 Key terms for Executive Management and Key Employees

8.5.1 Executive Management

Executive Management's service agreements, respectively, may be terminated by the Company with between seven two twelve months' written notice effective to the end of a month, and by the director with between two- and six-months' written notice to the end of a month. Neither director is subject to any non-compete clauses pursuant to their service agreement but is subject to a customary duty of loyalty during the period of employment (including termination period), which provides that the director is not entitled to commence or engage in any activities which directly or indirectly compete with the Company's activities.

If the Company dismisses a member of the Executive Management within six months prior to a "change of control" or within twelve months after a "change of control" or a member of the Executive Management terminates their employment within six months after a "change of control" has occurred, the member of Executive Management shall be entitled to be released from their duties not later than one month after the date of notice, and their remuneration, including benefits, for the remainder of the notice period shall be paid by the Company, as if their service agreement had been terminated by the Company, subject to the Company's right of set-off. In addition, the member of Executive Management shall be entitled to a severance pay corresponding to six months base salary. For the purposes of the service agreements with Executive Management a "change of control" shall occur in the event that 50% or more of the votes and/or the shares in the Company change hands, or if the Company or the Group is merged or demerged, or if 50% or more of the assets of the Company are sold. It cannot be excluded that the Offering will trigger a change of control.

8.5.2 Key Employees

The Key Employees' employment agreements have differing termination periods for the employee, ranging from no notice to three months' notice. Likewise, the Company may terminate the employment agreement with different termination notices, ranging from no notice to four months' notice. No employees are subject to non-compete clauses, however a few employees are subject to no-hire clauses. Jamie Jamieson is hired as a consultant, and not an employee.

8.6 Statement of kinship

There are no family ties among the members of the Board of Directors, René Svendsen-Tune, the Executive Management or the Key Employees.

8.7 Statement on past records

During the past five years, none of the members of the Board of Directors, René Svendsen-Tune, the Executive Management and Key Employees have been convicted of fraudulent offenses, have been directors or officers of companies that have entered into bankruptcy, receivership, liquidation or put under administration; or have been subject to any public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) and have not been disqualified by a court from acting as a member of an issuer's board of directors, executive management or supervisory body or being in charge of an issuer's management or other affairs.

8.8 Conflicts of interest

None of the members of the Board of Directors, René Svendsen-Tune, the Executive Management or Key Employees have actual or potential conflicts of interest between their duties as members of the Board of Directors, the Executive Management and Key Employees and their private interests or other duties.

Except for André Sloth Eriksen, the Company's CEO, who also serves as Chairman of the Board of ITSecurity A/S, a vendor which supplies the Company with IT services (see section 10 "*Related party transactions*" for further details) Jørgen Smidt, who represented Sunstone Capital in the Board of Directors until 1 January 2019 and Maria Hjorth, who's spouse is a senior staff member at SEB, a Joint Global Coordinator in the Offering, none of the members of the Board of Directors, the Executive Management or Key Employees have positions in other companies which could result in a conflict of interest vis-à-vis such companies, either because the Company has an equity interest in such company or because the Company and the company concerned have an ongoing business relationship, save as set out below. However, the Company may do business in the ordinary course with companies in which members of the Board of Directors, the Executive Management or Key Employees may hold positions as directors or officers.

In order to safeguard the interests of the Group, the rules of procedure of the Board of Directors provide that no director may participate in the preparation, discussions or the decision-making process concerning an agreement between the Company and the member in question or concerning legal proceedings between the member in question and the Company or an agreement between the Company and any third party or legal proceedings brought against any third party if the member in question has a significant interest therein that may conflict with its interests.

8.9 Restrictions on securities trading

Certain restrictions on securities trading apply in respect of the Board of Directors, the Executive Management and the Key Employees as provided by law and the Company's internal rules.

9. MAJOR SHAREHOLDERS

Pursuant to section 38 of the Danish Consolidated Act No 41 of 13 January 2023 on capital markets, as amended, (the "**Danish Capital Markets Act**") and section 55 of the Danish Consolidated Act No 1451 of 9 November 2022, on public and private limited companies, as amended, (the "**Danish Companies Act**"), the Company has as of the date of this Prospectus received notifications of holdings of 5% or more of the share capital or voting rights from the Existing Shareholders below:

Name of shareholder	**Ownership interest as per latest notification:**
Arbejdsmarkedets Tillægspension (ATP)	12.00%
Funds managed by SEB Investment Management AB	9.8%
Universal-Investment-Gesellschaft Mbh	8.8%
Sunstone Technology Ventures Fund	5.8%

The Company may only issue company announcements regarding major shareholdings upon the receipt of a prior notice to that effect from a shareholder. Thus, the actual ownership interest of the major shareholders stated above may have changed.

As at the date of this Prospectus, the Company holds 1,256,115 Treasury shares equal to 4.6% of the Company's entire share capital.

As far as the Company is aware of, there is no other natural or legal person other than the above mentioned, which indirectly or directly has a shareholding in the Company above 5% which must be notified under Danish law. Shareholders with ownership exceeding 5% must comply with disclosure obligations according to the Danish Capital Markets Act, see section 18.1.2 "*Trading in the Company's shares on Oslo Børs and Nasdaq Copenhagen - General trading on Oslo Børs or Nasdaq Copenhagen - Disclosure obligations*" below.

There is only one class of Shares. The Shares are equal in all respects, including the right to dividend; voting rights; rights to share in the issuer's profit; rights to share in any surplus in the event of liquidation; redemption provisions; reserves or sinking fund provisions; liability to further capital calls by the issuer; and any provision discriminating against or favoring any existing or prospective holder of such securities as a result of such shareholder owning a substantial number of shares. Each Share carries one vote at the Company's general meeting.

To the knowledge of the Company no person, entity or group directly or indirectly controls the issuer to such extent that special measures is considered necessary to ensure abuse of such control.

10. RELATED PARTY TRANSACTIONS

From time to time the Company and its related parties, in the ordinary course of business, enter into various intergroup transactions which have been eliminated on consolidation. These transactions are no less favorable than those arranged with third parties. See the notes to the consolidated financial statements of the Group for the financial year ended 31 December 2022 for additional information on related party transactions.

The Company has not entered into any related party transactions (within the meaning of IFRS) since 31 December 2022, except for as set forth below.

i. The Company has paid compensation and benefits received in the ordinary course to members of the Board of Directors and Executive Management as a result of their positions as members the Board of Directors or employment with the Company.

   Members of the Board of Directors receive fixed annual fees, which are presented for approval by the Company's shareholders at the annual general meeting. Remuneration of the Board of Directors does not include share-based incentive programs. A provisional remuneration for the Board of Directors for the financial year ended 31 December 2022 of USD 45,000 for each of the members of the Board of Directors and an additional remuneration of USD 20,000 to the Chairman and an additional remuneration of USD 10,000 to the Vice Chairman was presented to the Company's shareholders at the annual general meeting in 2022.

   In respect of the financial year ended 31 December 2022, the Executive Management received compensation of USD 1,538 thousand. The compensation to the Executive Management comprises a fixed salary, cash bonuses as well as customary benefits in accordance with market standard. In addition, members of the Executive Management participate in a warrant and a stock-option based program adopted by the Group ("**Equity Incentive Program**"), see section 13.2 "*Additional information - Equity incentive program*".

ii. The Group has purchased IT services from ITSecurity A/S pursuant to an agreement dated 23 June 2020 between ITSecurity A/S and the Company's wholly-owned subsidiary Asetek Danmark A/S. The Company's CEO is chairman of the board of directors of ITSecurity A/S. Pursuant to the agreement, ITSecurity A/S provides certain IT services (hybrid cloud hosting and managed IT services and a service desk 24/7) to the Group. The agreement is subject to ITService A/S' general business terms. The agreement can be terminated by six months' notice. The transactions under this agreement have been concluded at arm's length. Since 31 December 2022, the Company has purchased services from ITSecurity A/S for an amount of USD 187,367. In addition, the Company has outstanding payables to this vendor of USD 193.

iii. The Company has entered into Subscription Commitments with certain Key Employees, the Executive Management, René Svendsen-Tune and certain members of the Board of Directors, in which they have undertaken to subscribe for New Shares or Remaining Shares up to a total amount of DKK 7 million. Under the Subscription Commitments, each of the aforementioned persons will receive a fee for undertaking to subscribe the Remaining Shares of 11% of the amount of their guarantee commitment, but if they are Existing Shareholders they will not receive any fee for the undertaking to exercise their Preemptive Rights, see section 20.6.3 *"Terms and conditions of the Offering - Placing and underwriting - Advance undertakings and underwriting*.

11. FINANCIAL INFORMATION CONCERNING THE COMPANY'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS, AND LOSSES

11.1 Information incorporated by reference

The information explicitly listed in the table below has been incorporated by reference into this Prospectus pursuant to Article 19 of the Prospectus Regulation. Non-incorporated parts of the documents incorporated by reference are either not deemed relevant for Existing Shareholders and other investors or are covered elsewhere in this Prospectus. Direct and indirect references in the documents included in the table below to other documents or websites are not incorporated by reference and do not form part of this Prospectus. The documents speak only for the period in which they are in effect and have not been updated for purposes of this Prospectus. Existing Shareholders and potential investors should assume that the information in this Prospectus as well as the information incorporated by reference herein is accurate only in the period in which they are in effect.

The information incorporated by reference into this Prospectus is exclusively set out in the cross-reference table below and is available on the Company's website www.asetek.com.

Document/information	**Pages**
Consolidated financial statements for the year ended 31 December 2022	
Consolidated financial statements including notes	26-57
Parent company financial statements including notes	58-66
Management statement	67
Independent auditor's report	68-71
Direct link to the consolidated financial statements for the year ended 31 December 2022	here
Consolidated financial statements for the year ended 31 December 2021	
Consolidated financial statements including notes	28-56
Parent company financial statements including notes	57-64
Management statement	65
Independent auditor's report	66-68
Direct link to the consolidated financial statements for the year ended 31 December 2021	here
Consolidated financial statements for the year ended 31 December 2020	
Consolidated financial statements including notes	30-56
Parent company financial statements including notes	57-64
Management statement	65
Independent auditor's report	66-68
Direct link to the consolidated financial statements for the year ended 31 December 2020	here

11.2 Auditing of financial statements

The audit reports for the Financial Statements are included in this Prospectus by reference.

11.3 Going concern in 2023

In the Group's financial statement for the financial year ended 31 December 2022, the Company's auditor has expressed an emphasis of matter in relation to the Company's ability to continue as going concern in 2023 and has provided the following in its audit report "*we draw attention to Note 1.1 in the consolidated financial statements, which describe that the budgeted liquidity may be insufficient during 2023 and is dependent on the current level of forecasted cash flow until the planned capital increase later in 2023 and the completion and the amount of cash from the planned capital increase. This indicates that a* *material uncertainty exists that may cast significant doubt on the Group's ability to continue going concern. Our opinion is not modified in respect of this matter."*

Note 1.1. to the Group's financial statement for the financial year ended 31 December 2022 has been incorporated into this Prospectus by reference. The current uncertainty around the Group's ability to continue as a going concern in 2023 is the reasoning for the Offering, and reference is also made to the descriptions in Sections 12.1 *"Background for the offering, working capital statement and capitalization and indebtedness - Background for the Offering and use of proceeds"* and 12.2 "*Background for the offering, working capital statement and capitalization and indebtedness - Working capital statement*" where the Group's expected cash shortfall is described including the intended remedies.

11.4 Selected historical financial information

The following selected consolidated financial information, comprising the selected consolidated income statement, the selected consolidated statement of financial position, the selected consolidated cash flow statement, the selected consolidated statement of changes in equity and selected segment information, has been derived from the audited consolidated financial statements of the Group for the financial years ended 31 December 2022, 2021, and 2020 (the Financial Statements).

The Financial Statements have been prepared in accordance with IFRS as adopted by the EU and additional Danish disclosure requirements for annual reports for listed companies. The Financial Statements have been audited by the Company's independent auditor, PricewaterhouseCoopers, as stated in their reports appearing therein. Reference is made to section 4.2 "Company information - Auditors".

The Financial Statements are incorporated into this Prospectus by reference, see section 11.1 "Financial information concerning the Company's assets and liabilities, financial position and profits, and losses - Information incorporated by reference" above.

The selected segment information below has been derived from the Financial Statements. The selected segment information have been audited by the Company's independent auditor, PricewaterhouseCoopers, to the extent stated in their reports appearing therein and as set forth below. Additionally, certain measures presented herein are not measures of financial performance under IFRS and investors are cautioned not to place undue reliance on these measures. Investors should read the following date together with the Financial Statements, including the notes to these financial statements and section 11.4.6 "Financial information concerning the Company's assets and liabilities, financial position and profits, and losses - Non IFRS-financial information" below.

11.4.1 Selected consolidated statement of comprehensive income

USD '000	**2022 audited**	**2021 audited**	**2020 audited**
Revenue	50,650	79,803	72,750
Cost of sales	(29,885)	(46,430)	(38,556)
GROSS PROFIT	**20,765**	**33,373**	**34,194**
Research and development	(5,163)	(7,092)	(5,718)
Selling, general and administrative	(20,884)	(24,503)	(17,548)
Special items	-	(1,713)	-
Other income	(119)	714	-
TOTAL OPERATING EXPENSES	**(26,166)**	**(32,594)**	**(23,266)**

OPERATING INCOME (EBIT)	(5,401)	**779**	**10,928**
Foreign exchange gain (loss)	(344)	832	(1,361)
Finance income	45	2	51
Finance costs	(178)	(216)	(192)
TOTAL FINANCIAL INCOME	**(477)**	**618**	**(1,502)**
INCOME BEFORE TAX	**(5,878)**	**1,397**	**9,426**
Income tax (expense) benefit	1,553	(60)	(231)
INCOME FOR THE YEAR	**(4,325)**	**1,337**	**9,195**
Other comprehensive income items that may be reclassified to profit or loss in subsequent periods: Foreign currency translation adjustments	(1,971)	(1,709)	2,392
TOTAL COMPREHENSIVE INCOME	**(6,296)**	**(372)**	**11,587**

11.4.2 Selected consolidated balance sheet

USD '000	**2022 audited**	**2021 audited**	**2020 audited**
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	12,014	10,938	3,217
Property and equipment	31,084	11,732	7,049
Deferred income tax assets	7,366	6,293	6,421
Other assets	335	362	605
TOTAL NON-CURRENT ASSETS	**50,799**	**29,325**	**17,292**
CURRENT ASSETS			
Inventory	6,973	5,532	2,531
Trade receivables and other	13,432	17,201	24,471
Cash and cash equivalents	7,411	23,296	27,099
TOTAL CURRENT ASSETS	**27,816**	**46,029**	**54,101**
TOTAL ASSETS	**78,615**	**75,354**	**71,393**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	444	442	433
Retained earnings	54,406	58,077	50,681
Translation and other reserves	(12,102)	(10,131)	(3,589)
TOTAL EQUITY	**42,748**	**48,388**	**47,525**
NON-CURRENT LIABILITIES			
Long-term debt	1,739	1,540	2,604
TOTAL NON-CURRENT LIABILITIES	**1,739**	**1,540**	**2,604**
CURRENT LIABILITIES			
Short-term debt	19,950	1,703	1,525
Accrued liabilities	1,896	3,157	2,429
Accrued compensation and employee benefits	1,454	2,074	3,193

Trade payables	10,828	18,492	14,117
TOTAL CURRENT LIABILITIES	**34,128**	**25,426**	**21,264**
TOTAL LIABILITIES	**35,867**	**26,966**	**23,868**
TOTAL EQUITY AND LIABILITIES	**78,615**	**75,354**	**71,393**

11.4.3 Selected consolidated cash flow statement

USD '000	**2022 audited**	**2021 audited**	**2020 audited**
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) for the year	(4,325)	1,337	9,195
Depreciation and amortization	4,170	3,750	3,754
Gain on sale of property, plant and equipment	(53)	(688)	-
Impairment of intangible assets	111	-	-
Special items	-	1,713	-
Finance income recognized	(45)	(2)	(51)
Finance costs recognized	663	216	192
Finance income, cash received	45	2	51
Finance costs, cash paid	(609)	(141)	(112)
Income tax expense (income)	(1,553)	60	231
Cash receipt (payment) for income tax	(461)	(446)	10
Share based payments expense	440	981	918
Changes in trade receivables, inventories, other assets	1,891	2,957	(10,121)
Changes in trade payables and accrued liabilities	(8,628)	4,578	7,363
NET CASH PROVIDED IN OPERATING ACTIVITIES	**(8,354)**	**14,317**	**11,430**
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of business	-	-	(1,316)
Additions to intangible assets	(3,405)	(5,974)	(1,571)
Purchase of property, plant and equipment	(22,215)	(8,322)	(1,929)
Sale of property, plant and equipment	225	1,092	-
NET CASH USED IN INVESTING ACTIVITIES (Capex)	**(25,395)**	**(13,204)**	**(4,816)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Borrowing on line of credit for building construction	18,582	-	-
Borrowings (repayment) on line of credit	(690)	260	(269)
Repurchase of common shares	-	(4,833)	(6,369)
Proceeds from issuance of share capital	216	865	2,381
Financing of previously purchased equipment	1,129	-	-
Principal payments on equipment financing	(75)	-	-
Principal payments on leases	(835)	(928)	(831)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	**18,327**	**(4,636)**	**(5,088)**
Effect of exchange rate changes on cash and cash equivalents	(463)	(280)	1,068
NET CHANGES IN CASH AND CASH EQUIVALENTS	**(15,885)**	**(3,803)**	**2,594**
Cash and cash equivalents at beginning of period	23,296	27,099	24,505
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**7,411**	**23,296**	**27,099**
SUPPLEMENTAL DISCLOSURE - NON-CASH ITEMS			
Assets acquired under leases	95	108	668
Shares issued for purchase of assets	-	4,222	-

11.4.4 Selected consolidated statement of changes in equity

USD '000	Share capital	Translation reserves	Treasury share reserves	Retained earnings	Total
	audited	**audited**	**audited**	**audited**	**audited**
EQUITY AT DECEMBER 31, 2020	**433**	**2,784**	**(6,373)**	**50,681**	**47,525**
Total comprehensive income for 2021					
Income for the year	-	-	-	1,337	1,337
Foreign currency translation adjustments	-	(1,709)	-	-	(1,709)
Total comprehensive income for 2021	-	(1,709)	-	1,337	(372)
Transactions with owners in 2021					
Shares issued for purchase of assets	6	-	-	4,216	4,222
Shares issued upon exercise of options	3	-	-	862	865
Shares repurchased	-	-	(4,833)	-	(4,833)
Share based payment expense	-	-	-	981	981
Transactions with owners in 2021	9	-	(4,833)	6,059	1,235
EQUITY AT DECEMBER 31, 2021	**442**	**1,075**	**(11,206)**	**58,077**	**48,388**
Total comprehensive income for 2022					
Income for the year	-	-	-	(4,325)	(4,325)
Foreign currency translation adjustments	-	(1,971)	-	-	(1,971)
Total comprehensive income for 2022	-	(1,971)	-	(4,325)	(6,296)
Transactions with owners in 2022					
Shares issued upon exercise of options	2	-	-	214	216
Share based payment expense	-	-	-	440	440
Transactions with owners in 2022	2	-	-	654	656
EQUITY AT DECEMBER 31, 2022	**444**	**(896)**	**(11,206)**	**54,406**	**42,748**

11.4.5 Selected segment information

11.4.5.1 Geographical information

The Group operates internationally in several geographical areas mainly in Asia, Europe and the Americas. Each of the Group's offices in its three principal geographies fulfils a particular function that serves the Group as a whole. The majority of costs incurred in each of the geographies are generally incurred for the benefit of the entire Group and not to generate revenue in the respective geography. As a result, the financial results of the Group are not divided between multiple geographical segments for key operating decision-making. Revenue and assets by geography is measured and reported in the table below. The following table presents the Group's revenue and assets in each of the principal geographical areas for the financial years ended 31 December 2022, 2021, and 2020.

USD '000		**2022**	
	audited	**audited**	**audited**
	Revenue	**Current assets**	**Non-current assets**
Asia	40,216	10,041	167
Americas	6,017	2,849	1,866
Europe	4,417	14,926	48,766
TOTAL	**50,650**	**27,816**	**50,799**

USD '000	**2021**

	audited	audited	audited
	Revenue	**Current assets**	**Non-current assets**
Asia	70,108	17,858	120
Americas	8,475	13,076	1,970
Europe	1,220	15,095	27,235
TOTAL	**79,803**	**46,029**	**29,325**

USD '000		**2020**	
	audited	**audited**	**audited**
	Revenue	**Current assets**	**Non-current assets**
Asia	62,383	23,074	96
Americas	5,440	10,091	2,035
Europe	4,927	20,936	15,161
TOTAL	**72,750**	**54,101**	**17,292**

Revenue in Denmark (country of domicile) was USD 0.25 million in 2022, USD 0.31 million in 2021 and USD 0.28 million in 2020. Non-current assets in Denmark were USD 48.8 million in 2022 compared to USD 27.2 million in 2021 and USD 15.2 million in 2020. The information pertaining to non-current assets is based on the physical location of the assets. The information pertaining to current assets is calculated as a summation of assets such as trade receivables and finished goods inventories reasonably attributable to the specific geographical area.

11.4.5.2 Operating segments

The Group has historically had two business segments: Liquid Cooling and Data Center. In 2022, the Group decided to focus its business on the two segments Liquid Cooling and SimSports and therefore downscaled its business within the Data Center segment completely. The Group reported on the SimSports market segment for the first time in 2022.

Below is shown the Group's historic revenue within its operating segments and Adjusted EBITDA (non-IFRS) for the financial years ended 31 December 2022, 2021, and 2020 divided between Liquid Cooling, the historic Data Center segment and SimSports.

USD '000			**2022**		
	Liquid cooling	**Data center**	**SimSports**	**Not allocable to divisions**	**Total**
Revenue (audited)	44,798	4,028	1,824	-	50,650
Adjusted EBITDA (non-IFRS) (not audited)	11,230	706	(6,618)	(6,109)	(791)

USD '000			**2021[14]**		
	Liquid cooling	**Data center**	**SimSports**	**Not allocable to divisions**	**Total**
Revenue (audited)	72,938	6,865	-	-	79,803
Adjusted EBITDA (non-IFRS) (not audited)	22,228	(2,661)	(5,594)	(6,750)	7,223

[14] In 2021, the Company incurred USD 1,713,000 of costs classified as Data center costs in the 2022 Annual Report that have been reclassified to Headquarters cost in this Prospectus.

USD '000			2020		
	Liquid cooling	**Data center**	**SimSports**	**Not allocable to divisions**	**Total**
Revenue (audited)	64,719	8,031	-	-	72,750
Adjusted EBITDA (non-IFRS) (not audited)	21,405	(1,205)	-	(4,600)	15,600

11.4.6 Financial results for the three months period ended on 31 March 2023

The Group financial results for the three months period ended 31 March 2023 were:

- Revenue: USD 14.7 million
- Gross profit: USD 6.5 million
- Operating Income (EBIT): USD 1.0 million

The Company will publish more fulsome figures on 22 May 2023 for the three months period ended 31 March 2023. The information has not been audited nor reviewed by the Company's auditor.

11.5 Non IFRS-financial information

Set out below are reconciliations of certain of the APMs used in this Prospectus to an appropriate measure calculated in accordance with IFRS.

11.5.1 Adjusted EBITDA (non-IFRS)

USD '000	**2022 unaudited**	**2021 unaudited**
Adjusted EBITDA - Liquid Cooling (non-IFRS)	11,230	22,228
Adjusted EBITDA - Data Center (non-IFRS)	706	(2,661)
Adjusted EBITDA - SimSports (non-IFRS)	(6,618)	(5,594)
Headquarter costs, net	(6,109)	(6,750)
Adjusted EBITDA (non-IFRS)	**(791)**	**7,223**
Share based compensation[15]	(440)	(981)
Special Items - Data Center	-	(1,713)
Depreciation and amortization	(4,170)	(3,750)
Total financial income (expenses)	(477)	618
Consolidated income before tax (audited)	**(5,878)**	**1,397**

[15] The Company has issued options (or warrants) that allow management and key personnel to acquire shares in the Company. Through equity-settled, share-based compensation plans, the Company receives services from employees as consideration for the granting of equity options to purchase shares in the Company at a fixed exercise price. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, excluding the impact of any non-market service and performance vesting conditions. The grant date fair value of options granted is recognized as an employee expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options (vesting period). The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions as set forth in the share option program. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility, weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the riskfree interest rate. Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value. At each reporting date, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. The impact of the revision to original estimates, if any, is recognized in the Statement of Comprehensive Income, with a corresponding adjustment to equity.

The Group changed its reporting segments in 2022, wherefore, the reconciliation table for 2020 is different than for 2022 and 2021.

USD '000	**2020 unaudited**
Adjusted EBITDA - Gaming and Enthusiast (non-IFRS)	21,405
Adjusted EBITDA - Data Center (non-IFRS)	(1,205)
Headquarter costs, net	(4,600)
Adjusted EBITDA (non-IFRS)	**15,600**
Share based compensation[16]	(918)
Depreciation and amortization	(3,754)
Total financial income (expenses)	(1,502)
Consolidated income before tax (audited)	**9,426**

In adjusted EBITDA, selected items are presented separately of operating income (EBIT) and operating expenses and presented separately of the result of the operational business segments (Liquid Cooling, Data center and SimSports). These costs consist of legal costs (litigation costs), management remuneration, board remuneration, insurance costs and miscellaneous. See more below.

Headquarter costs, net

Headquarter costs, net consists of the net sum of all costs and income items related to headquarter functions (headquarter overheads).

USD '000	**2022 unaudited**	**2021[17] unaudited**	**2020 unaudited**
Litigation expense	(3,528)	(4,714)	(2,374)
Other income	-	714	-
Other	(2,581)	(2,750)	(2,226)
Headquarter costs, net	**(6,109)**	**(6,750)**	**(4,600)**

11.5.2 Adjusted EBITDA Margin (non-IFRS)

Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by revenue, expressed as a percentage. The following table presents the calculation of Adjusted EBITDA Margin.

[16] The Company has issued options (or warrants) that allow management and key personnel to acquire shares in the Company. Through equity-settled, share-based compensation plans, the Company receives services from employees as consideration for the granting of equity options to purchase shares in the Company at a fixed exercise price. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, excluding the impact of any non-market service and performance vesting conditions. The grant date fair value of options granted is recognized as an employee expense with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options (vesting period). The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions as set forth in the share option program. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility, weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the riskfree interest rate. Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value. At each reporting date, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. The impact of the revision to original estimates, if any, is recognized in the Statement of Comprehensive Income, with a corresponding adjustment to equity.

[17] In 2021, the Company incurred USD 1,713,000 of costs classified as Data center costs in the 2022 Annual Report that have been reclassified to Headquarters cost in this Prospectus.

USD '000	**2022**	**2021**	**2020**
	unaudited	**unaudited**	**unaudited**
Adjusted EBITDA (non-IFRS)	(791)	7,223	15,600
Divided by: Revenue *(audited)*	50,650	79,803	72,750
Adjusted EBITDA Margin (Non-IFRS)	**-1.6%**	**9.1%**	**21.4%**

11.5.3 Adjusted EBITDA Margin within the Liquid Cooling Segment (non-IFRS)

In the table below is shown the Group's Adjusted EBITDA Margin within its Liquid Cooling segment (non-IFRS). Adjusted EBITDA margin within the Liquid Cooling Segment (non-IFRS) is defined as Adjusted EBITDA within the Liquid Cooling Segment (non-IFRS) divided by revenue pertaining to the Liquid Cooling Segment, expressed as a percentage. The Liquid Cooling Sagment was introduced for the purposes of the financial statements for the year ended 31 December 2022 and was previously reported as Gaming and Enthusiast segment. The following table presents the calculation of Adjusted EBITDA Margin within the Liquid Cooling Segment (non-IFRS).

USD '000	**2022**	**2021**	**2020**[18]
	unaudited	**unaudited**	**unaudited**
Adjusted EBITDA – Liquid cooling (non-IFRS)	11,230	22,228	21,405
Divided by: Revenue - Liquid Cooling *(audited)*	44,798	72,938	64,719
Adjusted EBITDA Margin - Liquid Cooling (Non-IFRS)	**25.1%**	**30.5%**	**33.1%**

11.5.4 Adjusted EBITDA Margin within the Data Center Segment (non-IFRS)

In the table below is shown the Group's Adjusted EBITDA Margin within its Data Center segment (non-IFRS). Adjusted EBITDA margin within the Data Center Segment (non-IFRS) is defined as Adjusted EBITDA within the Data Center Segment (non-IFRS) divided by revenue pertaining to the Data Center Segment, expressed as a percentage. The following table presents the calculation of Adjusted EBITDA Margin within the Data Center Segment (non-IFRS).

USD '000	**2022**	**2021**	**2020**
	unaudited	**unaudited**	**unaudited**
Adjusted EBITDA – Data Center (non-IFRS)	706	(2,661)	(1,205)
Divided by: Revenue - *Data Center (audited)*	4,028	6,865	8,031
Adjusted EBITDA Margin - Data Center (Non-IFRS)	**17.5%**	**-38.8%**	**-15.0%**

11.5.5 Adjusted EBITDA Margin within the Simsport Segment (non-IFRS)

In the table below is shown the Group's Adjusted EBITDA Margin within its Simsport Segment (non-IFRS). Adjusted EBITDA margin within the Simsport Segment (non-IFRS) is defined as Adjusted EBITDA within the Simsport Segment (non-IFRS) divided by revenue pertaining to the Simsport Segment, expressed as a percentage. The following table presents the calculation of Adjusted EBITDA Margin within the Simsport Segment (non-IFRS).

USD '000	**2022**	**2021**
	unaudited	**unaudited**
Adjusted EBITDA – Simsport (non-IFRS)	(6,618)	(5,594)
Divided by: Revenue - Simsports *(audited)*	1,824	-

[18] In 2020 the Simsports and Liquid Cooling segment were for financial reporting purposes combined into "Gaming and Enthusiast". As such, the figures for 2020 above include both Liquid Cooling and SimSports. However, Simsports where not introduced before the financial period ending 31 December 2021.

Adjusted EBITDA Margin - Simsport (Non-IFRS)	**-362.8%**	**N/A**

11.5.6 Debt to Equity

USD '000	**2022 unaudited**	**2021 unaudited**	**2020 unaudited**
Interest-bearing debt	21,689	3,243	4,129
Divided by: Total Equity (audited)	42,748	48,388	47,525
Debt to Equity (non-IFRS)	**50.7%**	**6.7%**	**8.7%**

11.5.7 Gross Margin (non IFRS)

USD '000	**2022 unaudited**	**2021 unaudited**	**2020 unaudited**
Gross Profit (audited)	20,765	33,373	34,194
Divided by: Revenue (audited)	50,650	79,803	72,750
Gross Margin (non IFRS)	**41%**	**41.8%**	**47%**

11.5.8 Net cash used in investing activities (Capex)

USD '000	**2022 unaudited**	**2021 unaudited**	**2020 unaudited**
Acquisitions of business	-	-	1,316
Investment in intangible assets (audited)	3,405	5,974	1,571
Purchase of property, plant and equipment (audited)	22,215	8,322	1,929
Disposal of long-term assets (audited)	(225)	(1,092)	-
Net cash used in investing activities (Capex)	25,395	13,204	4,816

11.5.9 Operating Expenses (Opex) (non-IFRS)

USD '000	**2022 unaudited**	**2021 unaudited**	**2020 unaudited**
Personnel expenses	15,344	18,793	13,431
Depreciation and amortization (audited)	4,171	3,750	3,754
Legal, patent, consultants and auditor	5,202	7,152	4,619
Facilities and infrastructure	1,079	1,136	1,221
Special items – impairment charges[19] (audited)	-	1,713	-
Other expenses	3,656	3,206	2,256
Less: Capitalized costs for development projects	(3,405)	(2,442)	(2,015)
Operating Expenses (Opex) (non-IFRS)	**26,047**	**33,308**	**23,266**

11.5.10 Organic Growth

[19] Special item. In September 2021, in order to maximize future profitability of its Data center Segment, the Company announced that it is exiting the High-Performance Computing (HPC) niche. Asetek recorded total cost of USD 1.7 million in 2021 representing impairment of inventory, intangible assets, machinery, and losses on purchase commitments relating to this strategic change. The total charge is presented separately as a special item in operating expense on the Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2021.

USD '000	2022 unaudited	2021 unaudited	2020 unaudited
Revenue current year (audited)	50,650	79,803	72,750
Subtracted: Comparable revenue prior year(audited)	79,803	72,750	54,334
Revenue growth (non-IFRS)	**(29,153)**	**7,053**	**18,416**
Divided by: Comparable revenue prior year (audited)	79,803	72,750	54,334
Organic Growth (non-IFRS)	**-36.5%**	**9.7%**	**33.9%**

11.6 Legal and arbitration proceedings

During the ordinary course of its business, the Group is and will from time to time be involved in discussions, disputes and legal proceedings, including claims relating to commercial counterparties, employees and other business-related disputes.

The results of such disputes and legal proceedings may be hard to predict, and the Company's assessment of the relevant disputes and proceedings may change as they unfold. The Group expenses legal fees as incurred and records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. An unfavourable outcome to any material legal matter may result in damages being awarded, injunctions and/or termination of product lines, all of which could have financial implications exceeding any provisions made and therefore have an adverse effect on the Company's business, operating results, cash flow and financial position.

In May 2021, the Company filed a lawsuit against two third parties based in the U.S. in the Western District of Texas for infringement of the Group's U.S. Patent Nos. 8,240,362 (the '362 patent) and 8,245,764 (the '764 patent). The case was transferred from the Western District of Texas to the Northern District of California in 2022. One of the third parties filed a review petition in the U.S. Patent and Trademark Office to challenge the validity of the Group's '362 and '764 patents as well as the Group's U.S. Patent Nos. 10,078,355 (the '355 patent). The case is still pending at the Northern District of California and no trial date has currently been set. As of the date of this Prospectus, the Company has presented one of the third parties with a settlement proposal and is yet to receive an answer.

In June 2021, two third parties based in the U.S. filed in the Northern District of California an action requesting declaratory judgment that certain cooler master products do not infringe the Group's '362, '764 and '355 patents, or the Group's U.S. Patent Nos. 10,078,354 (the '354 patent), 10,599,196 (the '196 patent), and 10,613,601 (the '601 patent). The Company filed counterclaims that the third parties' cooler master products infringe the '362 and '764 patents. As of the date of this Prospectus, the case has been stayed pending the other ongoing proceedings before the Northern District of California.

Other than as set out above, the Group is not involved in any governmental, legal or arbitration proceedings, and the Board of Directors and Executive Management are not aware of any such proceedings being threatened; which in each case the Company considers could have a significant effect on the Company's or the Group's financial position or profitability, nor has the Company or the Group been involved in any such governmental, legal or arbitration proceedings during the previous 12 months as of the date of this Prospectus.

11.7 Dividend policy

11.7.1 Dividend policy

The Company's dividend policy targets the payment of dividends to Shareholders of an amount equal to 50 % of the Company's net income (after tax profits) for the foregoing year, provided the Company's capital structure allows for it. However, the Company has not declared or made any dividend payments for the last financial year. With reference to the Company's present financial situation, where the Company has invested heavily in the Property, the covenants under the Credit Facilities with Sydbank and the double taxation issue the Company does not expect to distribute any cash dividends for the foreseeable future.

Any future decision to propose dividends and the amounts and timing thereof will be made at the discretion of the Board of Directors and will depend on a number of factors, including future revenue, profits, financial conditions, growth plans, liquidity requirements, necessary financial flexibility, general economic and business conditions and future prospects and such other factors as the Board of Directors may deem relevant, as well as other legal and regulatory requirements. There can be no assurances that the Company will be able to pay dividends, and the Company's ability to pay dividends may be impaired if any of the risks described in this Prospectus were to materialize. See sections 1 "*Risk Factors*" and 15.2 "*Material contracts - Construction agreement with TL Byg A/S*"

The Board of Directors is not authorized to distribute extraordinary dividends.

11.7.2 Legal and regulatory requirements

In accordance with the Danish statutory corporate law, dividends, if any, are declared with respect to a financial year at the annual general meeting of shareholders in the following year at the same time as the statutory annual report, which includes that the audited consolidated financial statements for that financial year are approved.

Further, the Company's general shareholder meeting may resolve to distribute interim dividends or authorize the Board of Directors to decide on the distribution of interim dividends. A resolution to distribute interim dividends within six months after the date of the balance sheet as set out in the Company's latest adopted annual report shall be accompanied by a balance sheet from either the Company's latest annual report or an interim balance sheet which must be reviewed by the Company's auditors. If the decision to distribute an interim dividend is resolved more than six months after the date of the balance sheet as set out in the Company's latest adopted annual report, an interim balance sheet must be prepared and reviewed by the Company's auditors. The balance sheet or the interim balance sheet, as applicable, must in each case show that sufficient funds are available for distribution.

Dividends may not exceed the amount proposed or recommended by the Board of Directors. Moreover, dividends and interim dividends may only be made out of distributable reserves and may not exceed what is considered sound and adequate with regard to the Company's financial condition and such other factors, as the Board of Directors may deem relevant.

Dividends paid to the Company's shareholders may be subject to withholding tax, e.g. in Denmark and the U.S. See sections 1.1.3.4 "*Risk Factors - Risk Factors relating to the Company - Risk factors relating to the Group's financing - Risks related to tax*" and 19 "*Danish and Norwegian taxation*" for a description of Danish and Norwegian withholding taxes in respect of dividends declared on the Shares and certain other Norwegian and Danish tax considerations relevant to the purchase or holding of Shares. Also, see section 19.2 *" Danish and Norwegian taxation - The Company is subject to double taxation*" on withholding of dividend in the U.S.

The Shares have a nominal value in DKK. If the Shares become dual listed on both Oslo Børs and Nasdaq Copenhagen, they will be priced in both NOK and DKK, respectively. Dividends, if any, paid to holders of Shares traded on Oslo Børs will be paid in accordance with the rules and procedures of VPS, as in force from time to time, and will be paid to the shareholders' accounts with their account holding banks in NOK to those recorded as beneficiaries. Accordingly, any investor outside Norway is subject to adverse movements in NOK against their local currency as the foreign currency equivalent of any dividends paid on the Shares listed on Oslo Børs or price received in connection with sale of such Shares could be materially adversely affected.

Dividend, if any, paid to holders of share entitlements traded on Nasdaq Copenhagen will most likely be declared in NOK and converted to DKK before being paid out to holders of share entitlements. Accordingly, any investor outside Denmark is subject to adverse movements in NOK and DKK against their local currency as the foreign currency equivalent of any dividends paid on the share entitlements traded on Nasdaq Copenhagen or price received in connection with sale of such share entitlements could be materially adversely affected.

Dividends not claimed by shareholders are forfeited in favor of the Company, normally after three years, under the general rules of Danish law or statute of limitations.

Under the Articles of Association and applicable Danish law, there are no dividend restrictions or special procedures for non-Danish resident holders of Shares.

11.7.3 Historical dividends and dividend policy

The Company has not paid out dividends for the last financial year.

12. BACKGROUND FOR THE OFFERING, WORKING CAPITAL STATEMENT AND CAPITALIZATION AND INDEBTEDNESS

12.1 Background for the Offering and use of proceeds

Sydbank has required that the Group raises additional equity (in Danish: "*egenkapital*") of at least DKK 115 million by mid-May, at the latest, if Sydbank shall continue to make necessary credit facilities available to the Group, which are fundamental for the Company to continue to service its payment obligations. If such capital is not raised, it will lead to material uncertainty as to whether the Company will remain going concern. Thus, the Company has undertaken the Offering which comprises 71,166,667 New Shares. Upon full subscription, the Offering will raise gross proceeds to the Company of approximately DKK 140 million with net proceeds expected to be approximately DKK 115 million after deduction of costs and expenses payable by the Company in relation to the Offering.

The proceeds are expected to strengthen the Company's financial position by optimizing its balance sheet and cover its working capital shortfall. This will be based on increasing available cash for committed capex investments for the Property. Additionally, proceeds will be used to finance market and product development of SimSports (including, but not limited to, expanding the product range and console compatibility), as well as transaction costs, cost associated with the Admission and optimization of inventories and improvements in trade receivables' management (i.e. financing working capital requirements).

12.2 Working capital statement

The Company's present working capital, including current cash position and other sources of funds, is not sufficient to meet the Company's present requirements considering a twelve months' period after the date of Admission, i.e., expectedly from 17 May 2023.

The Company believes that its cash position and the liquidity available from its operations, external borrowings and other sources currently available is sufficient to satisfy its working capital requirements until around mid-May 2023. From then on the Company expects a cash shortfall, mainly as a result of cash balances (including cash inflows from operations) being allocated to capital expenditures related to the construction of the Property. The shortfall is estimated to be USD 10.4 million, *i.e.* the amount required to meet the Company's present requirements twelve months after the date of Admission. The calculation of the Company's working capital shortfall is provided with reservations, as the Company has poor visibility into its future revenue, which may affect the shortfall amount.

If funding as stipulated herein is not established through this Offering or otherwise, it will lead to material uncertainty as to whether the Company will remain going concern.

If the Offering is completed with net proceeds of DKK 115 million, the Company considers based on the given current knowledge, including the assumptions related to the Company's Consolidated Prospective Financial Information (see section 7 "*Consolidated prospective financial information*") and the anticipated use of proceeds, that the Company's cash position will be sufficient to meet the Company's present and future requirements, including interest payment on all the Company's interest bearing debt, for a twelve months' period after the date of the Admission. This assessment relies on the assumptions applied in the Company's budgets and forecasts as well as customary sensitivities, estimated financing needs and the assumptions concerning developments in the domestic and international markets, all of which under current circumstances remain difficult to predict. Further, the operations of the Company remain subject to the risk factors applicable to the Company.

12.3 Capitalization and indebtedness

The following table sets forth the consolidated capitalization, indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured) and cash, cash equivalents, and securities of the Company as of the dates mentioned on an actual basis reflecting the carrying amounts on the internal bookkeeping of the Company.

This table should be read in conjunction with the consolidated financial statements of the Group for the financial year ended 31 December 2022, which are incorporated by reference in this Prospectus. See section 11.1 "*Financial information concerning the Company's assets and liabilities, financial position and profits, and losses - Information incorporated by reference*".

USD 000'	**As at 28 February 2023**	**Contemplated Rights Offering[20]**	**Adjusted for the Offering as at 28 February 2023**
		Not reviewed nor audited	
Total current debt[21] [22]			
Guaranteed	-		-
Secured	23,319		23,319
Unguaranteed / unsecured	575		575
	23,894	-	23,894
Total non-current debt.......................			
Guaranteed	-		-
Secured...	973		973
Unguaranteed / unsecured...................	756		756
	1,730	-	1,730
Shareholder equity			
Share capital ………………………………	444	1,049	1,493
Share premium………………………..	-	15,897	15,897
Treasury share and translation reserves…………………………………..	(13,504)	-	(13,504)
Retained earnings……………………	54,406	-	54,406
	41,346	16,946	58,292
Total capitalization…………………	66,970	16,946	83,915
Cash..	5,440	16,946	22,386
Cash equivalents..................................	-	-	-
Total liquidity…………………………	5,440	16,946	22,386
Current financial debt	23,077	-	23,077
Current portion of non-current financial debt..	817	-	817
Current financial indebtedness[23].......	23,894	-	23,894
Net current financial indebtedness ...	18,454	(16,946)	1,508

[20] This table reflects the contemplated rights issue described in this Prospectus assuming 71,166,667 New Shares issued at an subscription price of NOK 3 per share. Expected gross proceeds to the Company are approximately DKK 140 million, with net proceeds expected to be approximately DKK 115 million. The outcome of this rights issue is contemplated for the purpose of this presentation and is not certain.

[21] At 28 February 2023, the Company had short-term lines of credit totalling USD 23.1 million that are secured by the Company's assets including the headquarters building under construction, trade receivables, inventory, property plant and equipment, and intangible assets. In April 2023, the Company renegotiated and extended the maturity dates on Credit Facilities to 31 December 2024.

[22] Liabilities included in current debt represent payments coming due through 28 February 2024.

[23] As of 28 February 2023, the Company has purchase commitments for future construction costs totalling approximately DKK 139 million (USD 19.9 million), of which DKK 122 million (USD 17.5 million) are expected to be incurred in the twelve month period ending 28 February 2024. Conversion rate of 1 USD = 6.8216 DKK, as determined by the Danish Central Bank ("*Danmarks Nationalbank*") as of 13 April 2023.

USD 000'	As at 28 February 2023	Contemplated Rights Offering[20]	Adjusted for the Offering as at 28 February 2023
		Not reviewed nor audited	
Debt instruments.	1,730	-	1,730
Non-current financial indebtedness	1,730	-	1,730
Total financial indebtedness	20,183	(16,946)	3,237

Other than as specifically set out above, all of the Company's interest-bearing liabilities are unsecured and unguaranteed.

The Company may need additional capital in the future and may seek to obtain further financing through raising new equity capital or debt financing.

The Company has no reason to believe that there has been any material change to its actual capitalization since 28 February 2023, other than changes resulting from the ordinary course of business.

13. ADDITIONAL INFORMATION

13.1 Share capital before and after the Offering

As at the date of this Prospectus, the Company's share capital is DKK 2,714,722.50 divided into 27,147,225 Shares, each of a nominal value of DKK 0.10. All Shares are validly issued and fully paid.

On 18 April 2023, the Board of Directors exercised the authorization given to the Board of Directors in article 5.6 of the Articles of Association to increase the share capital by a nominal amount of DKK 7,116,666.70 by issuance of the New Shares. Upon completion of the Offering, the share capital increase will be registered with the Danish Business Authority and the Company's registered share capital will consequently be DKK 9,831,389.20 divided into 98,313,892 Shares each of a nominal value of DKK 0.10.

As at the date of this Prospectus, the Company has not issued any securities that may be converted into or exchanged for Shares or have warrants attached, except as set forth in section 13.2 "*Additional information - Equity incentive program*" below.

13.2 Equity incentive program

13.2.1 Warrant program

Under the warrant program, members of the Executive Management, the Key Employees, consultants and employees in the Company and/or subsidiaries of the Company have been granted warrants, which allow such persons to subscribe for new Shares in the Company. The holder of warrants is not entitled to any shareholder rights until after exercise of the warrants and receipt of Shares, including payment of dividend, voting rights, Preemptive rights, subscription rights or any other shareholder rights.

The warrants are granted by the Board of Directors pursuant to authorizations granted by the Company's general meeting and set out in the Articles of Association. As of the date of this Prospectus, the Company has issued 708,964 warrants, which are still outstanding (i.e. not expired or exercised), each allowing for the subscription of one new Share of nominally DKK 0.10 in the Company. Of the outstanding warrants, 698,067 have vested and are exercisable. The Board of Directors is not authorized to issue additional warrants under the current Articles of Association.

Warrants, which are vested, can be exercised within seven years from the date of subscription. Warrants can be exercised in an exercise window; each such window being a period of four weeks from the publication of the Company's annual report or a quarterly report. Warrants may be subject to early vesting in case of merger, demerger, share-exchange, and liquidation.

Warrants are granted at no consideration. The exercise price for the Shares received upon exercise of the issued warrants differs, depending on the time when the warrants were issued. Accordingly, the exercise prices range between NOK 19.50 and NOK 113 per Share. The issued warrants contain adjustment clauses in the event of changes to the Company's share capital. In the event of changes in the Company's capital structure are implemented and such changes result in a reduction or increase of the value of the warrants, the Board of Directors shall after the circumstances make an adjustment of the exercise price causing the value of the warrants to remain unaffected by the changes. Therefore, the Company's Board of Directors expects to adjust the exercise price of the warrants after the Offering. Assuming a Subscription price off NOK 3 per share, the exercise price is expected to be adjusted to range between NOK 12.84 and NOK 106.34, subject to approval by the Board of Directors after completion of the Offering.

The Board of Directors may, in their sole discretion, decide to cash settle any warrants instead of granting new Shares.

Outstanding warrants as at 17 April 2023	Exercise price	Expected exercise price adjusted for the Offering[24]	Expire date
212,905	19.50 NOK	12.84 NOK	27 April 2023
96,999	113.00 NOK	106.34 NOK	06 July 2024
388,163	76.25 NOK	69.59 NOK	24 April 2024
Total 698,067			

13.2.2 Stock-option program

Under the stock-option program, members of the Executive Management, the Key Employees and other employees in the Company and/or subsidiaries of the Company have been and may be granted stock-options, which allow such persons to acquire Shares in the Company. The holder of stock-options is not entitled to any shareholder rights until after exercise of the stock-options and receipt of Shares, including payment of dividend, voting rights, Preemptive rights, subscription rights or any other shareholder rights. Stock-options are granted at the discretion of the Board of Directors.

The stock-options vest over a period of 36 to 48 months, depending on when they were granted. As of the date of this Prospectus, the Company has issued 1,503,622 stock-options, which are still outstanding (i.e. not expired or exercised), each allowing for the purchase of one Share of nominally DKK 0.10 in the Company. Of the outstanding stock-options, 1,065,028 have vested and are exercisable.

Stock-options granted in 2017 can be exercised within seven years from the date of being granted, and stock-options granted in 2018 or later can be exercised within five years from the date of being granted. The stock-options can be exercised in an exercise window; each such window being a period of four weeks from the preliminary announcement of the Company's annual report or publication of its interim financial report. Stock-options may be subject to early vesting in case of merger, demerger, share-exchange, and liquidation.

Stock-options are granted at no consideration. The exercise price for the Shares received upon exercise of the issued stock-options differs, depending on at what time the stock-options were issued. Accordingly, the exercise prices range between NOK 15.04 and NOK 100.15 per Share. The issued stock-options contain adjustment clauses in the event of changes to the Company's share capital. In the event of changes in the Company's capital structure are implemented and such changes result in a reduction or increase of the value of the stock-options, the Board of Directors shall after the circumstances make an adjustment of the exercise price causing the value of the stock-options to remain unaffected by the changes. Therefore, the Company's Board of Directors expects to adjust the exercise price of the stock-option after the Offering. Assuming a Subscription price of NOK 3 per share, the exercise price is expected to be adjusted to range between NOK 8.38 and NOK 93.49, subject to approval by the Board of Directors after completion of the Offering.

Outstanding Stock-options as at 17 April 2023	Exercise price	Expected exercise price adjusted for the Offering[25]	Expire date
398,928	24.70 NOK	18.04 NOK	08 September 2023
262,958	38.33 NOK	31.67 NOK	21 April 2027
284,853	46.30 NOK	39.64 NOK	29 October 2025
182,533	100.15 NOK	93.49 NOK	21 April 2026
374,350	15.04 NOK	8.38 NOK	05 September 2027
Total 1,503,622			

[24] The adjusted exercise price is subject to approval by the Board of Directors after completion of the Offering.

[25] The adjusted exercise price is subject to approval by the Board of Directors after completion of the Offering.

14. REGULATORY DISCLOSURES

Below is a summary of the announcements published by the Company during the 12 months preceding the date of this Prospectus pursuant to Regulation (EU) No 596/2014 on market abuse (the "**Market Abuse Regulation**'').

14.1 Litigation

On 4 October 2022, the Company announced a settlement of a patent infringement lawsuit pending between the Company and CoolIT Systems, Inc. and Corsair Gaming et al. in the Northern District of California.

14.2 Financial information

On 8 March 2023, the Company published an announcement on the results of Q4 2022 "Continued Market Challenges With Signs of Stabilization" and an announcement on the publication of its Annual Report for 2022.

On 1 March 2023, the Company published an announcement regarding the presentation of financial results on 8 March 2023, for the fourth quarter of the financial year ended 31 December 2022.

On 3 November 2022, the Company published an announcement on the results of Q3 2022 "Focus on Efficiencies and New Products Amid Continued Market Headwinds".

On 1 November 2022, the Company published an update on its full year 2022 guidance, ending the suspension.

On 3 August 2022, the Company suspended its full year 2022 guidance.

On 16 June 2022, the Company published the results of an extraordinary general meeting of the Company in which Maja Frølunde Sand-Grimnitz was elected member of the Board of Directors.

On 28 April 2022, the Company published an announcement on the Q1 2022 results "Soft Q1 on continued component shortages, encouraging SimSports launch".

On 28 April 2022, the Company published the results of the annual general meeting of the Company.

On 25 April 2022, the Company published an announcement regarding the presentation of financial results on 28 April 2022, for the first quarter of the financial year ended 31 December 2022.

14.3 Managements' transactions

On 7 April 2023, the Company published notifications received in connections with transactions by persons discharging managerial responsibilities and persons closely associated with them. The Company had received notifications of transactions from Maja Frølunde Sand-Grimnitz, member of the Board of Directors, Henrik Sand-Grimnitz, closely related person to Maja Frølunde Sand-Grimnitz, member of the Board of Directors, and John Hamill, COO.

On 5 April 2023, the Company published notifications received in connections with transactions by persons discharging managerial responsibilities and persons closely associated with them. The Company had received notifications of transactions from Jukka Pertola, chairman of the Board of Directors, Jørgen Smidt, member of the Board of Directors, and John Hamill, COO.

On 3 April 2023, the Company published notifications received in connections with transactions by persons discharging managerial responsibilities and persons closely associated with them. The Company had received notifications of trans-actions from Erik Damsgaard, member of the Board of Directors, and André Sloth Eriksen, CEO.

On 7 September 2022, the Company published notifications about managements' transactions in connection with grant of stock-options.

On 7 March 2022 and 4 March 2022, respectively, the Company published a company announcement stating that board members Erik Damsgaard and Jørgen Smidt and CEO André Sloth Eriksen purchased shares in the Company in the open market.

14.4 Changes to the Board of Directors

On 20 February 2023, the Company published an announcement stating that the nomination committee of the Company will propose the election of René Svendsen-Tune to the Company's Board of Directors at the Annual General Meeting to be held on 28 April 2023.

14.5 Rights issue

On 31 March 2023, the Company published an update on the agenda of the EGM held on 13 April 2023, where the Board of Directors informed of their intent to withdraw the proposal to authorize the Board of Directors to issue shares without preemptive rights.

On 8 March 2023, the Company published an announcement on the rights issue described in this Prospectus "Key Information Relating to the Rights Issue". On the same date, the Company also published an announcement detailing the reason for the rights issue, the use of proceeds, and the contemplated procedure for the temporary dual listing on Nasdaq Copenhagen and contemplated delisting of the Company's shares from Oslo Børs.

15. MATERIAL CONTRACTS

Other than as disclosed below, there are no contracts (other than those entered into in the ordinary course of business) to which the Company or a Group company is a party which (i) are, or may be, material to the Group and which have been entered into in the two years immediately preceding the date of this Prospectus; or (ii) which contain any obligations or entitlements which are, or may be, material to the Group as of the date of this Prospectus.

15.1 Loan Agreements with Sydbank A/S

The Group has entered into the two following loan agreements with Sydbank:

- a DKK 100,000,000 construction credit facility dated 15 December 2022 and amended on 4 April 2023 entered into by the Company as borrower and Sydbank as lender (the "**Construction Credit Facility**"); and

- a DKK 105,000,000 revolving credit facility dated 15 December 2022 and amended on 4 April 2023 entered into by Asetek Danmark A/S as borrower and Sydbank as lender (the "**Revolving Credit Facility**" together with the Construction Credit Facility, the "**Credit Facilities**"). Of the Revolving Credit Facility DKK 100,000,000 is earmarked for the construction of the Property.

The Credit Facilities are all committed by Sydbank until 31 December 2024 after which they mature.

However, Sydbank may (in addition to its customary termination conditions set out in the terms and conditions enclosed to each agreement for the Credit Facilities) terminate the Credit Facilities before 31 December 2024 if one of the following covenants are not met: (i) equity injection of DKK 115 million to the Company medio May 2023, (ii) satisfaction of specific minimum requirements to Company's EBITDA (further detailed below), (iii) satisfaction of specific minimum requirements for the Group's disposable liquidity (further detailed below), (iv) the construction of the Property must be completed on 31 August 2024 or no later than 3 months after 31 August 2024 and the final construction costs must not deviate from the expected costs by a maximum of 5 % and (v), as is already applicable, if the Company is in breach of the credit agreements' terms. Item no. (ii) and (iii) are based on a forecast model that includes no revenue increase in 2024 and 2025.

Making the Credit Facilities committed entails a fee of 0.25% p.a. of DKK 200m and a onetime fee of DKK 200,000.

Sydbank's requirement above regarding an equity raise of DKK 115 million is the reasoning for the Company undertaking the Offering.

As of 31 December 2022, the draw down amount on the Credit Facilities were DKK 132,264,432.70.

The material terms of the Credit Facilities, including the EBITDA and liquidity covenants, are summarized below.

15.1.1 EBITDA-covenant

Accumulated EBITDA calculated from 1 January 2023 in the Group must sum to at least:

- 30 June 2023: USD 3.30 million
- 30 September 2023: USD 4.75 million
- 31 December 2023: USD 5.85 million
- 31 March 2024: USD 7.10 million
- 30 June 2024: USD 8.50 million
- 30 September 2024: USD 9.90 million

In addition to the above, the Group must not report negative EBITDA two quarters in a row.

15.1.2 Liquidity covenant

Cash position in the Group must be minimum:

- 30 June 2023: USD 10.20 million
- 30 September 2023: USD 8.50 million
- 31 December 2023: USD 5.80 million
- 31 March 2024: USD 5.40 million
- 30 June 2024: USD 3.90 million
- 30 September 2024: USD 4.10 million

If revenue in a given quarter grows by more than 50% compared to the average of the two preceding quarters and this results in a breach of the above-mentioned liquidity covenant, it is accepted that the liquidity covenant is calculated without the working capital impact, i.e. assuming that the change in working capital is zero. A breach of the liquidity covenant for two consecutive quarters can however not be accepted. The liquidity need must also at all times be kept within the current credit limits at all times without taking on further interest-bearing debt.

15.1.3 Construction Credit Facility

The Company has entered into the Construction Credit Facility for the purpose of partly financing the development of the Property. The total commitment under the Construction Credit Facility is DKK 100,000,000 and any drawn amounts carries a variable interest rate consisting of CIBOR3 plus a variable margin. The Construction Credit Facility matures in full on 31 December 2024. The Construction Credit Facility is committed and can thus according to Sydbank's general terms and conditions only be terminated by Sydbank in the event of a breach of the loan agreement. The Company may at any time repay the drawn amounts under the facility wholly or partly.

The Construction Credit Facility is also subject to certain restrictive covenants in respect of the construction, including, among others, rights for Sydbank to carry out site-visits, approve contractors, turnkey contracts and insurances related to the development of the Property.

In connection with the construction of the Property, Sydbank has on behalf of the Company issued a developer guarantee guaranteeing an amount up to DKK 30,728,200 in favour of the general contractor TL Byg A/S. The developer guarantee will terminate when TL Byg A/S sends the final settlement to the Company and confirms that it has no unpaid demands. The Company pays a fee of 0.75 % p.a. of the guaranteed amount to Sydbank for its issuance of the developer guarantee.

As security for the obligations and liabilities owed to Sydbank under the Construction Credit Facility, the Company has pledged (in Danish: *underpantsat*) an owner's mortgage (in Danish: *ejerpantebrev*) in the amount of DKK 100,000,000 registered on the Property in the Danish Land Register (in Danish: *Tingbogen*) in favour of Sydbank.

15.1.4 Revolving Credit Facility

Asetek Danmark A/S has entered into the Revolving Credit Facility for general corporate purposes. The total commitment under the Revolving Credit Facility is DKK 100,000,000 and any drawn amounts carries a variable interest rate currently consisting of CIBOR3 plus a variable margin of. In connection with the amendment of 4 April 2023 the facility is increased with DKK 5m, however, DKK 100m of the facility is earmarked to the construction of the Property. The Revolving Credit Facility matures in full on 31 December 2024.The Revolving Credit Facility is committed and can thus according to Sydbank's general terms and conditions only be terminated by Sydbank in the event of a breach of the loan agreement. The Company may at any time repay the drawn amounts under the facility wholly or partly.

As security for the obligations and liabilities owed to Sydbank under the Revolving Credit Facility, the following security have been provided: (i) Asetek Danmark A/S has registered a floating charge indemnity mortgage (in Danish: *skadesløsbrev - virksomhedspant*) in the amount of DKK 105,000,000 over all asset types under Asetek Danmark A/S' name in the Danish Personal Register (in Danish: *Personbogen*) in favour of Sydbank as the registered creditor and (ii) the Company has issued a guarantee as primary obligor (in Danish: *selskyldnerkautionist*) in favour of Sydbank.

15.2 Construction agreement with TL Byg A/S

The Company is party to a construction agreement (in Danish: *Hovedentrepriseaftale*) with TL Byg A/S as general contractor (in Danish: *Hovedentreprenør*). The construction agreement was entered into on 3 May 2022 in connection with the Company's construction of the Property. The contract sum is DKK 307,282,000 ex. VAT and may be regulated to some extent based on the price fluctuations of building materials, e.g., ceilings, glass for windows, lagging etc., hence the construction agreement is not a fixed price agreement and additional costs may be incurred on the Company. Hand-over of the buildings under the construction agreement is set to 1 August 2024, see section 5.15 "*Business overview - Construction of a new headquarter facility (the Property)*".

15.3 Agreement on technical advice with Arkitema K/S

The Company has entered into an agreement with Arkitema K/S on 22 April 2021 relating to technical, architectural, landscape and engineering work in relation to the constriction of the new headquarter facility (the Property). The Agreement is governed by the agreed standard terms for the industry, ABR18, with agreed modifications. The parties have agreed on a fee of DKK 21,325,000 (ex VAT) for the project and completion phases. Additional work must be paid according to the hourly rates of Arkitema K/S. Any liability for Arkitema K/S has been limited to the coverage of the project insurance in place. The insurance coverage is DKK 25 million for each insurance event. Deductible is between DKK 250,000 to 750,000, which is to be covered by Arkitema K/S in the event they are liable for the damages. Arkitema K/S is liable for delays attributable to them, provided that such amount does not exceed 10% of the total contract sum and never more than DKK 5 million. The agreement with Arkitema K/S is governed by Danish law.

15.4 Engagement Letter

See section 20.6.2 *"Terms and conditions of the offering - Placing and underwriting - Engagement Letter*".

15.5 Guarantee Commitments

See section 20.6.3 *"Terms and conditions of the offering - Placing and underwriting - Advance undertakings and underwriting"*.

16. DOCUMENTS AVAILABLE

Copies of the following documents may be inspected during the period in which this Prospectus is in effect:

- the Articles of Association and the memorandum of association;
- the Financial Statements; and
- the Prospectus.

Subject to certain exceptions, the Articles of Association, the memorandum of association, the Financial Statements and the Prospectus can be inspected on the Company's website: https://ir.asetek.com/. The information on the Company's website has not been scrutinized or approved by the Danish FSA and does not form part of the Prospectus, unless specifically stated herein or information is explicitly incorporated by reference into the Prospectus.

17. INFORMATION CONCERNING THE NEW SHARES AND PREEMPTIVE RIGHTS

The Offering comprises 71,166,667 New Shares at a subscription price of NOK 3 per New Share, each with Preemptive Rights for the Existing Shareholders. Further, the Prospectus comprises the admission of the New Shares to trading and listing on Oslo Børs in connection with the completion of the Offering and subsequently the Admission.

17.1 Preemptive Rights

Existing Shareholders will be granted Preemptive Rights in the Offering that, subject to applicable law, provide preferential rights to subscribe for and be allocated New Shares at the Subscription Price. Preemptive Rights are allocated at the ratio of 1:2.621508, which means that each Existing Shareholder will be entitled to and will be granted 2.621508 Preemptive Rights for each Existing Share, rounded down to the nearest whole Preemptive Right, registered as held at the Record Date. One (1) Preemptive Right gives the right to subscribe, and be allocated, one (1) New Share in the Offering.

The Preemptive Rights will be credited to and registered on each Existing Shareholders VPS account on or about 21 April 2023 under ISIN code: DK0062492997. Preemptive Rights will be allocated free of charge to the Company’s Existing Shareholder at the Record Date. Shares traded after 19 April 2023 will be traded without Preemptive Rights, assuming that such Shares are traded during a customary two-day settlement period.

The Preemptive Rights may be used to subscribe for New Shares in the Offering before expiry of the Subscription Period on 8 May 2023 at 4:30 p.m. (CEST) or sold before 2 May 2023 at 4:30 p.m. CEST. If any of the Preemptive Rights are not exercised during the Subscription Period, those Preemptive Rights will lapse with no value, and the holder of such Preemptive Rights will not be entitled to any kind of compensation. See section 1.2 "*Risk factors - Risk factors relating to the company's securities and the offering*". If the holder does not wish to exercise the Preemptive Rights to subscribe for New Shares, the holder can sell the Preemptive Rights during the above-mentioned Rights Trading Period.

Holders of Preemptive Rights (whether granted or acquired) should note that subscriptions for New Shares must be made in accordance with the procedures set out in this Prospectus and that the grant or acquisition of Preemptive Rights does not in itself constitute a subscription for New Shares.

The Preemptive Rights will be admitted to trading on Oslo Børs with the ticker code "ASTKT" during the period of 24 April 2023 at 9:00 a.m. (CEST) to 2 May 2023 at 4:30 p.m. (CEST), subject to final approval by Oslo Børs.

17.2 New Shares

The Subscription Period for the New Shares will commence on 24 April 2023 at 9:00 a.m. (CEST) and will close on 8 May 2023 at 4:30 p.m. (CEST). The New Shares to be issued by the Company upon exercise of the Preemptive Rights will be of the same class as the Existing Shares. The New Shares are offered at NOK 3 per New Share.

As soon as possible after registration of the New Shares with the Danish Business Authority, expectedly no later than on 15 May 2023, the New Shares will be admitted to trading and listing on Oslo Børs under the ISIN code for the Existing Shares DK0060477263, expectedly no later than on 16 May 2023. Shareholders wishing to trade their Shares (in the form of share entitlements) on Nasdaq Copenhagen must transfer such to VP Securities' securities system. Such transfers may be subject to fees levied by the settlement parties in accordance with their respective fee schedules. Furthermore, transfers between the securities systems may be restricted during certain periods in relation to corporate actions, for example in connection with record dates for dividend payments or participation in general meetings.

17.3 Currency of the securities issue

The Offering will be carried out and trading in the Preemptive Rights on Oslo Børs will be in NOK. The New Shares are denominated in DKK and traded in NOK on Oslo Børs and DKK on Nasdaq Copenhagen. The Shares will, subject to the Admission, be traded in DKK on Nasdaq Copenhagen.

Investors outside Norway or Denmark who are investing in the Shares thorough either Oslo Børs or Nasdaq Copenhagen, respectively, may be subject to adverse movements in NOK or DKK, respectively, against their local currency, as the foreign currency equivalent of the price received in connection with any sale of the Shares could be materially adversely affected.

17.4 Resolutions, authorizations and approvals of the Offering

On 18 April 2023, the Board of Directors resolved to utilize its authorization set forth in article 5.6 of the Articles of Association and resolved to issue 71,166,667 New Shares each of a nominal value of DKK 0.10. The New Shares are issued with preemptive rights for the Existing Shareholders and rank *pari passu* with the Existing Shares.

17.5 Negotiability and transferability of the Shares

The Shares, including the New Shares, are negotiable instruments and the Articles of Association contain no restrictions on the transferability of the Shares.

The acquirer of a Share must not exercise rights belonging to a shareholder unless such acquirer has been registered in the register of shareholders or has notified and provided proof of the acquisition to the Company. However, this does not apply to the right to dividends or other disbursements nor to the right to new shares in the event of capital increases.

17.6 Rights attached to the New Shares

17.6.1 Dividend rights

The New Shares will, when fully paid up and registered with the Danish Business Authority, have the same rights as the Existing Shares, including with respect to eligibility for any dividends after the completion of the Offering. See section 1.2 "*Risk factors - Risk factors relating to the company's security and the offering*". Consequently, the New Shares are eligible for dividends as of the date of registration with the Danish Business Authority, which is expected to take place no later than on 15 May 2023 and in any event before listing of the New Shares.

Any dividends will likely be paid in NOK to the shareholder's account with VPS. After and subject to completion of the Admission, any dividend paid to holders of share entitlements traded on Nasdaq Copenhagen will most likely be declared in NOK and converted to DKK. No restrictions on dividends or special procedures apply to holders of New Shares who are not residing in Denmark. Dividend withholding tax may be withheld by the Company in accordance with applicable Danish and U.S. law.

Dividends which have not been claimed by shareholders within three (3) years from the time they are payable will in accordance with applicable Danish law be forfeited and will accrue to the Company.

17.6.2 Voting rights

Each New Share will carry 1 vote per nominal value of DKK 0.10, corresponding to 1 vote per share of nominally DKK 0.10.

17.6.3 Liquidation rights

In case of the dissolution or winding-up of the Company, the New Shares will be entitled to a proportionate part of the Company's assets after payment of the Company's creditors. The Articles of Association do not contain any provisions on redemption or exchange of Shares.

17.6.4 Preemptive rights

Under Danish law, the shareholders generally have preemptive rights if the general meeting of the Company resolves to increase the share capital by cash payment. However, the Preemptive rights of the shareholders may be derogated from by a majority comprising at least 2/3 of the votes cast and of the share capital represented at the general meeting if the share capital increase is made at market price.

Pursuant to articles 5.5 and 5.6 of the Articles of Association, the Board of Directors is authorized to increase the Company's share capital where the Company's shareholders have a preemptive right to subscribe for the amount by which the share capital is increased, proportional to their shareholdings. On 18 April 2023, the Board of Directors resolved to utilize the authorization in article 5.6 and issued 71,166,667 New Shares in connection with the Offering.

The Company's Board of Directors has at the annual general meeting to be held on 9 May 2023 proposed to increase the standing authorization to issue shares in article 5.5 of the Company's Articles of Association to 10% of the Company's share capital after the Offering is completed. Accordingly, 1,338,664,722 new shares will be outstanding under these authorizations if the proposal is adopted at the Company's annual general meeting 2023. If the proposal is rejected on the annual general meeting, 1,331,128,549 new shares will instead be outstanding under these authorizations. The Board of Directors is also in certain circumstances authorized to increase the share capital without preemptive rights for the Company's shareholders in accordance with article 5.5 of the Articles of Association.

17.7 Danish and Norwegian rules on mandatory tender offers, redemption of shares and disclosure of shareholdings

17.7.1 Mandatory offer requirement

17.7.1.1 Supervisory authority and applicable law

As long as the Shares are admitted to trading and listing on Oslo Børs, matters relating to takeover bids in regard to the Company will be under shared jurisdiction between Danish and Norwegian authorities. Additionally, any takeover relating to the Company will be subject to both the Danish Capital Markets Act and the Norwegian Act on Securities Trading, Act of 29 June 2007 No. 75. (in Norwegian: *verdipapirhandelloven*) (the "**Norwegian Securities Trading Act**") (and related regulations) in accordance with the principles set out in Article 4 (2) (b) and (e) of the Directive 2004/25/EC of the European Parliament and of the council of 24 April 2004 on takeover bids (the "**Directive on Takeover Bids**"). Accordingly, if a company is not admitted to trading on a regulated market in a EEA member state in which the company has its registered office, the authority competent to supervise the bid shall be that of the EEA member state on the regulated market of which the company's securities are admitted to trading i.e. Oslo Børs in case of the Company. If and when the Admission and the contemplated delisting from Oslo Børs are completed and the Shares are admitted to trading and official listing on Nasdaq Copenhagen only, matters relating to takeover bids in regard to the Company will be under the jurisdiction of Danish authorities only and subject to Danish law.

In addition hereto, the Directive on Takeover Bids, Article 4 (2) (e) determines that:

- Matters relating to the consideration offered in the case of a bid, in particular the price, and matters relating to the bid procedure, in particular the information on the offeror's decision to make a bid, the contents of the offer document and the disclosure of the bid, shall be dealt with in accordance with the rules of the EEA member state of the competent authority i.e. the Norwegian Securities Trading Act and related regulations in case of the Company; and

- Matters relating to the information to be provided to the employees of the offeree company and in matters relating to company law, in particular the percentage of voting rights which confers control and any derogation from the obligation to launch a bid, as well as the conditions under which the board of the offeree company may undertake any action which might result in the frustration of the bid, the applicable rules and the competent authority shall be those of the EEA member state in which the offeree company has its registered office i.e. the Danish regulation in case of the Company.

17.7.1.2 Danish law on mandatory tender offers

It follows from section 45 of the Danish Capital Markets Act that if a shareholding is transferred, directly or indirectly, in a company with one or more share classes admitted to trading on a regulated market, to an acquirer or to persons acting in concert with such acquirer, the acquirer and the persons acting in concert with such acquirer, if applicable, shall give all shareholders of the company the option to dispose of their shares on identical terms, if the acquirer, or the persons acting in concert with such acquirer, as a result of the transfer, gains control over the company.

It follows from section 44 of the Danish Capital Markets Act that control exists if the acquirer, or persons acting in concert with such acquirer, directly or indirectly, holds at least one-third (1/3) of the voting rights in the company, unless it can be clearly proven in the specific case that such ownership does not constitute control. An acquirer, or persons acting in concert with such acquirer, who does not hold at least one-third of the voting rights in a company, nevertheless has control when the acquirer has or persons acting in concert with such acquirer have:

i. the right to control at least one-third of the voting rights in the company according to an agreement with other investors; or
ii. the right to appoint or dismiss a majority of the members of the central governing body of the company.

Voting rights attached to treasury shares shall be included in the calculation of voting rights.

The Danish Capital Markets Act contains specific exemptions from the obligation to submit a mandatory takeover offer, including transfers of shares by inheritance or transfer within the same group and as a result of a creditor's debt enforcement proceedings. Exemptions from the mandatory tender offer rules may be granted under special circumstances by the Danish FSA.

The Danish Executive Order no. 636 of 15 May 2020 on Takeover Bids will not be applicable in relation to takeover bids concerning the Company in accordance with the principles set out above on shared jurisdiction, except that questions in respect of the Company's employees are regulated pursuant to Danish law and the executive order. However, if the Admission is completed, Danish Executive Order no. 636 of 15 May 2020 on Takeover Bids will apply to the Company.

17.7.1.3 Norwegian law

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify Oslo Børs and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by Oslo Børs, in its capacity as Take-over Authority of Norway, before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed to be paid by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant mandatory offer threshold within four weeks, Oslo Børs may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duties according to the Norwegian Securities Trading Act chapter 6, Oslo Børs may impose a cumulative daily fine that accrues until the circumstance has been rectified.

17.7.2 Compulsory acquisition

Where a shareholder holds more than 90% of the share capital in a company and a corresponding proportion of the voting rights, such shareholder may, pursuant to section 70 of the Danish Companies Act, decide that the other shareholders have their shares redeemed by that shareholder. Furthermore, where a shareholder holds more than 90% of the share capital in a company and a corresponding proportion of the voting rights, the other shareholders may require such shareholder to acquire their shares pursuant to section 73 of the Danish Companies Act.

17.8 Public takeover bids by third parties for the Company's shares during the last and current financial year

No public takeover bids have been made by any third party in respect of the Existing Shares during the past or the current financial years.

17.9 Certain aspects of Danish company law

17.9.1 General meetings

The Company's general meetings are held in Aalborg, according to the applicable articles of association from time to time.

The Company's annual general meeting are held each year early enough for the audited and adopted annual report to be submitted to and received by the Danish Business Authority not later than four months after the closing of the financial year. Not later than eight weeks before the contemplated date of the annual general meeting, the Company publishes the date on which it intends to hold the general meeting as well as the date by which requests filed by shareholders wishing to have specific items included on the agenda must be submitted.

Extraordinary general meetings are held at the request of the Board of Directors when deemed appropriate or upon request of the Company's external auditor or shareholders holding a minimum of 5% of the share capital of the Company. The request is made in writing to the Board of Directors and contains a list of the issues to be dealt with at the general meeting, and the Board of Directors must publish notice to convene for an extraordinary general meeting within two weeks from such request.

General meetings are convened by the Board of Directors with a maximum notice of five weeks and a minimum notice of three weeks. An extraordinary general meeting is convened within 14 days after a proper request has been received by the Board of Directors. The notice is published on the Company's website.

Furthermore, a notice of the general meeting is sent to all Shareholders recorded in the Company's register of shareholders who have requested such notice. If the information contained in the register of shareholders is insufficient or incorrect, the Board of Directors is not obliged to rectify the information or to give notice in any other way.

In accordance with Danish law, the notice must specify the time and place of the general meeting and the agenda containing the business to be transacted at the general meeting. If a proposal to amend the Articles of Association is to be considered at the general meeting, the main contents of the proposal shall be specified in the notice.

General meetings are held in English and annual reports and interim reports are prepared in English.

The right of a Shareholder to attend a general meeting and to vote is determined by the Shares held by the Shareholder on the record date. The record date is one week before the general meeting. The Shares held by each Shareholder are determined on the record date based on the number of Shares held by that Shareholder as registered in the Company's register of shareholders and any notification of ownership received by the Company for the purpose of registration in its register of shareholders, but which have not yet been registered.

17.9.2 Voting rights; amendments to the Articles of Association

At the general meeting, each Share of the nominal value of DKK 0.10 carries one vote. No shareholder has any special or different voting rights pursuant to the Articles of Association.

Any shareholder who is entitled to attend the general meeting pursuant to the Articles of Association and who wishes to attend the general meeting shall notify the Company no later than three days before the date of the general meeting. A shareholder may, subject to having been registered in accordance with the Articles of Association, attend in person or by proxy, and the shareholder or the proxy may attend together with an advisor.

The right to vote may be exercised by a written and dated instrument of proxy in accordance with applicable law. A shareholder who is entitled to participate in the general meeting pursuant to the Articles of Association may vote by post in accordance with the provisions of the Danish Companies Act. Such postal votes must be received by the Company before the beginning of the general meeting.

18. TRADING IN THE COMPANY'S SHARES ON OSLO BØRS AND NASDAQ COPENHAGEN

The following is a summary of certain information in respect of trading and settlement of shares on Oslo Børs and Nasdaq Copenhagen, securities registration in Norway and Denmark and certain provisions of applicable Norwegian and Danish securities law, including the Norwegian Securities Trading Act and the Danish Capital Markets Act, in effect as of the date of this Prospectus, which may be subject to changes occurring after such date. This summary does not purport to be complete and is qualified in its entirety by Norwegian and Danish law, respectively. Shareholders who wish to clarify the aspects of securities trading in Norway and Denmark should consult with and rely upon their own advisors.

18.1 General trading on Oslo Børs or Nasdaq Copenhagen

18.1.1 Market value of the Shares

The market value of shares listed on Oslo Børs or Nasdaq Copenhagen, including the Shares, may fluctuate significantly, which could cause investors to lose a significant part of their investment. The market value of listed shares could fluctuate significantly in response to a number of factors beyond the respective issuer's control, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by the respective issuer or its competitors of new product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about the issuer, its products and services or its competitors, lawsuits against the issuer, unforeseen liabilities, changes in management, changes to the regulatory environment in which the issuer operates or general market conditions.

Furthermore, future issuances of shares or other securities may dilute the holdings of shareholders and could materially affect the price of the shares. Any issuer, including the Company, may in the future decide to offer additional shares or other securities to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes, including for refinancing purposes. There are no assurances that any of the issuers on Oslo Børs or Nasdaq Copenhagen will not decide to conduct further offerings of securities in the future. Depending on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. If a listed company raises additional funds by issuing additional equity securities, the holdings and voting interests of existing shareholders could be diluted, and thereby affect the share price.

18.1.2 Disclosure obligations

Under the Danish Capital Markets Act, shareholders of the Company are required to give simultaneous notice to the Company and the Danish FSA of the shareholding in the Company, when their shareholding reaches, exceeds or falls below thresholds of 5%, 10%, 15%, 20%, 25%, 50% or 90% and thresholds of one-third or two-thirds of the voting rights or nominal value of the total share capital. The notification shall be made promptly but no later than four weekdays after the shareholder became aware or should have become aware of the completion of the transaction, and in accordance with the provisions of the Danish Executive Order no. 1172 of 31 October 2017 on major shareholders. The shareholder is deemed to have become aware of the completion of the transaction no later than two weekdays after the completion of the transaction. The shareholder shall disclose the change in voting rights and shares, including the number of voting rights (and the distribution of voting rights among share classes, if applicable) and shares held directly or indirectly by the shareholder following the transaction. The notification shall further state the transaction date on which the threshold was reached or no longer reached and the identity of the shareholder as well as the identity of any natural or legal person with the right to vote on behalf of the shareholder and in the case of a group structure, the chain of controlled undertakings through which voting rights are effectively held. The information shall be notified to the Company and simultaneously submitted electronically to the Danish FSA. Failure to comply with the notification requirements is punishable by fine or suspension of voting rights in instances of gross or repeated non-compliance. Pursuant to Oslo Rule Book II - Issuer Rules of Oslo Børs, a Danish company with shares admitted to trading and listing on Oslo Børs with Norway as its host state is also obligated to submit such large shareholder notifications received by the Company to Oslo Børs to the extent such notification is not made public through Oslo Børs NewsPoint or by other lawful means.

A duty of disclosure also applies in relation to the Company's holding of treasury shares. A Danish company with shares admitted to trading and listing on Oslo Børs is required to promptly, but not later than four weekdays thereafter, publish an announcement specifying the company's, direct or indirect, holding of treasury shares, when the holding reaches, exceeds or falls below the thresholds of 5% or 10% of the voting rights or the nominal value of the share capital. This duty applies regardless of whether the company holds the treasury shares itself or through a person acting in his/her/its own name but on the company's behalf. Pursuant to the Oslo Rule Book II - Issuer Rules of Oslo Børs, a Danish company with shares admitted to trading and listing on Oslo Børs shall also immediately after publication in accordance with its home state legislation (i.e. Danish law) submit a copy of the notification made under Danish law to Oslo Børs for publication.

Furthermore, the general duty of notification under section 55 of the Danish Companies Act in respect of notification of significant holdings (similar to the thresholds set out in section 38 of the Danish Capital Markets Act) applies, including when the limit of 100% of the share capital's voting rights or nominal value of the company is reached or are no longer reached. Section 58 of the Danish Companies Act provides that a company shall publish information related to major shareholdings received pursuant to section 55 of the Danish Companies Act in an electronic public register of shareholders which is kept by the Danish Business Authority.

18.1.3 Insider trading

According to the Market Abuse Regulation subscription for, purchase, sale, exchange or other acquisitions or disposals of financial instruments that are listed, or subject to the application for listing, on a regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information and thereby uses that information, as defined in Article 7 of the Market Abuse Regulation. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value or price either depends on or has an effect on the price or value of such financial instruments or incitement to such dispositions.

18.1.4 Short Selling

The Short Selling Regulation (236/2012/EU) includes certain notification requirements in connection with short selling and imposes restrictions on uncovered short selling of shares admitted to trading on a trading venue (including Nasdaq Copenhagen).

When a natural or legal person reaches, exceeds or falls below a net short position of 0.1% of the issued share capital of a company that has shares admitted to trading on a trading venue, such person shall make a notification to the relevant competent authority, which in Denmark is the Danish FSA. The obligation to notify the Danish FSA, moreover, applies in each case where the net short position reaches, exceeds or falls below each 0.1% threshold above the 0.1% threshold. In addition, when a natural or legal person reaches, exceeds or falls below a net short position of 0.5% of the issued share capital of a company that has shares admitted to trading on a trading venue in the European Union and each 0.1% above that, such person shall make a public notification of its net short position via the Danish FSA. The notification requirements apply to both physical and synthetic short positions. In addition uncovered short selling (naked short selling) of shares admitted to trading on a trading venue is prohibited.

A natural or legal person is prohibited from entering into a short sale of shares admitted to trading on a trading venue unless one of the following conditions is satisfied: (i) the natural or legal person has borrowed the share or has made alternative provisions resulting in a similar legal effect; (ii) the natural or legal person has entered into an agreement to borrow the share or has another absolutely enforceable claim under contract or property law to be transferred ownership of a corresponding number of securities of the same class so that settlement can be effected when it is due; or (iii) the natural or legal person has an arrangement with a third party under which that third party has confirmed that the share has been located and has taken measures vis-à-vis third parties necessary for the natural or legal person to have a reasonable expectation that settlement can be effected when it is due. Certain exemptions apply to the prohibition, such as in the case of market-makers or in connection with stabilization in accordance with the Commission Delegated Regulation (EU) 2016/1052.

18.2 Oslo Børs

18.2.1 Introduction

Oslo Børs was established in 1819 and is the principal Norwegian securities market in which shares, bonds and other financial instruments are traded through four different marketplaces; Oslo Børs, Euronext Expand, Euronext Growth Oslo and Nordic ABM. Oslo Børs ASA is 100% owned by Oslo Børs VPS Holding ASA, which was in 2019 acquired by Euronext N.V., a European stock exchange with registered office in Amsterdam and corporate headquarters at La Défense in Greater Paris which operates markets in Amsterdam, Brussels, London, Lisbon, Dublin, Oslo, and Paris. Oslo Børs ASA complies with the European code of conduct commitments on service unbundling and accounting separation. Oslo Børs VPS Holding ASA also wholly-owns the Euronext Securities Oslo (VPS).

18.2.2 Trading and settlement

Trading of equities on Oslo Børs is carried out in Euronext's electronic trading system Optiq®. This trading system is in use by all markets operated by Euronext.

Official trading on Oslo Børs takes place between 09:00 hours (CET/CEST) and 16:20 hours (CET/CEST) each trading day, with pre-trade period between 07:15 hours (CET/CEST) and 09:00 hours (CET/CEST), a closing auction from 16:20 hours (CET/CEST) to 16:25 hours (CET/CEST) and a trading at last period from 16:25 hours (CET/CEST) to 17:30 hours (CET/CEST). Reporting of after exchange trades can be done until 17:30 hours (CET/CEST).

The settlement period for trading on Oslo Børs is two trading days (T+2). This means that securities will be settled on the investor's account in VPS two trading days after the transaction, and that the seller will receive payment after two trading days.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or Oslo Børs except for the general obligation of investment firms that are members of Oslo Børs to report all trades in stock exchange listed securities.

18.2.3 Information, control, and surveillance

Under Norwegian law, Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of Oslo Børs monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

18.2.4 VPS and transfer of Shares

The Company's shareholder register is operated through VPS and maintained on behalf of the Company by DNB Bank ASA, Registrars department, company registration number 984 851 006, and having its registered address at Dronning Eufemias gate 30, 0191 Oslo, Norway.

The VPS is the Norwegian paperless centralized securities depository register. It is a computerized book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded.

All transactions relating to securities registered with VPS are made through computerized book entries. No physical share certificates are, or may be, issued. VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, authorized securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the Norwegian VPS is generally prima facie evidence in determining the legal rights of parties as against the issuing company or any third-party claiming an interest in the given security.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS's control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an on-going basis, as well as any information that the Norwegian FSA requests. Danish authorities and as determined in the Company's articles of association, other authorities including Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

18.2.5 Shareholders register and nominees - Danish law

Under Danish corporate law, the Shares shall be registered in the name of the holder through the account-holding bank. An account may be kept on behalf of one or more owners, meaning that a shareholder may appoint a nominee. A nominee shareholder is entitled to receive dividends and to exercise all subscription and other financial and administrative rights attached to the shares held in its name with VPS. The relationship between the nominee shareholder and the beneficial owner is regulated solely by an agreement between the parties, and the beneficial owner must disclose its identity, if any, if its aforementioned shareholder rights are to be exercised directly by the beneficial owner e.g. with respect to attendance and voting at general meetings.

A nominee can vote on behalf of shareholders on shares that are not owned by the nominee, but which is registered in the register of shareholders in the nominee's name. The nominee does not have to present a power of attorney but pursuant to Danish statutory law warrants that the nominee exercises voting rights after explicit authorization and instruction from the shareholder in connection with any votes cast. The company and the chair of a general meeting are allowed to accept the nominee's vote without display of a written proxy. However, the nominee must document its authorization upon request. The right to appoint a nominee does not eliminate a shareholder's obligation to notify the Company and the Danish FSA of a major shareholding. See section 18.1.2 "*Trading in the company's shares on Oslo Børs and Nasdaq Copenhagen - General trading on Oslo Børs or Nasdaq Copenhagen - Disclosure obligations*" below.

In addition, pursuant to the Danish Companies Act, a Danish public limited liability company with shares admitted for trading on a regulated market in the EU/EEA has the right to request that an intermediary (as defined in Article 2(d) of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement) provides information to allow for determination of the identity of the company's shareholders including information on the shareholder's full name or company registration number, email address (if applicable), number of shares held by the shareholder in a specific share class and the date of acquisition. The company is allowed to keep the information of the shareholders' identity for 12 months after the company becomes aware that a shareholder has ceased to be a shareholder except as otherwise provided under statutory law. A similar right follows from the Danish Capital Markets Act.

18.2.6 Foreign investment in Shares listed in Norway

Foreign investors may trade shares listed on Oslo Børs through any broker that is a member of Oslo Børs, whether Norwegian or foreign.

18.3 Nasdaq Copenhagen

Nasdaq Copenhagen A/S is a company incorporated and organized under the laws of Denmark. Trading on Nasdaq Copenhagen is conducted by authorized firms, which include major Danish banks and other securities brokers, as well as certain mortgage credit institutions and the Danish Central Bank.

The trading system for equities trading in Denmark on Nasdaq Copenhagen operates between 9:00 a.m. and 4:55 p.m. (CET/CEST) on weekdays. After the end of the continuous trading there is a pre-closing call between 4:55 p.m. to 5:00 p.m. (CET/CEST). An after trade “post trade” session exists from 5:00 p.m. to 5:20 p.m. (CET/CEST). Before the continuous trading begins, there is a second after trade “pre-open” session from 8:00 a.m. to 9:00 a.m. (CET/CEST) and a morning call session from 8:45 a.m. to 9:00 a.m. (CET/CEST) for the purpose of establishing fair opening prices. After the opening prices have been presented, the continuous trading begins.

18.3.1 Settlement Process

The settlement period for trading on Nasdaq Copenhagen is two trading days (T+2). This means that securities will be settled on the investor’s account in VP Securities two trading days after the transaction, and that the seller will receive payment after two trading days.
The account-holding bank sends a statement to the name and address recorded in VP Securities, showing the amount of shares held in that name, which provides the holder with evidence of its rights. Settlement can also take place through the clearing facilities of Euroclear and Clearstream.

18.4 Release of insider information

Under the Market Abuse Regulation (or Norwegian law implementing the Market Abuse Regulation), a company that is listed on a Norwegian or Danish regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e., precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. Oslo Børs or Nasdaq Copenhagen may levy fines on companies violating these requirements.

18.5 Central securities depositary, trading in the Company’s shares and cross-border settlement

18.5.1 Central Securities Depositary

The Shares have their primary registration in VPS’ system (the Norwegian central security depository). In order to enable trading on Nasdaq Copenhagen in the Shares, the Company intends to register a number of Shares which represent share entitlements issued with VP Securities. Such shares will be recorded in VPS’ system on a securities account of the account operator acting as the nominee custodian for VP Securities. Following such registration, the shares will subsequently be recorded in VP Securities’ system, by way of registration of securities representing entitlements to these Shares. Shares registered in VP Securities’ system will have the same ISIN code as shares registered in VPS’ system.

All corporate actions that can be carried out through VPS’ securities system by the Company pursuant to Danish company law may not be possible to replicate in VP Securities’ system due to technical differences between the securities systems. Consequently, certain corporate actions such as distribution of dividends in any matter other than cash (in-kind dividends) will not be possible to carry out to shareholders registered in VP Securities’ system.

18.5.2 Trading on Oslo Børs and Nasdaq Copenhagen

The Company has applied for Admission of the Company's Shares on Nasdaq Copenhagen (in the form of share entitlements). Subject to approval by Nasdaq Copenhagen, the first day of trading on Nasdaq Copenhagen is expected to commence on or around 17 May 2023. As of such date, the Company's Shares will thus be dual-listed and tradable on both Oslo Børs and Nasdaq Copenhagen. Oslo Børs and Nasdaq Copenhagen are both regulated markets. Trading and clearing on Oslo Børs is carried out in NOK and price information is provided and published in NOK only. Trading in shares on Oslo Børs is settled in VPS' system. Trading on Nasdaq Copenhagen will be carried out in DKK and price information regarding share entitlements traded on Nasdaq Copenhagen will be provided in DKK only. Trading in share entitlements on Nasdaq Copenhagen is settled in VP Securities' system.

18.5.3 Cross-border settlement

Investors who participate in the Offering will receive New Shares issued through VPS' system. Such New Shares will be traded on Oslo Børs. To be able to trade the Shares on Nasdaq Copenhagen investors will need to transfer their shares to VP Securities' securities system. Conversely, shares acquired through trading on either Oslo Børs or Nasdaq Copenhagen will need to be transferred to VP Securities' or VPS' securities system, respectively, in order to be traded on Nasdaq Copenhagen or Oslo Børs, respectively.

The same applies to Existing Shareholders who hold shares traded on Oslo Børs and wish to instead trade their shares on Nasdaq Copenhagen. There are specific requirements for cross-border settlement (i.e., transfer of shares from VPS to VP Securities or vice versa). Such transfers may be subject to fees levied by the settlement parties in accordance with their respective fee schedules. Furthermore, transfers between the securities systems may be restricted during certain periods in relation to corporate actions, for example in connection with record dates for dividend payments or participation in general meetings.

18.5.4 Delisting

Following and subject to completion of the Offering and the Admission, the Company intends to initiate and to apply for the Shares to be delisted from Oslo Børs, which is subject to, among other things, approval by the requisite majority of Company's general meeting and Oslo Børs. Whether the contemplated delisting will actually take place, and if so, the exact timing of it, is not yet known.

18.6 Exercise of shareholders rights by holders of share entitlements

The Shares have their primary registration in VPS' securities system. In order to enable trading on Nasdaq Copenhagen for the Shares, such Shares must be registered with VP Securities in the form of share entitlements, i.e. a corresponding number of Shares that represent share entitlements issued with the Danish Central Securities Depositary operated by VP Securities.

For those beneficial owners who hold Shares in the form of share entitlements, via an account holding institution through VP Securities in a nominee account, those beneficial owners can give instructions as to the exercise of share rights to the account holding institution (subject to the terms of the agreement between the account holding institution and the beneficial owner). Holders of share entitlements whose book entry interests representing Shares are credited to a segregated account in VP Securities via an account holding institution in VP Securities can give their instructions to VP Securities through the relevant account holding institution or through the relevant intermediary. Those instructions will then be passed through the custody chain via VP Securities and (where relevant) the share rights will be exercised in accordance with the instructions given by the holder of share entitlements subject to the rules and procedures of VPS. Beneficial owners who wish to attend general meetings of the Company and vote on their Shares must obtain a form of corporate representative or sub-proxy from DNB, via their broker or account holding institution in VP Securities.

Certain corporate actions that are carried out in VPS which enable beneficial owners to exercise share rights may not be possible to replicate in VP Securities due to technical differences between the systems. Consequently, the Company may not be able to carry out certain corporate actions, e.g. distribution of dividends in kind, or these may be delayed with respect to holders of share entitlements registered in VP Securities.

Investors who will receive share entitlements are advised that exercising the shareholder rights attached to the Shares will differ from the manner of exercise of shareholder rights ordinarily attached to shares in Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen. Further, prospective investors should note that owning Shares in the form of share entitlements and/or exercising shareholder rights attached thereto may entail additional fees or other expenses compared to owning shares in other Danish companies with shares admitted to trading and official listing on Nasdaq Copenhagen.

Any dividend payments for Shares registered in the form of share entitlements book-entered in the VP Securities will be administered by VP Securities subsequent to receipt of the dividend by VPS.

From the Company, dividends may be declared and paid in any currency or currencies that the general meeting of shareholders of the Company may determine, using an exchange rate selected by the general meeting of shareholders of the Company for any currency conversions required. However, any dividends will likely be declared and distributed in NOK. Any dividends distributed in another currency than DKK will prior to distribution to holders of share entitlements book-entered in the VP Securities be converted into DKK. Consequently, prospective investors should be advised that any fluctuation in exchange rates between NOK (or another currency other than NOK in which dividends will be distributed in the determination of the general meeting of shareholders of the Company) and DKK is at the risk of holders of share entitlements.

In addition, holders of share entitlements through VP Securities may experience a delay between the time of the Company's distribution of dividends through VPS and the time of distribution in DKK through VP Securities to the respective holders of share entitlements. Further, during the period between the dividend record date and the time of distribution in DKK to the holders of share entitlements through VP Securities, transfers of Shares between VPS and VP Securities may be restricted.

19. DANISH AND NORWEGIAN TAXATION

19.1 Norwegian taxation

19.1.1 Introduction

The tax legislation in the Company's jurisdiction of incorporation and the tax legislation in the jurisdiction in which the shareholders are resident for tax purposes may have an impact on the income received from the Shares.

The summary regarding Norwegian taxation set out in this section 19.1 "*Danish and Norwegian taxation - Norwegian taxation*" *is based on the laws in force in Norway as of the date of this Prospectus, which may be subject to any changes in law, administrative practice or interpretation occurring after such date. Such changes could possibly be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be residents in Norway for tax purposes (under domestic tax law or under tax treaties) should specifically consult with and rely upon their own tax advisers with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.*

As will be evident from the description, the taxation will differ depending on whether the shareholder is a limited liability company or a natural person. The description regarding the taxation of limited liability companies is based on the assumption that the Company is tax resident and genuinely established in Denmark for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

19.1.2 Taxation of dividends

19.1.2.1 Norwegian Personal Shareholders

Dividends received by shareholders who are natural persons resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income currently at a rate of 22%, to the extent the dividends exceed a statutory tax-free allowance (in Norwegian: *skjermingsfradrag*). The taxable amount is multiplied by a factor of 1.72, resulting in an effective tax rate of 37.84% (22% x 1.72).

The tax-free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk-free interest rate based on the effective rate of interest on treasury bills (in Norwegian: *statskasseveksler*) with three-month maturity plus 0.5 percentage points, after tax. The risk-free interest rate for 2022 was 1.7%.

The tax-free allowance is calculated for each calendar year and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year. Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated tax-free allowance related to the year of the transfer when determining the taxable amount in the year of transfer. Any part of the calculated tax-free allowance one year that exceeds the dividend distributed on a share ("excess allowance") can be carried forward and set off against future dividends received on, or gains upon realization of, the same share.

Norwegian Personal Shareholders can hold the shares through a Norwegian share savings account (in Norwegian: *Aksjesparekonto*). Dividends received on shares held through a share savings account will not be taxed with immediate effect. Instead, withdrawal of funds from the share savings account exceeding the paid in deposit will be regarded as taxable income, regardless of whether the funds are derived from gains or dividends related to the shares held in the account. Such income will be taxed with an effective tax rate of 37.84%, cf. the description above concerning taxation of dividends.

When investing through share saving accounts, the tax-fee allowance is calculated based on the lowest paid in deposit in the account during the income year, plus any unused tax-free allowance from previous years. The tax-free allowance can only be deducted to reduce taxable income and cannot increase or produce a deductible loss. Any excess allowance can be carried forward and set off against future withdrawals from the account.

19.1.2.2 Norwegian Corporate Shareholders

Pursuant to the Norwegian participation exemption method (in Norwegian: *fritaksmetoden*), shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are largely exempt from tax on dividends distributed from the Company. However, unless the Norwegian Corporate Shareholder holds more than 90% of the shares and the voting rights of the Company, 3% of the dividend income distributed to the Norwegian Corporate Shareholder is taxable as ordinary income at a rate of 22%. This results in an effective tax rate of 0.66% (22% x 3%).

For Norwegian Corporate Shareholders that are considered to be "Financial Institutions" under the Norwegian financial activity tax, the effective rate of taxation for dividends is 0.75%, if comprised by the Norwegian participation exemption method.

19.1.3 Taxation of capital gains on realization of shares

19.1.3.1 Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through disposal of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is currently taxable at a rate of 22%. However, the taxable capital gain (after the tax-free allowance reduction, cf. below) or tax-deductible loss shall be adjusted by a factor of 1.72, resulting in a marginal effective tax rate of 37.84%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realization of the share. Norwegian Personal Shareholders are entitled to deduct a statutory tax-free allowance from any capital gain, provided that such allowance has not already been used to reduce taxable dividend income. See section 19.1.2.1 *"Danish and Norwegian taxation - Norwegian taxation - Taxation of dividends - Norwegian Personal Shareholders*" above for a description of the calculation of the tax-free allowance. The allowance may only be deducted to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e., any unused allowance exceeding the capital gain upon the realizations of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Gains derived upon the realization of shares held through a share saving account will be exempt from immediate Norwegian taxation and losses will not be tax deductible. Instead, withdrawal of funds from the share saving account exceeding the Norwegian Personal Shareholder's paid in deposit, will be regarded as taxable income, subject to tax at an effective tax rate of 37.84% (see section 19.1.2.1 *"Danish and Norwegian taxation - Norwegian taxation - Taxation of dividends - Norwegian Personal Shareholders*" above for more information regarding share saving accounts).

19.1.3.2 Norwegian Corporate Shareholders

Pursuant to the Norwegian participation exemption method (in Norwegian: *fritaksmetoden*), Norwegian Corporate Shareholders are generally exempt from tax on capital gains derived from the realization of shares. Correspondingly, losses upon the realization and costs incurred in connection with the purchase and realization of such shares are not deductible for tax purposes.

19.1.3.3 Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless the shares held by the Non-Norwegian Personal Shareholder are, in effect, connected to business activities carried out in or managed from Norway, or the shares are held by a Non-Norwegian Personal Shareholder who has been a resident of Norway for tax purposes with unsettled/postponed exit tax calculated on the shares at the time of cessation of Norwegian tax residency.

19.1.3.4 Non-Norwegian Corporate Shareholders

Capital gains derived from the sale or other realization of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway unless the shares held by the Non-Norwegian Corporate Shareholder are, in effect, connected with business activities carried out in or managed from Norway.

19.1.4 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 1% of the value assessed exceeding NOK 1,700,000. For net wealth exceeding NOK 20,000,000, the marginal net wealth tax rate is 1.1%. The value for assessment purposes for listed shares is currently equal to 80% of the listed value as of 1 January in the year of assessment (i.e. the year following the relevant financial year). The value of debt allocated to the listed shares is for Norwegian wealth tax purposes reduced correspondingly (i.e. to 80%).

Norwegian Corporate Shareholders are not subject to net wealth tax.

Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders may, however, be liable for Norwegian net wealth tax if the shareholding is, in effect, connected to business activities carried out in or managed from Norway.

19.1.5 VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares

19.1.6 Inheritance tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

19.2 The Company is subject to double taxation and both U.S. and Danish withholding tax on dividends

19.2.1.1 Background

Asetek Danmark A/S (today 100% owned by Asetek Holdings, Inc.) was incorporated in Denmark in February 2000 with the purpose of creating the formal framework for developing, manufacturing and selling liquid computer cooling products and services. In 2006, Asetek Danmark A/S established a sales and marketing subsidiary in the U.S., Asetek USA, Inc.

On 13 August 2008, in an effort to make Asetek Danmark A/S more appealing to U.S. venture capital investors, Asetek Holdings, Inc. was founded in Delaware with offices in California. On 12 September 2008, the original shareholders exchanged their shares in Asetek Danmark A/S with shares in Asetek Holdings, Inc. in a tax-free reorganization, i.e., at this point in time, Asetek Holdings, Inc. became the ultimate parent company of the Asetek Group.

In January 2013, the Company acquired Asetek Holdings, Inc. An exchange of shares was concluded on 13 February 2013, when the shareholders of Asetek Holdings, Inc. transferred their shares in Asetek Holdings, Inc. to the Company in exchange for shares in the Company. The purpose was to maintain the newly established holding company, the Company, as the ultimate parent company of the Group.

It was required to have a Danish and not a U.S. company as the ultimate parent company in order for the Group to become listed on Oslo Børs via the listing of the Company. In March 2013, the Company completed an initial public offering of the shares on Oslo Børs.

From a U.S. perspective, the exchange of shares was considered a so-called 'inversion' transaction. The inversion rules were triggered as Asetek A/S was incorporated in Denmark and more than 80% of the shareholders of the Company, after the exchange of shares was carried out on 13 February 2013, had been shareholders in Asetek Holdings, Inc. before the exchange of shares.

19.2.1.2 Consequences of the exchange of shares

The consequence of the fact that the exchange of shares qualifies as an 'inversion' transaction, is that Asetek A/S is considered a domestic company for U.S. tax purposes, despite the Company being incorporated in Denmark, and as a Danish company for Danish tax purposes, creating potential double taxation issues. The Company is thus subject to both U.S. corporate taxation and Danish taxation on its income. Dividends from the Company are subject to withholding taxes under both U.S. and Danish withholding tax rules, see section 1.1.3.4 *"Risk Factors - Risk Factors relating to the Company - Risk Factors relating to the Group's financing - Risk related to tax"*.

19.3 Danish taxation

19.3.1 Introduction

The following is a summary of certain Danish income tax considerations relating to the Shares. The Danish tax legislation as well as the tax legislation of investors' member state may have an impact on the income received from the Shares.

The summary is for general information only and does not purport to constitute exhaustive tax or legal advice. It is specifically noted that the summary does not address all possible tax consequences relating to the Offering and the Shares. The summary is based solely upon the tax laws of Denmark in effect on the date of this Prospectus. Danish tax laws may be subject to change, possibly with retroactive effect.

The summary does not cover investors to whom special tax rules apply, and, therefore, may not be relevant, for example, to investors subject to the Danish Tax on Pension Yields Act (i.e., pension savings), professional investors, certain institutional investors, insurance companies, pension companies, banks and certain other financial companies, stockbrokers, and investors with tax liability on return on pension investments. The summary does not cover taxation of individuals and companies who carry on a business of purchasing and selling shares. The summary only sets out the tax position of the direct owners of the Shares and further assumes that the direct investors are the beneficial owners (as understood in accordance with Danish tax law) of the Shares and any dividends thereon. Sales are assumed to be sales to a third party. For shareholders residing outside Denmark, this summary further assumes that the shareholder does not have a permanent establishment in Denmark.

Several Danish anti-avoidance regulations, including but not limited to the general anti-abuse rule pursuant to section 3 of the Danish Tax Assessments Act (Consolidated Act no. 1735 of August 17, 2021, as amended) exist, and if these were to be applicable this could result in the application of taxes to payments made to such Shareholder or in the denial of benefits as otherwise applicable. The mere purchase and holding of Shares should not in itself result in any adverse tax consequences to the Shareholder. The Danish anti-avoidance regulations are not described in further detail.

Shareholders are advised to consult their tax advisors regarding the applicable tax consequences of the Offering, acquiring, holding, and disposing of the Shares based on their particular circumstances. Shareholders who may be affected by the tax laws of jurisdictions other than Denmark should consult their tax advisors with respect to the tax consequences applicable to their particular circumstances as such consequences may differ significantly from those described herein.

19.3.2 Taxation of Danish tax resident shareholders

Sale of Shares (Individuals)
In 2023, gains from the sale of shares are taxed as share income at a rate of 27% on the first DKK 58,900 (for cohabiting spouses, a total of DKK 117,800) and at a rate of 42% on share income exceeding DKK 58,900 (for cohabiting spouses over DKK 117,800). Such amounts are subject to annual adjustments and include all share income (i.e., all capital gains and dividends derived by the individual or cohabiting spouses, respectively).

Gains and losses on the sale of shares admitted to trading on a regulated market are calculated as the difference between the purchase price and the sales price. The purchase price is generally determined using the average method, which means that each share is considered acquired for a price equivalent to the average acquisition price of all the shareholder's shares in the issuing company.

Losses on the sale of shares admitted to trading on a regulated market can only be offset against other share income deriving from shares admitted to trading on a regulated market, (i.e., received dividends and capital gains on the sale of shares admitted to trading on a regulated market). Unused losses will automatically be offset against a cohabiting spouse's share income deriving from shares admitted to trading on a regulated market and additional losses can be carried forward indefinitely and offset against future share income deriving from shares admitted to trading on a regulated market.

Losses on shares admitted to trading on a regulated market may only be set off against gains and dividends on other shares admitted to trading on a regulated market as outlined above if the Danish Tax Agency has received certain information relating to the acquisition of the shares before expiry of the tax return filing deadline for the income year in which the shares were acquired. This information is normally provided to the Danish Tax Agency by the securities dealer.

Shareholders investing through an investment savings account (Aktiesparekonto)
Gains and losses on shares owned through an investment savings account (in Danish: *Aktiesparekonto*) are taxable according to the mark-to-market principle. According to the mark-to-market principle, each year's taxable gain or loss is calculated as the difference between the market value of the assets in the account at the beginning and end of the tax year plus any dividend received on shares through the investment savings account, adjusted for further deposits on the account and adjusted for withdrawals from the account. Taxation will take place on a mark-to-market principle. Thus, taxation will take place on an accrual basis even if no shares have been disposed of and no gains or losses have been realized. If the shares owned through an investment savings account are sold or otherwise disposed of before the end of the income year, the taxable income of that income year equals the difference between the value of the shares at the beginning of the income year and the realization sum. If the shares owned through an investment savings account are acquired and realized in the same income year, the taxable income equals the difference between the acquisition sum and the value of the shares at the end of the income years.

Any annual gain will be subject to 17% taxation, and any loss may be carried forward but is restricted to offset future income on the investment savings account. Any taxation arising from the mark-to-market principle is not taxed as share income. In 2023, the account is limited to a deposit of DKK 106,600 (the threshold is subject to annual adjustments). Tax is settled by the account institution.

Ownership and sale of Shares (Companies)
For the purpose of taxation of sales of shares made by shareholders, a distinction is made between Subsidiary Shares, Group Shares, Tax-Exempt Portfolio Shares and Taxable Portfolio Shares:

“**Subsidiary Shares**” are generally defined as shares owned by a corporate shareholder holding at least 10% of the nominal share capital of the issuing company.

“**Group Shares**” are generally defined as shares in a company in which the shareholder of the company and the issuing company are subject to Danish joint taxation or fulfil the requirements for international joint taxation under Danish law.

“**Tax-Exempt Portfolio Shares**” are generally defined as shares not admitted to trading on a regulated market owned by a corporate shareholder holding less than 10% of the nominal share capital of the issuing company. As the New Shares will be listed in connection with the Offering and the Existing Shares are listed, the rules on tax-exempt portfolio shares are not applicable to Shares.

“**Taxable Portfolio Shares**” are defined as shares that do not qualify as Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares. The New Shares will be listed in connection with the Offering and will thus qualify as taxable portfolio shares if the shareholder holds less than 10% of the share capital.

Gains or losses on disposals of Subsidiary Shares, Group Shares and Tax-Exempt Portfolio Shares are not included in the taxable income of the shareholder.

Special rules apply with respect to Subsidiary Shares and Group Shares in order to prevent exemption through certain holding company structures just as other anti-avoidance rules may apply. These rules will not be described in further detail.

Capital gains from the Taxable Portfolio Shares admitted to trading on a regulated market are taxable at a rate of 22% irrespective of ownership period. Losses on such shares are deductible.

Gains and losses on Taxable Portfolio Shares admitted to trading on a regulated market are taxable according to the mark-to-market principle which functions as described above.

Special transitional rules apply with respect to the right to offset certain carried forward losses realized before the income year 2010.

A change of status from Subsidiary Shares/Group Shares/Tax-Exempt Portfolio Shares to Taxable Portfolio Shares (or vice versa) is for tax purposes deemed to be a disposal of the shares and a reacquisition of the shares at market value at the time of change of status.

Dividends (Individuals)
Dividends paid to individuals who are tax residents of Denmark are taxed as share income, as described above. All share income must be included when calculating whether the amounts mentioned above are exceeded. Dividends paid to individuals are generally subject to 27% withholding tax.

Dividends for shareholders investing through an investment savings account (Aktiesparekonto)
Dividends paid on shares held through an investment savings account will be taxed according to the same rules as for sale of shares held by shareholders investing through an investment savings account.

Dividends (Companies)
Dividends paid on Taxable Portfolio Shares are subject to the standard corporation tax rate of 22% irrespective of ownership period.

The withholding tax rate is 22%. If the distributing company withholds a higher amount, the shareholder can claim a refund of the excess tax. The amount of excess tax will be credited in the corporate income tax for the year.

Dividends received on Subsidiary Shares and Group Shares are tax-exempt (and exempt from withholding tax) irrespective of ownership period subject to certain anti-avoidance rules that will not be described in further detail.

19.3.3 Taxation of shareholders residing outside Denmark

Sale of Shares (Individuals and Companies)
Shareholders who are not Danish tax residents are normally not subject to Danish taxation on any gains realized on the sale of shares, irrespective of the ownership period, subject to certain anti-avoidance rules that will not be described in further detail.

Dividends (Individuals)
Under Danish law, dividends paid in respect of shares are generally subject to Danish withholding tax at a rate of 27%. If the withholding tax rate applied is higher than the applicable final tax rate for the shareholder, a request for a refund of Danish tax in excess hereof can be made by the shareholder in the following situations:

1. Double taxation treaty

In the event that the shareholder is a tax resident of a state with which Denmark has entered into a double taxation treaty and the shareholder is entitled to the benefits regarding dividend withholding taxation under such treaty, the shareholder may generally, through certain certification procedures, seek a refund from the Danish Tax Agency of the tax withheld in excess of the applicable treaty rate, which is typically 15 %. Denmark has a large network of tax treaties. A shareholder's entitlement to a reduced tax rate under an applicable tax treaty is subject to a Danish anti-avoidance rule that will not be described in further detail.

2. Credit under Danish tax law

If the shareholder holds less than 10% of the nominal share capital of the company, and the competent authority in the state where the shareholder is a resident for tax purposes is required to exchange information with the Danish Tax Agency according to a double tax treaty or an international agreement, convention, or other administrative agreement on assistance in tax matters with Denmark, dividends are subject to a tax at a rate of 15%. If the shareholder is tax resident outside the EU, it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not affect the withholding rate, which is why the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

A request for refund must be attached certain documentation. Information about the required documentation is available on the online platform when filing a claim. When claiming such refund, the shareholder must be able to document, inter alia, (i) that Danish dividend has been received by the shareholder and the amount of this dividend, (ii) that Danish dividend tax has been withheld and the actual amount withheld, (iii) that the shareholder was the beneficial owner of the shares when the dividend distribution was approved, (iv) that the shareholder is liable to pay tax in a country that is not Denmark and (v) that the withheld dividend tax exceeds that of the final tax payable according to the double taxation treaty or that the withheld dividend tax exceeds the final tax payable according to current Danish law.

Generally, a refund of tax withheld in excess of the applicable treaty rate shall be paid within six months following the Danish Tax Agency's receipt of the refund claim, including the necessary documentation. If the refund is paid later than six months after the receipt of the claim, interest will be calculated on the amount of refund. The six-month deadline can be suspended, if the Danish Tax Agency is unable to determine whether the taxpayer is entitled to a refund based on the taxpayer's affairs. If the deadline is suspended accordingly, computation of interest is also suspended.

Dividends for shareholders investing through an investment savings account (Aktiesparekonto)
Any dividend received on shares owned through the investment savings account will be subject to 15% taxation.

For shareholders residing outside Denmark, only dividends paid in respect of shares in Danish companies are included in the taxable amount.

Dividends (Companies)

Dividends received on Subsidiary Shares are exempt from Danish tax (including withholding tax) provided the taxation of the dividends is to be waived or reduced in accordance with the Parent-Subsidiary Directive (2011/96/EU) or in accordance with a tax treaty with the jurisdiction in which the company investor is resident. Further, dividends received on Group Shares – not being Subsidiary Shares – are exempt from Danish tax (including withholding tax) provided the company investor is a resident of the EU or the EEA and provided the taxation of dividends should have been waived or reduced in accordance with the Parent-Subsidiary Directive (2011/96/EU) or in accordance with a tax treaty with the country in which the company investor is resident had the shares been Subsidiary Shares. The aforesaid tax exemption for dividends on Subsidiary Shares and Group Shares is subject to a Danish anti-avoidance rule that will not be described in further detail.

Dividend payments on Taxable Portfolio Shares (and Subsidiary Shares and Group Shares, if not tax-exempt) will be subject to tax at the rate of 22%. However, the applicable withholding rate on such dividends is 27%, meaning that any foreign corporate shareholder can request a refund of at least 5%. Furthermore, the foreign corporate shareholder can make a request for a refund of Danish tax in the following situations:

1. Double taxation treaty

In the event that the shareholder is a resident of a state with which Denmark has entered into a double taxation treaty and the shareholder is entitled to the benefits under such treaty, the shareholder may generally, through certain certification procedures, seek a refund from the Danish Tax Agency of the tax withheld in excess of the applicable treaty rate, which is typically 15%. Denmark has a large network of tax treaties. A shareholder's entitlement to a reduced tax rate under an applicable tax treaty is subject to a Danish anti-avoidance rule that will not be described in further detail.

2. Credit under Danish tax law

If the shareholder holds less than 10% of the nominal share capital in the company and the shareholder is a tax resident in a jurisdiction which has a double taxation treaty or an international agreement, convention or other administrative agreement on assistance in tax according to which the competent authority in the state of the shareholder is obligated to exchange information with Denmark, dividends are generally subject to a tax rate of 15%. If the shareholder is a tax resident outside the EU, it is an additional requirement for eligibility for the 15% tax rate that the shareholder together with related shareholders holds less than 10% of the nominal share capital of the company. Note that the reduced tax rate does not affect the withholding rate, which is why the shareholder must also in this situation claim a refund as described above in order to benefit from the reduced rate.

With respect to payment of refunds and documentation, reference is made to the above description "*Dividends (Individuals)*", which applies equally to corporate shareholders residing outside Denmark.

19.3.4 Danish source taxation of dividend paid to affiliated shareholders resident in certain jurisdiction

For affiliated shareholders (both individuals and companies) resident in jurisdictions on the EU list of non-cooperative jurisdictions for tax purposes, a 44% Danish withholding taxation/source taxation on dividends apply. Under current Danish tax law, the EU list of non-cooperative jurisdictions for tax purposes includes the following jurisdictions: American Samoa, U.S. Virgin Islands, the Republic of Fiji, Guam, Republic of Palau, Panama, the Independent State of Samoa, Republic of Trinidad and Tobago and the Republic of Vanuatu. As of 14 February 2023, the EU list of non-cooperative jurisdictions for tax purposes has been extended with jurisdictions such as Anguilla, the Commonwealth of The Bahamas, British Virgin Islands, Costa Rica, the Marshall Islands, Russian Federation, and the Turks and Caicos Islands. It is expected that these jurisdictions will be covered by the rules on 44% Danish withholding taxation/source taxation on dividends once the Danish tax law has been revised.

If the affiliated shareholder, who is not resident in a jurisdiction on the EU list of non-cooperative jurisdictions for tax purposes, redistributes the dividends to the beneficial owner of the dividend resident in jurisdictions on the EU list of non-cooperative jurisdictions for tax purposes, the rules on 44% Danish withholding taxation/source taxation on dividends still applies. The term "beneficial owner" will not be described in further detail.

19.3.5 Share transfer tax and stamp duties

No Danish share transfer tax or stamp duties are payable on transfer of the Shares.

19.3.6 Withholding tax obligations

An issuer of shares is when distributing dividends subject to Danish withholding tax obligations in accordance with applicable Danish laws.

20. TERMS AND CONDITIONS OF THE OFFERING

20.1 Conditions, offer statistics, expected timetable and action required to apply for the offer

20.1.1 Allocation of Preemptive Rights and Subscription ratio

Each holder of the Company's shares who are registered with VPS at the Record Date as shareholder of the Company will be allocated Preemptive Rights.

For every one (1) Preemptive Right, the Existing Shareholder will be entitled to subscribe for one (1) New Share against payment of the Subscription Price.

Shares traded after 19 April 2023 will be traded as exclusive Preemptive Rights provided that the Shares are traded at a customary two trading days (T+2).

The Preemptive Rights will be credited to and delivered in book-entry form on each Existing Shareholders' VPS accounts on or about 21 April 2023 under ISIN code DK0062492997. The Preemptive Rights will be distributed free of charge to Existing Shareholders.

20.1.2 Rights Trading period and trading in Preemptive Rights

The Preemptive Rights will be tradable and listed on Oslo Børs, a regulated market operated by Oslo Børs ASA during the Rights Trading Period from 24 April 2023 at 9:00 a.m. (CEST) to 2 May 2023 at 4:30 p.m. (CEST) with ticker code "ASTKT", subject to final approval by Oslo Børs.

The Preemptive Rights will only be tradable during part of the Subscription Period. Persons intending to trade in Preemptive Rights should be aware that the trading in, and exercise of, Preemptive Rights by holders who are located in jurisdictions outside Denmark and Norway may be restricted or prohibited by applicable securities laws. See section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*" for a description of such restrictions and prohibitions.

If a holder of Preemptive Rights does not wish to exercise such Preemptive Rights to subscribe for New Shares, such Preemptive Rights may be sold during the Rights Trading Period on Oslo Børs, and a purchaser may use the acquired Preemptive Rights to subscribe for New Shares.

Any Preemptive Rights not exercised during the Subscription Period will lapse with no value, and the holder of such Preemptive Rights will not be entitled to compensation.

20.1.3 Subscription period

The Subscription Period for the New Shares will commence on 24 April 2023 at 9:00 a.m. (CEST) and closes on 8 May 2023 at 4:30 p.m. (CEST). The Subscription Period may not be shortened, but the Board of Directors may extend the Subscription Period if this is required by law as a result of the publication of a supplemental prospectus.

20.1.4 Reduction of subscription

Reduction of subscription is not applicable in connection with the Offering.

20.1.5 Minimum or maximum subscription amounts

In connection with the Offering, the minimum number of New Shares that a holder of Preemptive Rights may subscribe for will be one (1) New Share, requiring the exercise of one (1) Preemptive Right and the payment of the Subscription Price. The number of New Shares that a holder of Preemptive Rights may subscribe for is not capped. However, the number is limited to the number of New Shares that may be subscribed for through the exercise of the Preemptive Rights held or acquired. The number of Remaining Shares that may be subscribed for is not capped.

20.1.6 Announcement of the results of the Offering

The results of the Offering will be communicated in a company announcement expected to be published through Oslo Børs no later than two (2) trading days after the expiry of the Subscription Period (expected to be on 10 May 2023).

The Offering and the Admission will only be completed if and when the New Shares subscribed for are issued by the Company upon registration with the Danish Business Authority, which is expected to take place no later than on 15 May 2023 before listing of the New Shares on Oslo Børs and the Admission, respectively.

20.1.7 Subscription for New Shares

Subscriptions for the New Shares must be made by submitting a correctly completed subscription form, attached hereto as Annex A to either Carnegie or SEB during the Subscription Period, or may, for subscribers who are residents of Norway with a Norwegian personal identification number (in Norwegian "*fødselsnummer*"), be made online as further described below.

Subscriptions for New Shares by subscribers who are not Existing Shareholders must also be made on the subscription form included in Annex A.

Correctly completed application forms must be received by the either Carnegie or SEB at the following address or e-mail address, respectively, or in the case of online subscriptions be registered, no later than 4:30 P.M. (CEST) on 8 May 2023:

Carnegie AS
P.O. Box 6844 Sentrum
N-0106 Oslo
Norway
Tel: +47 22 00 93 60
E-mail: asetek@carnegie.no

Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
P.O. Box 1843 Vika
0123 Oslo
Norway
Tel: +47 21 00 87 05
E-mail: subscription@seb.no

Subscribers who are residents of Norway with a Norwegian personal identification number (In Norwegian "*fødselsnummer*") are encouraged to subscribe for New Shares through the VPS online subscription system (or by following the link on www.carnegie.no/ongoing-prospectuses-and-offerings/ or www.seb.no and which will redirect the subscriber to the VPS online subscription system). All online subscribers must verify that they are Norwegian residents by entering their national identity number (in Norwegian "*fødselsnummer*"). In addition, the VPS online subscription system is only available for individual persons and is not available for legal entities and legal entities must thus submit a subscription form in order to subscribe for New Shares. Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subscription Period.

None of the Company or the Joint Global Coordinators may be held responsible for postal delays, unavailable internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by one of the Joint Global Coordinators. Subscription forms received after the end of the Subscription Period and/or incomplete or incorrect subscription forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Joint Global Coordinators without notice to the subscriber.

Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by one of the Joint Global Coordinators, or in the case of subscriptions through the VPS online subscription system, upon registration of the subscription. The subscriber is responsible for the correctness of the information filled into the subscription form or, in the case of subscriptions through the VPS online subscription system, the online subscription registration.

By signing and submitting a subscription form, or by registration of a subscription in the VPS online subscription system, the subscribers confirm and warrant that they have read this Prospectus and are eligible to subscribe for New Shares under the terms set forth herein.

Subscription for Remaining Shares is permitted. However, in each case, there can be no assurance that Remaining Shares will be allocated for such subscriptions.

Multiple subscriptions (i.e., subscriptions on more than one subscription form) are allowed. Please note, however, that two separate subscription forms submitted by the same subscriber with the same number of New Shares subscribed for on both subscription forms will only be counted once, unless otherwise is explicitly stated in one of the subscription forms. In the case of multiple subscriptions through the VPS online subscription system or subscriptions made both on a subscription form and through the VPS online subscription system, all subscriptions will be counted.

All subscriptions in the Offering will be treated in the same manner regardless of whether the subscription is made by delivery of a subscription form to the Joint Global Coordinators or through the VPS online subscription system.

Exercise instructions without the necessary documentation which originates from a person located in the U.S., or which are postmarked in the U.S. or such other jurisdiction in which it would not be permissible to subscribe for the New Shares, will be deemed to be invalid, and no New Shares will be credited to institutions with addresses in the U.S. or any other jurisdictions in which it would not be permissible to subscribe for the New Shares without the required documentation. The Company and the Joint Global Coordinators reserve the right to reject any exercise of the Preemptive Rights on behalf of persons who fail to present the required documentation and (i) who for acceptance or delivery of New Shares indicate an address in the U.S. or any other jurisdiction in which it would not be permissible to subscribe for the New Shares; (ii) who cannot show or prove that they are not in the U.S. or any other jurisdiction in which it would not be permissible to subscribe for the New Shares; (iii) who act on behalf of persons in the U.S. or any other jurisdiction in which it would not be permissible to subscribe for the New Shares, unless it is effected on a discretionary basis; or (iv) who, in the opinion of the Company or its agents, have given their exercise instructions or certifications in or sent such instructions or certifications from the U.S. or any other jurisdiction in which it would not be permissible to offer the New Shares. See section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*".

Any holders who exercise their Preemptive Rights will be deemed to have represented that they have complied with all applicable legislation. Custodian institutions exercising Preemptive Rights on behalf of beneficial owners will be deemed to have represented that they have complied with procedures set out in this Prospectus. Neither the Preemptive Rights nor the New Shares have been registered under the U.S. Securities Act of 1933, as amended, (the **''U.S. Securities Act'')** or any state securities legislation in the U.S.

20.1.8 Mandatory Anti-Money Laundering Procedures

Subscribers who are not registered as existing customers of one of the Joint Global Coordinators must verify their identity to one of the Joint Global Coordinator with which the order is placed in accordance with the requirements of applicable anti-money laundering legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the subscription form are exempted, unless verification of identity is requested by a Joint Global Coordinator. Subscribers who have not completed the required verification of identity prior to the expiry of the Subscription Period will not be allocated New Shares.

Furthermore, participation in the Offering is conditional upon the subscriber holding a VPS account. The VPS account number must be stated in the subscription form. VPS accounts can be established with authorised VPS registrars, who can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian FSA. Establishment of a VPS account requires verification of identification to the VPS registrar in accordance with the Anti-Money Laundering Legislation.

20.1.9 Financial intermediaries

20.1.9.1 General

All persons or entities holding Shares or Preemptive Rights through financial intermediaries (e.g., brokers, custodians and nominees) should read this Section 20.1.9. All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the exercise of Preemptive Rights should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder.

Neither the Company nor the Joint Global Coordinators are liable for any action or failure to act by a financial intermediary through which Shares are held.

20.1.9.2 Preemptive Rights

If an Existing Shareholder holds Shares registered through a financial intermediary on the Record Date, the financial intermediary will customarily give the Existing Shareholder details of the aggregate number of Preemptive Rights to which it will be entitled. The relevant financial intermediary will customarily supply each Existing Shareholder with this information in accordance with its usual customer relations procedures. Existing Shareholders holding Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Offering.

Subject to applicable law, Existing Shareholders holding Shares through a financial intermediary may instruct the financial intermediary to sell some or all of their Preemptive Rights, or to purchase additional Preemptive Rights on their behalf. See section 20.7 "*Terms and conditions of the Offering - Transfer restrictions*" for a description of certain restrictions and prohibitions applicable to the sale and purchase of Preemptive Rights in certain jurisdictions outside Denmark and Norway.

Existing Shareholders who hold their Shares through a financial intermediary and who are resident in the United States or jurisdictions where this Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for New Shares ("**Ineligible Shareholders**") will not be entitled to exercise their Preemptive Rights but may, subject to applicable law, instruct their financial intermediary to sell their Preemptive Rights transferred to the financial intermediary. Neither the Company nor the Joint Global Coordinators will sell any Preemptive Rights transferred to financial intermediaries.

20.1.9.3 Subscription Period and period for trading in Preemptive Rights

The time by which notification of exercise instructions for subscription of New Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subscription Period. The same applies for instructions pertaining to trading in Preemptive Rights and the last day of trading in such rights (which accordingly will be a deadline earlier than 2 May 2023 at 4:30 p.m. (CEST). Such deadlines will depend on the financial intermediary. Existing Shareholders who hold their Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to deadlines.

20.1.9.4 Subscription

Any Existing Shareholder who is not an Ineligible Shareholder and who holds its Preemptive Rights through a financial intermediary and wishes to exercise its Preemptive Rights, should instruct its financial intermediary in accordance with the instructions received from such financial intermediary. The financial intermediary will be responsible for collecting exercise instructions from the Existing Shareholders and for informing the Joint Global Coordinators of such exercise instructions.

A person or entity who has acquired Preemptive Rights that are held through a financial intermediary should contact the relevant financial intermediary for instructions on how to exercise the Preemptive Rights.

See section 20.7 "*Terms and conditions of the offering - Transfer restrictions*" below for a description of certain restrictions and prohibitions applicable to the exercise of Preemptive Rights in certain jurisdictions outside Norway.

20.1.9.5 Method of payment

Any Existing Shareholder who holds its Preemptive Rights through a financial intermediary should pay the Subscription Price for the New Shares that are allocated to it in accordance with the instructions received from the financial intermediary. The financial intermediary must pay the Subscription Price in accordance with the instructions in this Prospectus. Payment by the financial intermediary for the New Shares must be made to the Joint Global Coordinators no later than the Payment Date (as defined below). Accordingly, financial intermediaries may require payment to be provided to them prior to the Payment Date.

20.1.10 Allocation of the New Shares

Allocation of the New Shares will take place on or about 10 May 2023 in accordance with the following criteria:

i. Firstly, New Shares will be allocated in accordance with granted and acquired Preemptive Rights to subscribers who have validly exercised Preemptive Rights during the Subscription Period. One (1) Preemptive Right will give the right to subscribe for and be allocated one (1) New Share in the Offering.

ii. Secondly, any Remaining Shares following the allocation under item i above shall be allocated to any Remaining Share Subscriptions by Guarantors who are not Existing Shareholders up to their guarantee commitment of such Guarantor. In case of oversubscription, the Remaining Shares will be allocated among such Guarantors who are not Existing Shareholders pro rata to the size of their respective guarantee commitment.

iii. Thirdly, any further Remaining Shares following the allocation under item i and ii above will be allocated to any Remaining Share Subscriptions by Existing Shareholders (including Guarantors who are Existing Shareholders) or to other investors who have made binding undertakings to subscribe for the Remaining Shares according to the subscription form in Annex A before the expiry of the Subscription Period. In case of oversubscription, the Remaining Shares will be allocated among such investors pro rata to the size of their respective subscription.

iv. Finally, any further Remaining Shares following the allocation under item i, ii, and iii above will be allocated in respect of guarantee commitments by Guarantors pro rata to their respective guarantee commitments less any Remaining Shares allocated to such Guarantors pursuant to item ii or iii above (and in case of oversubscription, the Remaining Shares will be allocated among them pro rata to the size of their guarantee commitments less any Remaining Shares allocated to such Guarantors pursuant to item ii and iii above).

No fractional New Shares will be allocated. The Company reserves the right to round off, reject or reduce any subscription for New Shares not covered by Preemptive Rights and will only allocate such New Shares to the extent that New Shares are available.

Allocation of fewer New Shares than subscribed for by a subscriber will not impact the subscriber’s obligation to pay for the number of New Shares allocated.

Notification of allocated New Shares are expected to be distributed through the VPS on or about 10 May 2023. Subscribers having access to investor services through their VPS account manager will be able to check the number of New Shares allocated to them from noon (CEST) 10 May 2023. Subscribers who do not have access to investor services through their VPS account manager may contact the Joint Global Coordinators (Carnegie on telephone number +47 22 00 93 60 or SEB on +47 23 26 80 20 from noon (CEST) on 10 May 2023) to obtain information about the number of New Shares allocated to them.

The New Shares may not be transferred or traded before they have been fully paid by all subscribers and the share capital increase pertaining to the Offering has been registered with the Danish Business Authority. Subject to timely payment of the aggregate subscription amount in the Offering, it is expected that the Company's new share capital following the Offering will be registered with the Danish Business Authority on or about 15 May 2023 and that New Shares will be delivered to subscribers to whom they are allocated on or about the same date. Subject to the aforementioned, the New Shares are expected to be tradable on Oslo Børs on or about 16 May 2023.

20.1.11 Payment for the New Shares

The payment for New Shares allocated to a subscriber falls due on or about 12 May 2023 (the "**Payment Date**"). Payment must be made in accordance with the requirements set out in Section 20.1.11.1 "*Terms and conditions of the Offering - Conditions, offer statistics, expected timetable and action required to apply for the offer - Payment of the New Shares - Subscribers who have a Norwegian bank account*" or Section 20.1.11.2 "*Terms and conditions of the Offering - Conditions, offer statistics, expected timetable and action required to apply for the offer - Payment of the New Shares - Subscribers who do not have a Norwegian bank account*".

20.1.11.1 Subscribers who have a Norwegian bank account

Subscribers who have a Norwegian bank account must, and will by signing the subscription form or by the online subscription registration for subscriptions through the VPS online subscription system, provide Carnegie with a one-time irrevocable authorization to debit a specified Norwegian bank account for the amount payable for the New Shares which are allocated to the subscriber.

The specified bank account is expected to be debited on or after the Payment Date. Carnegie is only authorized to debit such account once, but reserves the right to make up to three debit attempts, and the authorization will be valid for up to seven working days after the Payment Date.

The subscriber furthermore authorizes Carnegie to obtain confirmation from the subscriber's bank that the subscriber has the right to dispose over the specified account and that there are sufficient funds in the account to cover the payment.

If there are insufficient funds in a subscriber's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made pursuant to the authorization from the subscriber, the subscriber's obligation to pay for the New Shares will be deemed overdue.

Payment by direct debiting is a service that banks in Norway provide in cooperation. In the relationship between the subscriber and the subscriber's bank, the standard terms and conditions for "Payment by Direct Debiting – Securities Trading" will apply.

20.1.11.2 Subscribers who do not have a Norwegian bank account

Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the New Shares allocated to them is made on or before the Payment Date.

Prior to any such payment being made, the subscriber must contact Carnegie or SEB on telephone number +47 22 00 93 60 or +47 23 26 80 20, respectively, for further details and instructions.

20.1.12 Delivery of the New Shares

Subject to timely payment of the entire subscription amount in the Offering, the Company expects that the share capital increase pertaining to the Offering will be registered with the Danish Business Authority on or about 15 May 2023 and that the New Shares will be delivered to the VPS accounts of the subscribers to whom they are allocated on or about the next day (i.e. 16 May 2023). The final deadline for registration of the share capital increase pertaining to the Offering with the Danish Business Authority, and, hence, for the delivery of the New Shares, is, pursuant to the Danish Companies Act, two weeks from the expiry of the Subscription Period (i.e. two weeks from 8 May 2023).

20.1.13 Withdrawal or suspension of the Offering and termination of the Engagement Letter

The Offering may be withdrawn by the Company before registration of the capital increase relating to the New Shares with the Danish Business Authority.

If the Offering is withdrawn, any exercise of Preemptive Rights that has already taken place will be cancelled automatically. The subscription amount for the New Shares will be refunded (less any transaction costs) to the last registered owner of the New Shares as of the date of such withdrawal. All Preemptive Rights will lapse, and no New Shares will be issued.

Trades of Preemptive Rights executed during the Rights Trading Period will, however, not be affected. Consequently, investors who have acquired Preemptive Rights will incur a loss corresponding to the purchase price of the Preemptive Rights and any transaction costs.

Investors who have acquired New Shares will receive a refund of the subscription amount for the New Shares (less any transaction costs). Consequently, investors who have acquired New Shares may incur a loss corresponding to the difference between the purchase price and the Subscription Price of the New Shares and any related transaction costs.

The Joint Global Coordinators are entitled to terminate the Engagement Letter. The Engagement Letter also contains conditions for completion, which the Company believes to be customary for offerings such as the Offering, and the completion of the Offering pursuant to the Engagement Letter is subject to compliance with all such conditions in the Engagement Letter. If one or more conditions for completion are not met, the Joint Global Coordinators may terminate the Engagement Letter which may accordingly require that the Company withdraws the Offering.

The Company is not liable for any losses that investors may suffer as a result of withdrawal of the Offering including, but not limited to, any transaction costs or lost interest.

A withdrawal of the Offering will be announced as a company announcement through Oslo Børs. With respect to risks related to withdrawal of the Offering, see section 1.1.3.3 *"Risk Factors - The Offering may not be completed and may be withdrawn".*

20.1.14 Withdrawal of applications for subscription

Instructions to exercise Preemptive Rights related to the New Shares are irrevocable, except that in the event of any material changes in connection with the information in this Prospectus which may affect the evaluation of the Preemptive Rights, the New Shares or the Existing Shares, which occur or are ascertained between the time of approval of this Prospectus and the final completion of the Offering or the commencement of trading on Oslo Børs, will be published as a supplement pursuant to applicable rules and legislation in Denmark. Investors who have accepted to exercise Preemptive Rights prior to publication of the supplement will be entitled to withdraw their acceptance for two (2) business days after the publication of such supplement.

20.1.15 NCI code and LEI number

In order to participate in the Offering, subscribers will need a global identification code. Physical persons will need a so-called National Client Identifier ("**NCI**") and legal entities will need a so-called Legal Entity Identifier ("**LEI**"). Investors who do not already have an NCI or LEI, as applicable, must obtain such codes in time for the application in order to participate in the Offering.

Physical persons need a NCI code to participate in a financial market transaction. For physical persons with only a Norwegian citizenship, the NCI code is the 11-digit personal ID (in Norwegian: *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Subscribers are encouraged to contact their bank for further information.

LEI is a mandatory number for all companies investing in the financial market from January 2018. A LEI is a 20-character identifier that identifies distinct legal entities that engage in financial transactions. The Global Legal Identifier Foundation is not directly issuing LEIs, but instead it delegates this responsibility to Local Operating Units ("**LOU**").

Norwegian companies can apply for a LEI number through the website https://no.nordlei.org/.

Non-Norwegian companies can find a complete list of LOUs on the website https://www.gleif.org/en/about-lei/get-anlei-find-lei-issuing-organizations.

20.1.16 Publication of information relating to the Offering

The Company will use Oslo Børs' information system to publish information relating to the Offering.

20.2 Plan of distribution and allotment

There is no pre-allotment of New Shares. The New Shares may be subscribed for by the Existing Shareholders of the Company according to the Preemptive Rights allocated.

New Shares which have not been subscribed for by the Existing Shareholders before the expiry of the Subscription Period (Remaining Shares) may, without compensation to the holders of unexercised Preemptive Rights, be subscribed for by Existing Shareholders or other persons, who have made binding undertakings to subscribe for the Remaining Shares according to the subscription form in Annex A before the expiry of the Subscription Period.

20.2.1 Intentions of major shareholders and members of the Board of Directors and the Executive Management Board with regard to subscription of New Shares

The Company has entered into agreements with certain major shareholder (Arbejdsmarkedets Tillægspension (ATP) and Funds managed by SEB Investment Management AB) who have agreed to exercise of Preemptive Rights and subscribe for their pro rata right, subject to certain conditions. They will both subscribe for more than 5% of the Offering. Further, the Company has entered into agreements with certain members of the Board of Directors, the Executive Management and the Key Employees regarding the subscription of New Shares through the exercise of Preemptive Rights and/or guarantee commitments for an aggregate subscription amount of DKK 6 million (see section 20.6.3 *"Terms and conditions of the offering - Placing and underwriting - Advance undertakings and underwriting"*).

Some Guarantors may subscribe for more than 5% of the Offering if their full Subscription Commitments are called upon. They are Formue Nord Markedsneutral A/S, Frederik Lundgren, Friheden Invest A/S and Wilhelm Risberg.

20.3 Interest of natural and legal persons involved in the issue/offer

Except for Jamie Jamieson and Brian Park, all members of the Board of Directors, the Executive Management and Key Employees are shareholders, directly or indirectly, in the Company and have undertaken to exercise their Preemptive Rights in whole or in part and/or have undertaken to guarantee the subscription of a number of Remaining Shares, and therefore have an interest in the Offering. Both the CEO and the CFO has their annual performance bonus tied up to the Rights Issue being successfully carried out. Thus, if the Rights Issue is successful the CEO and CFO is entitled to receive full bonus but the net proceeds from such bonus must be used to subscribe for shares in the Offering Thus, they have an interest in the Offering.

Subject to the satisfaction of certain conditions in the Subscription Commitments, the Guarantors have undertaken to subscribe for any New Shares that have not been subscribed for by the holders of the Preemptive Rights. Some of the Guarantors are shareholders, directly or indirectly, in the Company, and therefore have an interest in the Offering. The Joint Global Coordinators and its respective affiliates have from time to time been engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or any of the Company's respective related parties. With respect to other of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Joint Global Coordinators have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with the interests of shareholders, prospective investors and the Company. In particular, the Joint Global Coordinators are parties to an engagement letter pursuant to which the Joint Global Coordinators are entitled to fees relating to the Offering. See section 20.6.2 "*Terms and conditions of the offering - Placing and underwriting - Engagement Letter*". Additionally, SEB's funds manager SEB Investment Management AB is a major shareholder and has undertaken to subscribe for its pro rata shareholding in the offering, see section 20.6.3 *"Terms and conditions of the offering - Placing and underwriting - Advance undertakings and underwriting"*, and therefore have an interest in the Offering.

In addition, in the ordinary course of business the Joint Global Coordinators and its respective affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. The Joint Global Coordinators and its respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. Certain senior staff members employed by the Joint Global Coordinators has personal shareholdings in the Company, including Jens Valeur, Head of ECM Denmark in SEB who has a personal shareholding of 130,000 Shares as at the date of this Prospectus, and who has been involved in the Offering. In addition, Maria Hjorth's spouse is a senior staff member at SEB and has a personal shareholding in the Company.

The Company is not aware of any other potential interests, including conflicting ones, of natural or legal persons involved in the Offering that may have a material interest in the Offering.

20.4 Subscription Price

The New Shares are offered at the Subscription Price of NOK 3 per New Share (excluding fees, if any, from the investor's own custodian bank or brokers).

20.5 Completion of the Offering

The Offering will only be completed if and when the New Shares subscribed for are issued by the Company upon registration with the Danish Business Authority, which is expected to take place no later than on 15 May 2023 before listing of the New Shares. A company announcement concerning the results of the Offering is expected to be disclosed no later than two (2) trading days after the expiry of the Subscription Period (expected to be on 8 May 2023).

20.5.1 Expected timetable of principal events

The following table presents the expected timetable of principal events:

Publication of Prospectus	18 April 2023
Last trading day in Existing Shares including Preemptive Rights[26]	19 April 2023
First day of trading in Existing Shares excluding Preemptive Rights	20 April 2023
Record Date of Preemptive Rights[1)]	21 April 2023
Rights Trading Period on Oslo Børs commences	24 April 2023 at 9:00 a.m. (CEST)
Subscription Period for New Shares commences	24 April 2023 at 9:00 a.m. (CEST)

[26] Trading in Shares after the last trading day in Existing Shares including Preemptive Rights on 19 April 2023 will be exclusive of rights to receive Preemptive Rights for the buyer.

Rights Trading Period on Oslo Børs closes	2 May 2023 at 4:30 p.m. (CEST)
Subscription Period for the New Shares closes	8 May 2023 at 4:30 p.m. (CEST)
Expected publication of result of the Offering	10 May 2023
Allocation of New Shares not subscribed for by exercise of Preemptive Rights (the Remaining Shares)	10 May 2023
Payment Date	12 May 2023
Registration of the share capital increase regarding the New Shares with the Danish Business Authority	On or about 15 May 2023
Delivery of the New Shares	On or about 16 May 2023
First day of trading and listing of the New Shares on Oslo Børs	On or about 16 May 2023
First day of trading and official listing of the Shares on Nasdaq Copenhagen	On or about 17 May 2023

The above timetable is subject to change. Note that the Subscription Period cannot be shortened, but the Board of Directors may extend the Subscription Period if this is required by law as a result of the publication of a supplemental prospectus. In the event of an extension of the Subscription Period, the allocation date, the Payment Date, the delivery of New Shares and the first day of trading on Oslo Børs and Nasdaq Copenhagen, respectively, will be changed accordingly. Any changes will be announced via Oslo Børs.

20.6 Placing and underwriting

20.6.1 Joint Global Coordinators

The Offering is coordinated by SEB and Carnegie, which act as the Joint Global Coordinators of the Offering.

20.6.2 Engagement Letter

Pursuant to the Engagement Letter, the Company undertaken to indemnify the Joint Global Coordinators for certain potential liability obligations related to the Offering. The Offering is not underwritten by the Joint Global Coordinators.

The Engagement Letter contains closing conditions which the Company believes are customary for offerings such as the Offering and the closing of the Offering is dependent on compliance with all of the conditions set forth in the Engagement Letter. The Joint Global Coordinators may, at their own discretion, terminate the Engagement Letter, which may accordingly require the Company to withdraw the Offering. See section 20.1.13, *"Terms and conditions of the offering - Conditions, offer statistics, expected timetable and action required to apply for the offer - Withdrawal of applications for subscription*".

20.6.3 Advance undertakings and underwriting

The Offering is fully underwritten, subject to the satisfaction of certain conditions set out in separate advance subscription commitments and guarantee undertakings dated on 7 March 2023 or 13 April 2023 and entered into between the Company and each of the Guarantors comprising a number of Existing Shareholders, investors and certain current or expected members of the Company's Board of Directors, Executive Management and Key Employees. On the terms and conditions of the Subscription Commitments, the respective Guarantors have thus undertaken to exercise Preemptive Rights and/or to subscribe for any Remaining Shares for aggregate gross proceeds of approximately DKK 140 million.

Certain Guarantors (Arbejdsmarkedets Tillægspension (ATP) and a member of the Executive Management) have undertaken to exercise all Preemptive rights granted to them in connection with the Offering up to a maximum amount agreed with the individual Guarantor.

One Guarantor (Funds managed by SEB Investment Management AB) has undertaken to subscribe for New Shares equal to its pro rata shareholding at the time of completion of the Offering (not maximized to any specific amount). However, Funds managed by SEB Investment Management AB is only obligated to maintain shares in the Company; provided it is in compliance with its investment strategy, as such, Funds managed by SEB Investment Management AB may potentially sell some or all its shares before completion of the Offering.

Also, Investeringsselskabet Artha Responsible A/S have undertaken to underwrite between DKK 3,830,000 and DKK 6 million New Shares in the Offering. Their underwriting is determined as the residual value to ensure that the Offering is fully underwritten, mainly due to Funds managed by SEB Investment Management AB option to sell shares, as described above.

The Guarantors and committed amounts to subscribe for New Shares through the exercise of Preemptive Rights or guarantee undertakings are as follows:

Guarantor	**Address**	**Commitment amount[27]**
Anavio Equity Capital Markets Master Fund Ltd.	11a Regents Street London, SW1Y 4LR United Kingdom	DKK 2,000,000
Arbejdsmarkedets Tillægspension (ATP)	C/O Økonomisektionen Kongens Vænge 8 3400 Hillerød Denmark	Pro rata
Buntel AB	Ingmar Bergmans gata 2 114 34, Stockholm Sweden	DKK 6,500,000
Certain Key Employees, members of the Board of Directors and the Executive Management	N/A	DKK 5,450,000 and pro rata
Dariush Hosseinian	Not included due to privacy	DKK 3,000,000
Exelity AB	Box 16 357 103 26 Stockholm Sweden	DKK 3,000,000
Formue Nord Markedsneutral A/S	Østre Allé 102 9000 Aalborg Denmark	DKK 10,000,000
Frederik Lundgren	Not included due to privacy	DKK 15,000,000
Friheden Invest A/S	Høsterkøbvej 65 2970 Hørsholm Denmark	DKK 25,000,000
Funds Managed By SEB Investment Management AB	Kungsträdgårdsgatan 8 SE-106 40 Stockholm Sweden	Pro rata
Investeringsselskabet Artha Responsible A/S	Strandvejen 58 2900 Hellerup Denmark	DKK 3,880,000
Jakob Ryer	Not included due to privacy	DKK 2,000,000
John Bäck	Not included due to privacy	DKK 3,000,000
Oscar Molse	Not included due to privacy	DKK 4,450,000
Patrick Bergström	Not included due to privacy	DKK 1,150,000
Peter Ahldin	Not included due to privacy	DKK 5,300,000
René Svendsen-Tune	Not included due to privacy	DKK 1,000,000

[27] As at 18 April 2023.

Tellus Equity Partners AB	Skeppargatan 102 115 30 Stockholm Sweden	DKK 2,000,000
Wilhelm Risberg	Not included due to privacy	DKK 15,000,000
Zoar Invest ApS	Skipperalle 3 3480 Fredensborg Denmark	DKK 1,200,000
Total		DKK 108,930,000 and pro rata

As at the date of this Prospectus, the pro rata subscriptions by Guarantors as set out above will amount to approximately DKK 31,070,000.

Under the Subscription Commitments, each Guarantor will receive a fee for the undertaking to underwrite the New Shares of 11% of the amount of their guarantee commitment. If the Offering is not completed, the Guarantors will not receive any fee or other remuneration. Guarantors who are Existing Shareholders will not receive any fee for the undertaking to exercise their Preemptive Rights.

The Company may terminate the Subscription Commitments in its sole discretion, including in the event that the Offering is not completed. The Guarantor's Subscription Commitments expire in the event that the Offering is not completed on or before 30 June 2023. Prior to that date or completion of the Offering, whichever comes first, Arbejdsmarkedets Tillægspension (ATP) has a right to withdraw its commitment before completion of the Offering if there are any material adverse changes to the information contained in the Prospectus which require the publication of a supplement prospectus or any material information, which are capable of affecting the assessment of the New Shares, which arises or is noted prior to the completion of the Offering, not included in the Prospectus. Such termination may mean that the Company has to withdraw the Offering.

Certain Guarantors (or persons related to such Guarantor) have an interest in the Company or a relation to the Company:

- Claus Berner Møller, Vice President, Danish Equities at Arbejdsmarkedets Tillægspension (ATP) is a member of the Company's nomination committee;
- Ib Sønderby, board member of Friheden Invest A/S and chief officer of Zoar Invest ApS, is also a member of the Company's nomination committee;
- and René Svendsen-Tune is to be elected as board member of the Company.

For more information on the Guarantors' interest in the Offering, see section 20.3 "*Terms and conditions of the offering - Interests of natural and legal persons involved in the issue/offer*".

As of the date of this Prospectus, the Group holds 1,256,115 treasury shares equal to 4.6% of the share capital. In connection with the Offering, Preemptive Rights will be allocated to the Company in respect of its treasury shares. Pursuant to the Danish Companies Act, the Company is not allowed to exercise such Preemptive Rights, for which reason the Company may elect to sell the Preemptive Rights allocated to it in respect of its treasury shares.

20.7 Transfer restrictions

The Offering consists of a public offering in Denmark and Norway with Preemptive Rights for the Company's Existing Shareholders.

20.7.1 General restrictions

The Offering is made pursuant to Norwegian law, and neither the Company nor the Joint Global Coordinators have taken any action or will take any action in any jurisdiction, with the exception of Norway and Denmark, which may result in a public offering of the Preemptive Rights and/or the New Shares.

The distribution of this Prospectus and the Offering is restricted by law in certain jurisdictions, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Neither the Company nor the Joint Global Coordinators accept any legal liability for any violation of these restrictions by any person, irrespective of whether such person is an Existing Shareholder or a potential purchaser of Preemptive Rights and/or subscriber of the New Shares.

Further, the Preemptive Rights and the New Shares are subject to transfer and selling restrictions in certain jurisdictions. Potential purchases of Preemptive Rights and/or subscribers of the New Shares must comply with all applicable legislation and regulations in countries or territories in which they acquire, subscribe for, offer, or sell Preemptive Rights and/or New Shares or possess or distribute the Prospectus and must obtain consent, approval, or permission, as required, for the acquisition of New Shares. Persons in whose possession this Prospectus may come are required by the Company and the Joint Global Coordinators to inform themselves about such restrictions and to observe such restrictions.

All investors should examine the tax consequences of an investment in the Preemptive Rights and New Shares through their own advisers. This Prospectus does not constitute an offer or an invitation to purchase any Preemptive Rights or purchase or subscribe for any New Shares in any jurisdiction in which such offer or invitation would be unlawful.

The Prospectus may not be distributed or otherwise made available, the New Shares may not be offered, sold, or subscribed for, directly or indirectly, and the Preemptive Rights may not be offered, sold, acquired, or exercised, directly or indirectly, in any jurisdiction other than Denmark and Norway, unless such distribution, offering, sale, acquisition exercise or subscription is permitted under applicable legislation in the relevant jurisdiction. The Company and the Joint Global Coordinators may request receipt of satisfactory documentation to that effect.

Due to such restrictions under applicable legislation and regulations, the Company expects that some or all investors residing in the U.S., Canada, Australia, Japan and other jurisdictions outside Denmark and Norway may not have the Prospectus distributed to them and may not be able to exercise the Preemptive Rights or subscribe for the New Shares. The Company makes no offer or solicitation to any person under any circumstances that may be unlawful.

The Offering is fully underwritten. Subject to the satisfaction of certain conditions in the Subscription Commitments, any Remaining Shares will be subscribed for by the Guarantors. The Guarantors may sell any Remaining Shares in offshore transactions in compliance with Regulations under the U.S. Securities Act and/or in accordance with other applicable exemptions to the registration requirements of U.S. and other securities laws.

20.7.2 Selling restrictions in the U.S.

The Preemptive Rights and the New Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the U.S. or any other U.S. regulatory authority, nor have any of such regulatory authorities passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the U.S.

Neither the Preemptive Rights nor the New Shares have been, or will be, registered under the U.S. Securities Act or any state securities legislation in the U.S. Accordingly, the Preemptive Rights may not be offered, sold, acquired, or exercised within the U.S., and the New Shares may not be subscribed for, offered, or sold within the U.S., absent an applicable exemption from such laws. The Preemptive Rights and the New Shares have not been, and will not be, registered under the U.S. Securities Act and are only offered and sold outside the U.S. or to, or for the account or benefit of, non-U.S. Persons (as defined in Regulation S) in accordance with Regulation S or in transactions otherwise exempted from, or not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the Offering is governed by Norwegian legislation and requirements and, therefore, any information contained in this Prospectus may not be comparable with information contained in prospectuses of U.S. companies for similar transactions.

Any offering of the Preemptive Rights and the New Shares made in the U.S. will only be made by the Company pursuant to an exemption from the registration requirements of the U.S. Securities Act to a limited number of investors that (i) are qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act ("**QIBs**") and (ii) have executed and delivered an investor representation letter addressed to the Company. Consequently, in the U.S., shareholders and investors who are not QIBs cannot participate in the offer, subscribe for New Shares or exercise Preemptive Rights. In connection with the rights issue, neither SEB nor Carnegie will affect any transactions or induce or attempt to induce the purchase or sale of any security in or into the U.S. The offering of the Preemptive Rights and the New Shares to eligible shareholders in the U.S. will be the sole responsibility of the Company. Banks or other nominees that hold for shareholders in the Company whose holdings on the Record Date are nominee registered must not send this Prospectus or any pre-printed issue statement or application form to shareholders with addresses in, or who are located or resident in, the U.S. without the prior written approval of the Company. Any person in the U.S. that obtains a copy of the Prospectus or any pre-printed issue statement or application form and that is not a QIB is required to disregard them.

Each investor in the U.S. or who is a U.S. person will be deemed to have represented and agreed as follows:

a) The investor (a) is a QIB or a broker-dealer acting for the account of a QIB, (b) is acquiring such Preemptive Rights and/or New Shares for its own account or for the account of a QIB, and (c) is aware that the Preemptive Rights and New Shares are restricted within the meaning of the U.S. Securities Act and may not be deposited into any unrestricted depositary facility, unless at the time of such deposit the Preemptive Rights and New Shares are no longer restricted.

b) The investor is aware that the Preemptive Rights and New Shares have not been and will not be registered under the U.S. Securities Act and are being offered in the U.S. only to QIBs in a transaction not involving any public offering in the U.S. within the meaning of the U.S. Securities Act.

c) The investor understands and agrees that the Preemptive Rights and New Shares may not be offered, sold, pledged or otherwise transferred, except (a) to a person that the seller and any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of another QIB or (b) outside the U.S. in accordance with Regulation S under the U.S. Securities Act of 1933, as amended, or (c) pursuant to an exemption from registration under the U.S. Securities Act, or (d) pursuant to an effective registration statement under the U.S. Securities Act.

20.7.3 Restrictions on sales in the European Economic Area

In relation to each Relevant Member State, no offering of Preemptive Rights or New Shares will be made to the public in any Relevant Member State prior to the publication of a prospectus concerning the Preemptive Rights and the New Shares which has been approved by the competent authority in such Relevant Member State or, where relevant, approved in another Relevant Member State and notified to the competent authority in such Relevant Member State, all pursuant to the Prospectus Regulation, except that an offering of Preemptive Rights and New Shares may be made to the public at any time in such Relevant Member State pursuant to the following exemptions from the Prospectus Regulation:

a) to any legal entity which is a Qualified Investor;
b) to fewer than 150 natural or legal persons other than Qualified Investors, subject to obtaining the prior written consent of the Company and the Joint Global Coordinators; or
c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

In any Relevant Member State, the Prospectus is only addressed to, and is only directed at, investors in such Relevant Member State that fulfil the criteria for exemption from the obligation to publish a prospectus, including Qualified Investors.

For the purposes of the above, the expression an "offer to the public" in relation to Preemptive Rights and New Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering, the Preemptive Rights and the New Shares so as to enable an investor to decide whether to acquire the Preemptive Rights and acquire or subscribe for the New Shares.

20.7.4 Notice to Investors in the U.K.

This Prospectus is only being distributed to, and is only directed at, (i) persons outside the U.K. or (ii) "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**") or (iii) "high net worth companies" and other persons to whom it may lawfully be communicated, falling within the meaning of Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons being "Relevant Persons"). Preemptive Rights and New Shares are only available to Relevant Persons and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such Preemptive Rights or New Shares will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act on or rely upon this Prospectus or any of its contents.

20.7.5 Restrictions on sales in Canada, Australia and Japan and any other jurisdictions outside Denmark and Norway

The Preemptive Rights and the New Shares have not been approved, disapproved or recommended by any foreign regulatory authorities, nor have any of such authorities passed upon or endorsed the merits of the Offering or the accuracy or adequacy of this Prospectus.

This Prospectus may not be distributed or otherwise made available, the New Shares may not be offered, sold or subscribed for, directly or indirectly, and the Preemptive Rights may not be offered, sold, acquired or exercised, directly or indirectly, in Canada, Australia or Japan, unless such distribution, offering, sale, acquisition, exercise or subscription is permitted under applicable legislation in the relevant jurisdiction, and the Company and the Joint Global Coordinators receive satisfactory documentation to that effect.

21. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

21.1 Admission to trading and listing

The Company's Existing Shares have been admitted to trading and listing on Oslo Børs, a regulated market operated by Oslo Børs ASA under the ISIN code DK0060477263. The Company has also applied for admission to trading and official listing on Nasdaq Copenhagen of the Shares after completion of the Offering (which for the purpose of the admission to trading and official listing on Nasdaq Copenhagen shall be in the form of share entitlements).

In connection with the Offering, the Preemptive Rights will be tradable and listed on Oslo Børs during the period from 24 April 2023 at 9:00 a.m. (CEST) to 2 May 2023 at 4:30 p.m. (CEST), subject to final approval by Oslo Børs.

The New Shares may be subscribed for during the period from 24 April 2023 at 9:00 a.m. (CEST) to 8 May 2023 at 4:30 p.m. (CEST). As soon as possible after registration of the New Shares with the Danish Business Authority, expectedly no later than on 15 May 2023, the New Shares will be admitted to trading and listed on Oslo Børs under the ISIN code for the Existing Shares DK0060477263, expectedly no later than on 16 May 2023.

Additionally, application has been made for the Shares (in the form of share entitlements) to be admitted to trading and official listing under the ticker code "ASTK" on Nasdaq Copenhagen, which is a regulated market in accordance with the Prospectus Regulation, after completion of the Offering. The Admission is subject to, among other things, the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect.

The Shares (in the form of share entitlements) are expected to be admitted to trading and official listing on Nasdaq Copenhagen under the existing ISIN code on 17 May 2023.

No market price will be established prior to the first day of trading in the Shares (in the form of share entitlements) on Nasdaq Copenhagen, since there will not be any offering of Shares or other securities to the market in connection with the admission to trading and official listing of the Shares on Nasdaq Copenhagen or any other mechanism for establishing a market price prior to the first day of trading. Instead, the market price will be established through normal pre-opening auction on the first day of trading on Nasdaq Copenhagen.

Following, and subject to, completion of the Offering and the Admission, the Company intends to apply for the Shares to be delisted from Oslo Børs. Delisting of the Shares from Oslo Børs is subject to approval by Oslo Børs and at least 2/3 of the votes cast and of the share capital represented at by the Company's general meeting. The Company cannot give any assurances as to whether and when the Shares will be delisted from Oslo Børs. Until the Shares are delisted from Oslo Børs, the Company will maintain a dual-listing on Oslo Børs and Nasdaq Copenhagen.

Shares held in VP Securities' securities system will be tradeable in the form of share entitlements on Nasdaq Copenhagen. Such shares will need to be transferred to VPS' securities system to be tradeable on Oslo Børs and vice versa. Transfers between securities systems may be subject to fees levied by the settlement parties in accordance with their respective fee schedules. Furthermore, transfers between securities systems may be restricted during certain periods in relation to corporate actions.

21.2 Market making and stabilisation

The Company has entered into a market maker agreement with Carnegie Investment Bank AB (Publ) to ensure liquidity in the Company's shares traded on Nasdaq Copenhagen (in the form of share entitlements).

21.3 Share issuing agent

The Company's Norwegian share issuing agent is: DNB Bank ASA, Registrars department, company registration number 984 851 006, and having its registered address at Dronning Eufemias gate 30, 0191 Oslo, Norway.

22. SELLING SECURITIES HOLDERS

22.1 Shareholders who have indicated that they expect to sell their Shares or Preemptive Rights

There is no selling shareholder as the Offering is structured as an issue of New Shares. The Company has entered into agreements with certain major shareholders with regard to subscription of New Shares through the exercise of all their Preemptive Rights.

23. EXPENSE OF THE ISSUE/OFFER

The estimated costs and expenses payable by the Company related to the Offering are approximately DKK 25 million. The fee to the Joint Global Coordinators is variable and, therefore, the total expenses are subject to the results of the Offering.

Neither the Company nor the Joint Global Coordinators will charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account keeping financial institution.

24. DILUTION

As a result of the Offering, the Company's share capital will be increased. If an Existing Shareholder exercises its Preemptive Rights in full in connection with the Offering, such shareholder's proportionate ownership interest will not be further diluted. If an Existing Shareholder decides not to exercise its Preemptive Rights, such shareholder's proportionate ownership interest will be diluted by 72%.

The net asset value per Share as of 31 March 2023 was DKK 0.2356 (based on the number of Shares that the Company had issued as of such date).

25. ADDITIONAL INFORMATION

Advisers

Joint Global Coordinators:

Skandinaviska Enskilda Banken AB (publ.)
Kungsträdgårdsgatan 8
SE-106 40 Stockholm
Sweden

Carnegie AS
Fjordalleen 16
0250 Oslo
Norway

Legal adviser to the Joint Global Coordinators in matters of Norwegian law in connection with the Offering:

Advokatfirmaet Wiersholm AS
Dokkveien 1, 6. etg.
0250 Oslo
Norway

Legal adviser to the Joint Global Coordinators in matters of Danish law in connection with the Offering:

Gorrissen Federspiel Advokatpartnerselskab
Axeltorv 2
DK-1609 Copenhagen V
Denmark

Legal adviser to the Company in matters of Danish law in connection with the Offering:

Kromann Reumert
Sundkrogsgade 5
2100 Copenhagen
Denmark

Auditors to the Company:

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab
Nobelparken, Jens Chr. Skous Vej 1
8000 Aarhus C
Denmark

26. GLOSSARY

Admission	The admission to trading and official listing of the Shares on Nasdaq Copenhagen A/S (in the form of share entitlements) subsequent to completion of the Offering
APMs	Alternative Performance Measures
AR	Augmented reality
Asetek	The Company together with its consolidated subsidiaries
ASUS	Asustek Computer, Inc.
Board of Directors	The Company's board of directors
B2B	Business to Business
Carnegie	Carnegie AS
Company	Asetek A/S, CVR no. 34880522
Chairman	The chairman of the Board of Directors
Construction Credit Facility	A DKK 100,000,000 construction credit facility dated 15 December 2022 and amended on 4 April 2023 entered into by the Company as borrower and Sydbank as lender
CPU	Central processing unit
Data Center	The Group's data center offering
Danish Capital Markets Act	Danish Consolidated Act No 41 of 13 January 2023 on capital markets, as amended
Danish Companies Act	Danish Consolidated Act No 1451 of 9 November 2022 on public and private limited companies, as amended
Danish Financial Statements Act	Danish Consolidated Act No 1441 of 14 November 2022 on Financial Statements, as amended
Danish FSA	The Danish Financial Supervisory Authority
DNB	DNB Bank ASA
Commission Delegated Regulation	Commission delegated regulation (EU) 2019/980 of March 14, 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004
Engagement Letter	The engagement letter entered into between the Company and the Joint Global Coordinators on 20 December 2022
Equity Incentive Program	A warrant and a stock-option based program adopted by the Group
Existing Shares	The Company's registered share capital of nominal DKK 2,714,722.50 divided into 27,147,225 shares of a nominal value of DKK 0.10 each
Existing Shareholders	Holders of shares in the Company who are registered as shareholders of the Company with the Norwegian Depository
Executive Management	The Company's executive management
Financial Promotion Order	Financial Services and Markets Act 2000 (Financial Promotion) Order 2005
Financial Statements	The audited consolidated financial statements of the Group for the financial years ended 31 December 2022, 2021, and 2020
Group	The Company together with its consolidated subsidiaries
Group Shares	Shares in a company in which the shareholder of the company and the issuing company are subject to Danish joint taxation or fulfil the requirements for international joint taxation under Danish law
GPU	Graphics processing unit
Guarantors	Persons who have undertaken to underwrite the Offering, subject to satisfaction of certain conditions set out in separate advance subscription commitments and guarantee

	undertakings entered into between the Company and a number of Existing Shareholders and other investors, prior to publication of this Prospectus
Ineligible Shareholder	Shareholders resident in the United States and in jurisdictions where the Prospectus may not be distributed and/or with legislation that prohibits or otherwise restricts subscription for New Shares
IT	Information Technology
Joint Global Coordinators	SEB and Carnegie
Key Employees	The key employees of the Group
Nasdaq Copenhagen	Nasdaq Copenhagen, a regulated market operated by Nasdaq Copenhagen A/S
Norwegian Securities Trading Act	Norwegian Act on Securities Trading, Act of 29 June 2007 No. 75. (Nw.: verdipapirhandelloven)
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) resident in Norway
Norwegian FSA	The Norwegian Financial Supervisory Authority of Norway
Norwegian Personal Shareholders	Shareholders who are natural persons resident in Norway
New Shares	The new shares issued in the Offering, to be listed and admitted to trading on Oslo Børs
Liquid Cooling	The Group’s liquid cooling segment within the gaming market
Liquid Cooling Products	The Group’s products for its liquid cooling segment
MIiFID II	EU Directive 2014/65/EU on markets in financial instruments, as amended
MiFID II Product Governance Requirements	Commission Delegated Directive (EU) 2017/593 supplementing MiFID II
Offering	The offering of 71,166,667 New Shares
OEMs	Original equipment manufacturers
Oslo Børs	Oslo Børs, a regulated market operated by Oslo Børs ASA
Preemptive Rights	The preemptive rights to subscribe for New Shares of the Company, and to be traded during the Rights Trading Period
Property	The Company’s new headquarter located at Skjoldet 20, 9230 Svenstrup J, Denmark and which is in the process of being constructed
Prospectus	This prospectus covering the Offering and admittance to trading and listing of the New Shares on Oslo Børs, and admittance to trading and official listing of the Shares on Nasdaq Copenhagen
Prospectus Regulation	Regulation (EU) 2017/1129 of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC
Record Date	21 April 2023. The time where any person registered with VPS as a shareholder of the Company will be entitled to be allocated 2.621508 Preemptive Rights for each share held, rounded down to nearest whole Preemptive Right
Relevant Member State	A member state of the European Economic Area where the Prospectus Regulation applies
Remaining Share Subscriptions	Binding undertakings to subscribe for the Remaining Shares according to the subscription form in Annex A before the expiry of the Subscription Period
Revolving Credit Facility	A DKK 105,000,000 revolving credit facility dated 15 December 2022 and amended on 4 April 2023 entered into by Asetek Danmark A/S as borrower and Sydbank as lender
Regulation S	Regulation S under the U.S. Securities Act
Remaining Shares	New Shares that have not been subscribed for by way of exercise of Preemptive Rights before the expiry of the Subscription Period
Rights Trading Period	The trading period for the Preemptive Rights on Oslo Børs, commencing on 24 April 2023 at 9:00 a.m. CEST and expiring on 2 May 2023 at 4:30 p.m. CEST

SEB	Skandinaviska Enskilda Banken AB (publ.)
Settlement Agent	Carnegie
Shares	The Existing Shares and the New Shares
SimSports	The Group's simsports segment within the gaming market
SimSports Products	The Group’s development and manufacturing of markets computer hardware peripheral components for gaming purposes to the global market
Sis	System integrator
Subscription Commitments	Separate advance subscription commitments and guarantee undertakings entered into between the Company and a number of Existing Shareholders and other investors, prior to publication of this Prospectus
Subscription Period	The subscription period for the New Shares commences on 24 April 2023 at 9:00 a.m. (CEST) and closes on 8 May 2023 at 4:30 p.m. (CEST)
Subscription Price	NOK 3 per New Share in the Offering
Subsidiary Shares	Shares owned by a corporate shareholder holding at least 10% of the nominal share capital of the issuing company
Sydbank	Sydbank A/S. Sydbank is currently appointed as a SIFI institute by the Danish FSA.
Target Market Assessment	Distribution through all distribution channels as are permitted by MiFID II
Tax-Exempt Portfolio Shares	Shares not admitted to trading on a regulated market owned by a corporate shareholder holding less than 10% of the nominal share capital of the issuing company. As the New Shares will be listed in connection with the Offering and the Existing Shares are listed, the rules on tax-exempt portfolio shares are not applicable to Shares.
Taxable Portfolio Shares	Shares that do not qualify as Subsidiary Shares, Group Shares or Tax-Exempt Portfolio Shares. The New Shares will be listed in connection with the Offering and will thus qualify as taxable portfolio shares if the shareholder holds less than 10% of the share capital
U.K.	The United Kingdom of Great Britain and Northern Ireland
U.S.	The United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Vice Chairman	The vice chairman of the Board of Directors
VPS	Norwegian Central Depository (in Norwegian: *Verdipapirsentralen ASA*)
VP Securities	VP Securities A/S (now known as Euronext Securities Copenhagen)
VR	Virtual reality
Qualified Investor	a qualified investor as defined in the Prospectus Regulation

ANNEX A - SUBSCRIPTION FORM

ASETEK A/S OFFERING

SUBSCRIPTION FORM
Securities no. ISIN NO. DK0060477263

General information: The terms and conditions of the rights issue (the "**Offering**") by Asetek A/S (the "**Company**") of 71,166,667 new shares in the Company with a nominal value of DKK 0.10 each (the "**New Shares**") pursuant to a resolution by the Company's Board of Directors of 18 April 2023 to utilize its authorisation granted by the extraordinary general meeting held on 13 April 2023 in accordance with article 5.6 of the Articles of Association, are set out in the prospectus dated 18 April 2023 (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meaning in this subscription form (the "**Subscription Form**"). All announcements referred to in this Subscription Form will be made through the Oslo Stock Exchange's information system under the Company's ticker "ASTK". The notice of, and the minutes from, the extraordinary general meeting held on 13 April 2023 (with appendices), the Company's articles of association and the financial statements for 2022 can be inspected at the Company's investor relations website: https://ir.asetek.com/overview/default.aspx.

Subscription procedures: The subscription period will commence at 09:00 a.m. (CEST) on 24 April 2023 and end at 4:30 p.m (CEST) on 8 May 2023 (the "**Subscription Period**"). The Subscription Period may be extended if required by law due to the publication of a supplemental prospectus. Correctly completed Subscription Forms must be received by Carnegie AS ("**Carnegie**") or Skandinaviska Enskilda Banken AB (publ.) ("**SEB**"), or, in the case of online subscriptions, be registered by no later than 4:30 p.m. (CEST) on 8 May 2023:

Carnegie AS	Skandinaviska Enskilda Banken AB (publ.), Oslo Branch
P.O. Box 6844 Sentrum	P.O. Box 1843 Vika
N-0106 Oslo	0123 Oslo
Norway	Norway
Tel: +47 22 00 93 60	Tel: +47 21 00 87 05
E-mail: asetek@carnegie.no	E-mail: subscription@seb.no

The subscriber is responsible for the correctness of the information filled into the Subscription Form. Subscription Forms received after the expiry of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company, Carnegie and/or SEB without notice to the subscriber.

Subscribers who are Norwegian residents with a Norwegian personal identification number (Nw. *fødselsnummer*) are encouraged to subscribe for New Shares through the VPS online subscription system (or by following the link on www.carnegie.no/ongoing-prospectuses-and-offerings/ **and** www.seb.no**, which will redirect the subscriber to the VPS online subscription system).**

Subscriptions made through the VPS online subscription system must be duly registered before the expiry of the Subscription Period. Neither the Company nor Carnegie or SEB may be held responsible for postal delays, internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by Carnegie or SEB. Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by Carnegie or SEB, or in the case of applications through the VPS online subscription system, upon registration of the subscription. By signing and submitting this Subscription Form, or registering a subscription through the VPS online subscription system, the subscriber confirms and warrants to have read the Prospectus and to be eligible to subscribe for New Shares under the terms set forth therein.

Subscription Price: The subscription price in the Offering is NOK 3 per New Share (the "**Subscription Price**").

Preemptive Rights: The shareholders of the Company as of 19 April 2023, as registered with the Norwegian Central Securities Depository ("**Verdipapirsentralen**" or the "**VPS**") at the expiry of 21 April 2023 pursuant to the two days' settlement procedure (the "**Record Date**"), (the "**Existing Shareholders**"), will be granted preemptive rights (the "**Preemptive Rights**") in the Offering that, subject to applicable law, provide preferential right to subscribe for, and be allocated, New Shares at the Subscription Price. The Preemptive Rights will be listed and tradable on Oslo Børs from 09:00 a.m. (CEST) on 24 April 2023 to 4:30 p.m. (CEST) on 2 May 2023 under the ticker code "ASTKT" subject to final approval by Oslo Børs. **The Preemptive Rights will hence only be tradable during part of the Subscription Period**. Each Existing Shareholder will be granted 2.621508 Preemptive Rights for every one (1) existing Share registered as held by such Existing Shareholder on the Record Date, rounded down to nearest whole Preemptive Rights. Preemptive Rights acquired during the trading period for the Preemptive Rights carry the same right to subscription as the Preemptive Rights held by Existing Shareholders. Each Preemptive Right will, subject to certain limitations based on applicable laws and regulations, give the right to subscribe for, and be allocated, one (1) New Share.

Preemptive Rights that are not used to subscribe for New Shares before the expiry of the Subscription Period (i.e. 8 May 2023 at 4:30 p.m. (CEST)) or sold before 2 May 2023 at 4:30 p.m. (CEST) will have no value and will lapse without compensation to the holder.

Allocation of New Shares: The New Shares will be allocated to the subscribers based on the allocation criteria set out in the Prospectus. The Company reserves the right to reject or reduce any subscription for New Shares not covered by Preemptive Rights (i.e. over-subscription by subscribers with Preemptive Rights) and will only allocate such New Shares to the extent that New Shares are available to cover over-subscription based on Preemptive Rights. Allocation of fewer New Shares than subscribed for by a subscriber will not impact on the subscriber's obligation to pay for the number of New Shares allocated. Notifications of allocated New Shares and the corresponding subscription amount to be paid by each subscriber are expected to be distributed in a letter from VPS on or about 10 May 2023. Subscribers having access to investor services through their VPS account manager will be able to check the number of New Shares allocated to them from noon (CEST) on 10 May 2023. Subscribers who do not have access to investor services through their VPS account manager may contact Carnegie or SEB from 4:30 p.m. (CEST) on 10 May 2023 to obtain information about the number of New Shares allocated to them.

Payment: The payment for the New Shares allocated to a subscriber falls due on 12 May 2023 (the "**Payment Date**"). Subscribers who have a Norwegian bank account must, and will by signing the Subscription Form, or registering a subscription through the VPS online subscription system, provide the Settlement Agent (Carnegie), or someone appointed by the Settlement Agent, with a one-time irrevocable authorisation to debit a specified Norwegian bank account for the amount payable for the New Shares which are allocated to the subscriber. The specified bank account is expected to be debited on or after the Payment Date. The Settlement Agent, or someone appointed by the Settlement Agent, is only authorised to debit such account once, but reserves the right (but has no obligation) to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Payment Date. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the New Shares allocated to them is made on or before the Payment Date. Prior to any such payment being made, the subscriber must contact the Settlement Agent (Carnegie) for further details and instructions.

DETAILS OF THE SUBSCRIPTION

Subscriber's VPS account:	**Number of Preemptive Rights:**	**Number of New Shares subscribed (incl. over-subscription):**	**(For broker: consecutive no.):**
PREEMPTIVE RIGHT'S SECURITIES NUMBER: ISIN NO. DK0062492997		**Subscription Price per New Share:** **NOK 3**	**Subscription amount to be paid:** **NOK** ________________________

IRREVOCABLE AUTHORISATION TO DEBIT ACCOUNT (MUST BE COMPLETED BY SUBSCRIBERS WITH A NORWEGIAN BANK ACCOUNT)

Norwegian bank account to be debited for the payment for New Shares allocated (number of New Shares allocated x NOK 3).											

I/we hereby irrevocably (i) subscribe for the number of New Shares specified above subject to the terms and conditions set out in this Subscription Form and in the Prospectus, (ii) authorise and instruct the Settlement Agent (or someone appointed by the Settlement Agent) acting jointly or severally to on my/our behalf take all actions required to ensure delivery of such New Shares to me/us in the VPS, (iii) authorise the Settlement Agent to debit my/our bank account as set out in this Subscription Form for the amount payable for the New Shares allocated to me/us and (iv) confirm and warrant to have read the Prospectus and that I/we are eligible to subscribe for New Shares under the terms set forth therein.

Place and date	**Binding signature**
Must be dated in the Subscription Period.	The subscriber must have legal capacity. When signed on behalf of a company or pursuant to an authorisation, documentation in the form of a company certificate or power of attorney must be enclosed.

INFORMATION ABOUT THE SUBSCRIBER (all fields must be completed)

VPS account number:	
First name:	
Surname / company:	
Street address (for private: home address:	
Post code / district / country:	
Personal ID number / company registration number:	
Legal Entity Identifier ("LEI") / National Client Identifier ("NCI"):	
Norwegian bank account for dividend payments:	
Nationality:	
E-mail address:	
Daytime telephone number:	

GDPR Statement

The applicant confirms that it has been provided information regarding Carnegie’s and SEB’s processing of personal data, and that it is informed that Carnegie and SEB will process the applicant´s personal data in order to manage and carry out the Offering and the subscription from the applicant, and to comply with statutory requirements.

The data controller who is responsible for the processing of personal data is Carnegie and SEB. The processing of personal data is necessary in order to fulfil the subscription and to meet legal obligations. The Norwegian Securities Trading Act and the Norwegian Money Laundering Act require that Carnegie and SEB process and store information about clients and trades, and control and document activities. The applicant´s data will be processed confidentially, but if it is necessary in relation to the purposes, the personal data may be shared between Carnegie and SEB, with the company(ies) participating in the Offering, with companies within Carnegie’s and SEB’s groups, VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If Carnegie and SEB transfer personal data to countries outside the EEA, that have not been approved by the EU Commission, Carnegie and SEB will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the applicants have several legal rights. This includes i.e. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the applicants will have the right to impose restrictions on the processing or demand that the information is deleted. The Applicants may also complain to a supervisory authority if they find that Carnegie’s and SEB’s processing is in breach of the law. Supplementary information on processing of personal data and the applicants’ rights can be found at each of the Joint Global Coordinator's website.