



## **NYAB receives relevant approvals and completes the re-domiciliation and transfer of listing to Sweden**

14.6.2024 09:55:00 EEST | NYAB Oyj | Company Announcement

### **NYAB Plc**

COMPANY ANNOUNCEMENT

14 June 2024 at 09:55 EEST

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## **NYAB receives relevant approvals and completes the re-domiciliation and transfer of listing to Sweden**

**NYAB Plc ("NYAB" or the "Company") has concluded that all requirements to implement the re-domiciliation of the Company have been met and has therefore resolved to complete the cross-border conversion. The Company has today applied for a pre-conversion certificate from the Finnish Trade Register so that the cross-border conversion can be registered with the Swedish Companies Registration Office. The registration is expected to occur on 27 June 2024. Furthermore, Nasdaq Stockholm AB has approved the shares of the converted Company for admission to trading on Nasdaq First North Premier Growth Market Sweden subject to customary conditions and the cross-border conversion being registered with the Swedish Companies Registration Office. The Company will consequently complete the re-domiciliation and listing transfer. The expected last day of trading at Nasdaq First North Growth Market Finland is 27 June 2024 and the expected first day of trading on Nasdaq First North Premier Growth Market Sweden is 28 June 2024. The name of the converted Company is expected to be NYAB AB. Further, the Company has established arrangements with certain custodians, and is willing to establish corresponding arrangements with other custodians, to launch a campaign to enable holders of so-called link securities in the Finnish book-entry securities system to exchange them to Swedish shares free of charge.**

### **Background**

On 7 June 2023, the Company announced that it considers a re-domiciliation from Finland to Sweden. Further, on 27 September 2023, the Company announced that it had decided to proceed with the re-domiciliation process, to be executed as a cross-border conversion whereby the Company would be converted to a Swedish public limited liability company with its registered office in Sweden (the "**Converted Company**") (the "**Cross-border Conversion**"), and to apply for a transfer of the listing of its shares from Nasdaq First North Growth Market Finland ("**Nasdaq First North Finland**") to Nasdaq First North Premier Growth Market Sweden ("**Nasdaq First North Premier Sweden**"). On 4 March 2024, the Company announced that its Board of Directors had approved a conversion plan and that the Company had applied for delisting of its shares from Nasdaq First North Finland. On 29 April 2024, the Company announced that its Extraordinary General Meeting had approved the conversion plan and resolved on the Cross-border Conversion in accordance with the Cross-border Conversion plan, as well as certain related resolutions proposed by the Board of Directors.

### **Pre-conversion certificate from the Finnish Trade Register and registration with the Swedish Companies Registration Office**

The Company has today applied for the pre-conversion certificate from the Finnish Trade Register to execute the Cross-border Conversion. The Company will therefore also proceed with applying for registration of the Cross-border Conversion with the Swedish Companies Registration Office. This registration is expected to occur on 27 June 2024. Upon such registration, the name of the Converted Company is expected to be NYAB AB. The Company is expected to be de-registered from the Finnish Trade Register on 28 June 2024.

### **Delisting from Nasdaq First North Finland and listing on Nasdaq First North Premier Sweden**

As announced by the Company on 4 March 2024, the Company has applied for the removal of its shares from public trading and for the delisting thereof from Nasdaq First North Finland. Nasdaq Helsinki Ltd has approved a delisting of the Company from Nasdaq First North Finland conditional upon the Finnish Trade Register issuing its pre-conversion certificate to execute the Cross-border Conversion, the shares of the Converted Company being approved for admission to trading on Nasdaq First North Premier Sweden and the Cross-border Conversion being registered with the Swedish Companies Registration Office. The expected last day of trading in the Company's shares on Nasdaq First North Finland is 27 June 2024.

Nasdaq Stockholm AB has today approved admission to trading of the Converted Company's shares on Nasdaq First North Premier Sweden subject to customary conditions and the Cross-border Conversion being registered with the Swedish Companies Registration Office. The expected first day of trading in the Converted Company's shares on Nasdaq First North Premier Sweden is 28 June 2024. Since the Company has been listed on and disclosed information in accordance with the requirements for companies listed on Nasdaq First North Growth Market, Nasdaq has determined that the Company is not required to prepare and publish a so-called company description in connection with the admission to trading on Nasdaq First North Premier Sweden.

### **Delivery of link securities and possibility to exchange such securities to Swedish shares**

The shareholders of the Company will remain shareholders of the Converted Company and their shares in the Company (ISIN code FI4000153515) will be converted into shares in the Converted Company, which will have ISIN code SE0022242434 ("**Swedish Shares**"), in proportion to their existing shareholding with a ratio of 1:1. The conversion into Swedish Shares is based on the shareholding in the Company at the expected record date for the Cross-border Conversion, 27 June 2024 (the "**Record Date**").

The Swedish Shares will be delivered to the shareholders as soon as possible after the Record Date. The Swedish Shares will be delivered in the form of so-called link securities in the book-entry securities system maintained by Euroclear Finland Oy, representing the Swedish Shares that are issued in the book-entry securities system maintained by Euroclear Sweden AB. The link securities will be delivered automatically, and no action is required from the shareholders of the Company in relation thereto. The link securities will have the same ISIN code as the Swedish Shares. Only the Swedish Shares will be traded on Nasdaq First North Premier Sweden.

Link securities can be exchanged to Swedish Shares upon the holder's request, which is necessary to trade the securities at Nasdaq First North Premier Sweden. Such an exchange is normally associated with administrative fees imposed by custodians/account operators. However, the Company has established arrangements with certain custodians and account operators pursuant to which holders of link securities, during a period which is expected to be 28 June – 30 September 2024, will be able to on one occasion exchange their entire holding of link securities to Swedish Shares free of charge for the holder. The Company urges its shareholders to seize this opportunity by exchanging their link securities to Swedish Shares during this period to avoid potential administrative fees in the future. Holders of link securities who wish to exchange their link securities to Swedish Shares shall contact their custodian or account operator for further instructions. The custodians or account operators with whom the Company has established the above-mentioned arrangements, for exchanging link securities to Swedish Shares free of charge for the holders, currently include Aktia Pankki Oyj, Danske Bank A/S, Finland branch, Evli Oyj and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch. Further, the Company has established arrangements with OP Custody Ltd pursuant to which OP Custody Ltd, shortly after the completion of the Cross-border Conversion, will exchange all link securities, held by holders for which it acts as custodian or account operator, to Swedish Shares free of charge for such holders and without any actions needed from such holders. The arrangements between the Company and these custodians or account operators have been made on the same commercial terms, and the Company is willing to establish corresponding arrangements with other custodians and account operators.

### **Expected timetable**

- 27 June 2024 – Last day of trading in the Company's shares on Nasdaq First North Finland
- 27 June 2024 – Registration of the Cross-border Conversion with the Swedish Companies Registration Office
- 27 June 2024 – Record Date for the Cross-border Conversion, i.e., for the conversion of the shares in the Company into Swedish Shares (in the form of link securities)
- 28 June 2024 (approximately) – Delivery of Swedish Shares in the form of link securities
- 28 June 2024 – First day of trading in the Converted Company's shares (i.e., Swedish Shares) on Nasdaq First North Premier Sweden
- 28 June – 30 September 2024 – Period for exchanging link securities to Swedish Shares free of charge

### **Certain relevant information**

- |  |                      |
|--|----------------------|
| • Expected name of the Converted Company:            | NYAB AB              |
| • LEI code for the Converted Company:                | 63670051U25HZ74TIH87 |
| • ISIN code for the shares in the Converted Company: | SE0022242434         |

Further information regarding the Company's re-domiciliation to Sweden is available on the Company's website at <https://nyabgroup.com/en/re-domiciliation/>.

## **Advisors**

ABG Sundal Collier acts as financial advisor and Hannes Snellman acts as legal advisor to NYAB in relation to the Cross-border Conversion and listing transfer.

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This announcement includes "forward-looking statements." These statements may not be based on historical facts but are statements about future expectations. When used in this announcement, the words "aims," "anticipates," "assumes," "believes," "could," "estimates," "expects," "intends," "may," "plans," "should," "will," "would" and similar expressions as they relate to the Company, the Converted Company or the Cross-border Conversion identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this announcement, including wherever this announcement includes information on the future results, plans and expectations with regard to the Converted Company's business and the general economic conditions. These forward-looking statements are based on present plans, estimates, projections and expectations and are not guarantees of future performance. They are based on certain expectations, which may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Shareholders should not rely on these forward-looking statements. Numerous factors may cause the actual results of operations or financial condition of the Converted Company to differ materially from those expressed or implied in the forward-looking statements. Neither the Company nor the Converted Company, nor any of its affiliates, advisors or representatives or any other person, undertakes any obligation to review or confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise after the date of this announcement.

The securities referred to in this announcement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in or into the United States absent registration, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws of the United States. This announcement does not constitute an offer to sell or solicitation of an offer to buy any shares in the United States.

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## **About NYAB Oyj**

NYAB enables the progress of society for future generations with extensive experience from complex and challenging projects. We provide services of engineering, construction and maintenance within sustainable infrastructure, industrial construction and renewable energy and therefore contribute to the green transition. We operate in Sweden and Finland within both private and public sector.

NYAB Plc's Certified Adviser is Augment Partners AB, [info@augment.se](mailto:info@augment.se), phone +46 8 604 22 55.

## **Attachments**

- [Download announcement as PDF.pdf](#)