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Press release 30 January 2024

## **Metacon publishes prospectus in connection with the rights issue**

**On 25 January 2024, Metacon AB (publ) ("Metacon" or the "Company") announced that the Board of Directors, with the support of the authorization granted by the extraordinary general meeting held on 24 January 2024, had resolved on a rights issue of units, consisting of new shares and warrants, of approximately SEK 119.2 million (the "Rights Issue"). Today, Metacon announces that the prospectus relating to the Rights Issue has been approved by the Swedish Financial Supervisory Authority (the "SFSA") and has been made available on Metacon's webpage, <https://metacon.se/rights-issue-2024/>, together with other information related to the Rights Issue (the "Prospectus"). The Prospectus will also be made available on Pareto Securities' webpage, [www.paretosec.com](http://www.paretosec.com), and at the SFAS's webpage, <https://www.fi.se/sv/vara-register/prospektregistret/>.**

### **Publication of the Prospectus**

Complete information regarding the Rights Issue is included in the Prospectus that has been prepared by the Company and which today was approved and registered by the Swedish Financial Supervisory Authority.

The Prospectus has been prepared as a simplified prospectus for secondary issuances in accordance with Article 14 of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). The SFSA, as the Swedish national competent authority, has approved the Prospectus in accordance with Article 20 of the Prospectus Regulation. The SFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The approval should not be considered as an endorsement of the Company or of the securities described in the Prospectus. The SFSA does not guarantee the accuracy or completeness of the factual information contained in the Prospectus. Each investor is advised to make its own assessment of whether it is appropriate to invest in the Company.

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

Trading in unit rights	5 – 14 February 2024
Subscription period	5 – 19 February 2024
Trading in paid subscribed unit (BTU)	5 – 27 February 2024
Expected announcement of the preliminary outcome in the Rights Issue	19 February 2024
Subscription period for warrants of series TO 1	7 – 21 March 2025

### **Advisers**

Pareto Securities is Sole Manager and Bookrunner, Advokatfirman Schjødt is legal adviser to the Company and Baker & McKenzie Advokatbyrå KB is legal adviser to Pareto Securities in connection with the Rights Issue.



**For further information, contact:**

Christer Wikner  
CEO  
info@metacon.com  
+46 70 7647 389

**About Metacon AB (publ)**

Metacon AB (publ) develops and manufactures energy systems for the production of fossil-free "green" hydrogen. The products in the Reforming business area are based, among other things, on a patented technology that generates hydrogen through so-called catalytic steam reforming of biogas or other hydrocarbons. The development of Metacon's reforming products is done within the wholly owned subsidiary Metacon S.A in Patras, Greece. The business is focused on catalytic process chemistry and advanced reformers for highly efficient hydrogen production.

Metacon also offers complete electrolysis plants and integrated hydrogen refueling stations, a large and globally growing area for small- and large-scale production of green hydrogen. Electrolysis is a process of driving a chemical reaction to split water by adding electricity. If the electricity used is non-fossil, the hydrogen will also be fossil-free and climate-neutral. Green hydrogen can be used in sectors such as transport, basic industry and the real estate sector, with a better environment and climate as a result. [www.metacon.com](http://www.metacon.com)

**For further information, see:**

[www.metacon.com](http://www.metacon.com) | X: @Metaconab | LinkedIn: [www.linkedin.com/company/metaconab](http://www.linkedin.com/company/metaconab)

**Important information**

This press release and the information herein is not for publication, release or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, South Africa, Singapore or any other state or jurisdiction in which publication, release or distribution would be unlawful or where such action would require additional prospectuses, filings or other measures in addition to those required under Swedish law.

The press release is for informational purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy or acquire, or subscribe for, any of the securities mentioned herein (collectively, the "**Securities**") or any other financial instruments in Metacon AB (publ). Any offer in respect of any of the Securities will only be made through the prospectus prepared by Metacon AB (publ) in connection with the Rights Issue and approved by the Swedish Financial Supervisory Authority on 30 January 2024. Offers will not be made to, and application forms will not be approved from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where applications for such subscription would contravene applicable laws or regulations, or would require additional prospectuses, filings, or other measures in addition to those required under Swedish law. Measures in violation of the restrictions may constitute a breach of relevant securities laws.

The Securities mentioned in this press release have not been registered and will not be registered under any applicable securities law in the United States, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, South Africa or Singapore and may, with certain exceptions, not be offered or sold within, or on behalf of a person or for the benefit of a person who is registered in, these countries.



The Company has not made an offer to the public to subscribe for or acquire the Securities mentioned in this press release other than in Sweden.

None of the Securities have been or will be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction in the United States, and may not be offered, pledged, sold, delivered or otherwise transferred, directly or indirectly. There will not be any public offering of any of the Securities in the United States.

In the EEA Member States, with the exception of Sweden (each such EEA Member State, a “**Relevant State**”), this press release and the information contained herein are intended only for and directed to qualified investors as defined in the Prospectus Regulation. The Securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

In the United Kingdom, this press release is directed only at, and communicated only to, persons who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation (2017/1129) who are (i) persons who fall within the definition of "investment professional" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) persons who fall within article 49(2)(a) to (d) of the Order, or (iii) persons who are existing members or creditors of Metacon AB (publ) or other persons falling within Article 43 of the Order, or (iv) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (i), (ii), (iii) and (iv) above together being referred to as “**Relevant Persons**”). This press release must not be acted on or relied on by persons in the UK who are not Relevant Persons.

This announcement does not constitute an investment recommendation. The price and value of securities and any income from them can go down as well as up and you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance.

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

This press release contains forward-looking statements that reflect the Company’s intentions, assessments, or current expectations about and targets for the Company’s future results of operations, financial condition, development, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by the fact that they contain words such as “believe”, “expect”, “anticipate”, “intend”, “may”, “plan”, “estimate”, “will”, “should”, “could”, “aim” or “might”, or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed



in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements contained in this press release speak only as at its date and are subject to change without notice. Neither the Company nor anyone else does undertake any obligation to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release.

### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Metacon have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Metacon may decline and investors could lose all or part of their investment; the shares in Metacon offer no guaranteed income and no capital protection; and an investment in the shares in Metacon is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue.

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

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

*The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*