



NYAB Plc: Technical amendments to the merger plan between NYAB Plc and Andament II Sulautuva Oy

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NYAB Plc

COMPANY ANNOUNCEMENT

19 April 2023 at 11:40

NYAB Plc: Technical amendments to the merger plan between NYAB Plc and Andament II Sulautuva Oy

NYAB Plc ("NYAB") announced on 24 February 2023 that it has signed a merger plan, whereby the company demerging from Andament Group Oy ("Andament") merges into NYAB Plc.

For the registration of the merger plan, the merger plan has been amended regarding the merging company. In the original merger plan, the merging company is Andament II Sulautuva Oy that demerges from Andament, but in the revised merger plan the merging company is a company of the same name that has been incorporated on 3 April 2023. Respectively, the demerger plan has been revised so that instead of two companies to be incorporated, Andament demerges into a new company to be incorporated, Andament Group Oy, and an existing company, Andament II Sulautuva Oy. In addition, text of the merger plan relating to demerger consideration has been amended to correspond to the revised demerger plan. However, this does not affect the number of NYAB shares that are issued for the shareholders of Andament II Sulautuva Oy as merger consideration.

The revised merger plan has been signed on 18 April 2023 and is attached to this Company Announcement. Amendments to the merger plan are technical amendments that have been necessary for the registration of the merger plan, and they do not affect the position of NYAB or its shareholders.

Transaction briefly

The proposed demerger that precedes the merger will be implemented as a full demerger, whereby the shareholders of Andament will receive new shares issued by Andament II Sulautuva Oy and the new Andament Group Oy as demerger consideration in proportion to their existing shareholding. The demerger consideration will be paid in full through the new shares issued by the companies. Andament II Sulautuva Oy has no assets or liabilities, and only NYAB shares are transferred from Andament to the company in the demerger. The total number of new shares issued by Andament II Sulautuva Oy will be equal to the number of NYAB shares transferred to Andament II Sulautuva Oy in the demerger.

The proposed merger will be implemented as an absorption merger, whereby the shareholders of the Andament II Sulautuva Oy will receive, as merger considerations, new shares issued by NYAB as in proportion to their existing shareholding. The merger consideration will be paid in full through the new shares issued by NYAB, and their total number will be equal to the number of NYAB shares owned by Andament II Sulautuva Oy upon the completion of the merger.

The new NYAB shares issued as merger consideration will be listed on Nasdaq First North Growth Market Finland after the completion of the merger. NYAB shares that will be transferred to NYAB upon the completion of the merger will be cancelled and removed from the Trade Register and delisted following the completion of the merger.

The Board of Directors of NYAB makes the decision on the merger. However, the decision is made by the General Meeting, if shareholders with at least 1/20 of the shares in NYAB so request. In any case, the Board of Directors of NYAB has decided that it submits this matter to be decided by the General Meeting. The matter will be decided in the Annual General Meeting on 26 April 2023. Thus, the implementation of the merger is subject to, among others, approval by a majority of votes cast at the General Meeting.

Contacts

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About NYAB Oyj

NYAB is a builder of a clean future with decades of experience in complex and demanding projects. We are enabling green transition in the Nordics by providing engineering, construction, and maintenance services to public and private sector clients regarding renewable energy and sustainable infrastructure. NYAB is headquartered in Oulu and it has more than 350 employees at different locations in Finland and Sweden.

NYAB Plc's Certified Adviser is Augment Partners AB, info@augment.se, phone +46 8 604 22 55.

Attachments

- [Download announcement as PDF.pdf](#)
- [Revised merger plan 18.4.2023.pdf](#)