

YUBICO RECEIVES CONDITIONAL APPROVAL FOR LISTING ON NASDAQ FIRST NORTH FOLLOWING MERGER WITH ACQ BURE – COMPANY DESCRIPTION PUBLISHED

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION. FOR FURTHER INFORMATION, PLEASE SEE THE "IMPORTANT INFORMATION" BELOW.

As previously announced, ACQ Bure AB ("**ACQ**"), a Swedish acquisition company (Special Purpose Acquisition Company), and Yubico AB ("**Yubico**"), a global cybersecurity company, have agreed to merge and will operate under the name Yubico. Nasdaq Stockholm has today, 12 September 2023, approved listing of Yubico's shares on Nasdaq First North Growth Market following completion of the merger. The approval is conditional upon customary conditions, *inter alia* completion of the merger. Nasdaq Stockholm has previously approved ACQ's application to de-list ACQ's shares from Nasdaq Stockholm (Main Market) in connection therewith.

All conditions for completion of the merger have been fulfilled and the merger is expected to be completed on 20 September 2023.

The last day of trading in ACQ's shares on Nasdaq Stockholm (Main Market) is expected to be 19 September 2023 and the first day of trading in Yubico's shares on Nasdaq First North Growth Market is expected to be 20 September 2023.

A company description prior to the listing of Yubico's shares on Nasdaq First North Growth Market has been published today and is available on ACQ's website, www.acq.se.

The board of directors intends to use its authorization from the extraordinary general meeting on 20 June 2023 to resolve upon an issue of shares to be placed in connection with completion of the merger. The share issue is expected to occur in connection with a placing of shares in ACQ which are sold to finance exercise of options and warrants in Yubico by certain holders. The total size of the combined placing is not expected to exceed 4 million ACQ shares, i.e. up to 5% of the expected total number of ACQ shares post completion of the transaction.

Contacts

Henrik Blomquist, CEO ACQ Bure
+46 (0) 70 824 44 74
henrik.blomquist@acq.se

Johan Hähnel, Investor Relations
+46 (0) 70 605 63 34
johan.hahnel@comir.se

Important information

The release, publication or distribution of this press release may, in certain jurisdictions, be restricted by law and persons into whose possession this press release or any information referred to herein comes should inform themselves about and observe any such restrictions. This press release is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia, the "**United States**"), Australia, Canada, Hong Kong, Japan, South Africa or any other jurisdiction where such release, publication or distribution would constitute a violation of the relevant laws or regulations of such jurisdiction.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Australia, Canada, Hong Kong, Japan, South Africa or any other jurisdiction in which such offers or sales are unlawful (the "**Excluded Territories**").

The securities referred to in this press release have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state of the United States, and may not be offered, sold, resold 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. Subject to certain limited exceptions, the securities referred to in this press release are being offered and sold only outside the United States. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. In addition, the securities issued in connection with the transaction have not been and will not be registered under any applicable securities laws of any state, province, territory, county or jurisdiction of the other Excluded Territories. Accordingly, such securities may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such securities in, the relevant jurisdiction.

The ACQ shares are not listed on a U.S. securities exchange and ACQ is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "**SEC**") thereunder. The ACQ shares have not been and will not be listed on a U.S. securities exchange or quoted on any inter-dealer quotation system in the United States. Neither ACQ nor Yubico intends to take any action to facilitate a market in the ACQ shares in the United States.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the transaction or the ACQ shares to be issued in connection therewith, passed upon the merits or fairness of the transaction, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in this press release. Any representation to the contrary is a criminal offence in the United States.

Financial statements, and all financial information that is included in this press release or any other documents relating to the transaction, have been or will be prepared in accordance with the Swedish Annual Accounts Act and BFNAR 2012:1 Annual Report and Consolidated Financial Statements (K3) or other reporting standards or accounting practices which may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU or the International Accounting Standards Board (IASB), or generally accepted accounting principles in the United States (US GAAP).

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is being distributed only to, and is directed only at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the United Kingdom version of the Prospectus Regulation which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the securities. Any investment decision to acquire or subscribe for securities in ACQ or Yubico must be made on the basis of all publicly available information relating to ACQ and Yubico and their securities, respectively. Such information has not been independently verified by Skandinaviska Enskilda Banken AB. Skandinaviska Enskilda Banken AB is acting for ACQ in connection with the transaction and no one else and will not be responsible to anyone other than ACQ for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the transaction, ACQ or Yubico. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information.

Forward-looking statements

This press release contains certain forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although ACQ believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. 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.

Yubico's actual results of operations, including Yubico's financial condition and liquidity and the development of the industry in which Yubico operates, may differ materially from and be more negative than those made in, or suggested by, the forward-looking statements contained in this press release. Factors, including risks and uncertainties that could cause these differences include, but are not limited to risks associated with implementation of Yubico's strategy, risks and uncertainties associated with Yubico's ability to develop new services and enhance existing services, the impact of competition, changes in general economy and industry conditions, and legislative, regulatory and political factors.

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. ACQ does not undertake any obligation to review, update, confirm or 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 communication.

Press Release
12 September 2023 12:20:00 CEST



Attachments

[YUBICO RECEIVES CONDITIONAL APPROVAL FOR LISTING ON NASDAQ FIRST NORTH FOLLOWING MERGER WITH ACQ BURE – COMPANY DESCRIPTION PUBLISHED](#)
[Yubico Company Description](#)