ASETEK A/S

Initial public offering of minimum 3,600,000 and maximum 4,350,000 New Shares, and a secondary sale of up to 2,000,000 Secondary Shares

Indicative price range of NOK 33 to NOK 40 per Share

Listing of the Company's Shares on Oslo Børs, alternatively Oslo Axess

This Prospectus (the "**Prospectus**") has been prepared by Asetek A/S (the "**Company**" or "**Asetek**", and together with its consolidated subsidiaries, the "**Group**") solely for use in connection with the offering and listing on Oslo Børs, alternatively Oslo Axess.

The offering consists of a primary offering of minimum 3,600,000 and maximum 4,350,000 new shares, each with a nominal value of DKK 0.10 (the "**New Shares**") offered by the Company and a secondary sale of up to 2,000,000 shares in the Company (the "**Secondary Shares**") offered by the shareholders in the Company (the "**Selling Shareholders**") (the New Shares together with the Secondary Shares, the "**Offer Shares**"), in connection with an institutional offering in which Offer Shares are offered a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, pursuant to applicable exemptions from local prospectus requirements and other filing requirements, and (c) in the United States to qualified institutional buyers ("QIBs") in reliance on Rule 144A under the Securities Act; subject to a minimum application of NOK 500,000 (the "**Institutional Offering**"), and a retail offering to the public in Norway subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 499,999 (the "**Retail Offering**").

The Institutional Offering and the Retail Offering are together referred to as the "**Offering**" in the Prospectus. In addition, the Managers may elect to over-allot a number of additional shares equaling up to 15% of the number of Offer Shares (the "**Additional Shares**"). The Sellers have granted Carnegie, on behalf of the Managers, an over-allotment option (the "**Over Allotment Option**") to purchase a corresponding number of Additional Shares to cover any such over-allotments.

The offer period for the Institutional Offering (the "**Bookbuilding Period**") is expected to take place from 5 March 2013 at 09:00 CET until 15 March 2013 at 12:00 CET. The application period for the Retail Offering is expected to take place from and including 5 March 2013 at 09:00 CET until 15 March at 12:00 CET 2013 (the "**Retail Application Period**"). The Bookbuilding Period and/or the Retail Application Period may be extended at the Company's own discretion, but not beyond 22 March 2013 at 12:00 CET.

The Offer Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A; or (ii) to certain persons in offshore transactions compliance with Regulation S under the U.S. Securities Act, and in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 12.17.2 "Transfer restrictions".

On 30 January 2013, the Company applied for listing of its Shares on Oslo Børs, alternatively Oslo Axess. On 27 February 2013, the board of directors of Oslo Børs approved the Company's listing application subject to satisfaction of certain conditions (described in Section 5.3). Completion of the Offering on the terms set forth in this Prospectus is expressly conditioned upon the satisfaction of the conditions for admission to trading set by Oslo Børs, alternatively Oslo Axess.

Joint Lead Managers and Joint Bookrunners

Carnegie AS   Arctic Securities ASA

4 March 2013

IMPORTANT INFORMATION

Please refer to Section 18 for definitions, which also apply to the preceding pages.

This Prospectus has been prepared by Asetek A/S solely for use in connection with the offering and listing on Oslo Børs, alternatively Oslo Axess.

The offering consists of a primary offering of minimum 3,600,000 and maximum 4,350,000 new shares, each with a nominal value of DKK 0.10 offered by the Company and a secondary sale of up to 2,000,000 shares in the Company offered by the shareholders in the Company, in connection with an institutional offering and a retail offering to be completed 15 March 2013 at 12:00 CET at an indicative offer price range from NOK 33 to NOK 40 per Offer Share. In addition, the Managers may elect to over-allot a number of additional shares equaling up to 15% of the number of Offer Shares. The Sellers have granted Carnegie, on behalf of the Managers, an over-allotment option to purchase a corresponding number of Additional Shares to cover any such over-allotments.

The Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the **"Norwegian Securities Trading Act"**) and related secondary legislation, including the Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses (the **"Prospectus Directive"**) as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (hereafter **"EC Regulation 809/2004"**). This Prospectus has been prepared solely in the English language; however a Norwegian language summary is included in Section 17 "Norwegian Summary (Norsk Sammendrag)". The Prospectus has been reviewed and approved by the Norwegian FSA in accordance with sections 7-7 and 7-8, cf. section 7-3 of the Norwegian Securities Trading Act. The Norwegian FSA has not controlled or approved the accuracy or completeness of the information given in this Prospectus. The approval given by the Norwegian FSA only relates to the Company's descriptions pursuant to a pre-defined check list of requirements. The Norwegian FSA has not made any form of control or approval relating to corporate matters described in or otherwise covered by this Prospectus.

The information contained herein is current as of the date hereof and subject to change, completion and amendment without notice. In accordance with section 7-15 of the Norwegian Securities Trading Act, significant new factors, material mistakes or inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment of the Offer Shares between the time when this Prospectus is approved and the date of listing of the Offer Shares on Oslo Børs, alternatively Oslo Axess, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus, nor any sale of Offer Shares made hereunder, shall under any circumstances create any implication that there has been no change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

The Company has engaged Carnegie AS (**"Carnegie"**) and Arctic Securities ASA ("**Arctic**") as Managers and Joint Bookrunners (the **"Managers"**).

In making an investment decision, each investor must rely on their own examination, and analysis of, and enquiry into the Group and the terms of the Offering, including the merits and risks involved. None of the Company or the Managers, or any of their respective representatives or advisers, is making any representation to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares.

No person is authorised to give information or to make any representation in connection with the Offering or sale of the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Manager or by any of the affiliates, advisors or selling agents of any of the foregoing.

The distribution of this Prospectus and the Offering and sale of the Offer Shares in certain jurisdictions may be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of Shares to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the

Managers require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions.

The Offer Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

For further information on the sale and transfer restrictions of the Offer Shares, see Section 12.11 "Restrictions on sale and transfer".

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO INVESTORS IN THE UNITED STATES

Because of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares. The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States and may not be offered, sold, pledged or otherwise transferred within the United States 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 securities laws. Accordingly, the Offer Shares will not be offered or sold within the United States, except in reliance on the exemption from the registration requirements of the U.S. Securities Act under Rule 144A. The Offer Shares will be offered outside the United States in compliance with Regulation S. Prospective purchasers are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A under the U.S. Securities Act. See Section 12.11.1 "United States".

Any Shares offered or sold in the United States will be subject to certain transfer restrictions as set forth under Section 12.11.2 "United States".

The securities offered hereby have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not passed upon the merits of the Offering or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Managers or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised and any disclosure of its contents, without prior written consent of the Company, is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or subscribe for or otherwise acquire any Shares.

NOTICE TO UNITED KINGDOM INVESTORS

This Prospectus is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act

2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

NOTICE TO INVESTORS IN THE EEA

In any EEA Member State that has implemented the EU Prospectus Directive, other than Norway (each, a "Relevant Member State"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Directive. The Prospectus has been prepared on the basis that all offers of Offer Shares outside Norway will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to produce a prospectus for offer of shares. Accordingly, any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the Offering contemplated in this Prospectus within any EEA member state (other than Norway) should only do so in circumstances in which no obligation arises for the Company or any of the Managers to publish a prospectus or a supplement to a prospectus under the EU Prospectus Directive for such offer. Neither the Company nor the Managers have authorised, nor do they authorise, the making of any offer of Shares through any financial intermediary, other than offers made by Managers which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant Member State other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with the Managers and the Company that:

a) it is a qualified investor as defined in the EU Prospectus Directive, and

b) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) such Offer Shares acquired by it in the Offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Directive, or in circumstances in which the prior consent of the Managers has been given to the offer or resale; or (ii) where such Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares to it is not treated under the EU Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase any of the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the EU Prospectus Directive in that Relevant Member State, and the expression "EU Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression " 2010 PD Amending Directive" means Directive 2010/73/EU.

The Company has furnished the information in this Prospectus. The Managers make no representation or warranty, express or implied, as to the accuracy or completeness of such information, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Managers. The Managers disclaim all and any liability, whether arising in tort or contract or otherwise, which it might otherwise have in respect of this Prospectus or any such statement.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents is prohibited.

This Prospectus and the terms and conditions of the Offering as set out herein shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus.

TABLE OF CONTENTS

APPENDICES

1. EXECUTIVE SUMMARY

This following summary should be read as an introduction to the Prospectus and in conjunction with, and is qualified in its entirety, by the more detailed information appearing elsewhere in the Prospectus, including its appendices. This summary is not complete and any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor.

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might under the applicable legislation have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches to those persons who have tabled the summary including any translation thereof, and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

1.1 INTRODUCTION TO ASETEK A/S

1.1.1 General company information

Asetek A/S is organised as a public limited liability company in accordance with the Danish Companies Act, and is registered with the Danish Business Authority under company organisation no. (CVR) 34 88 05 22.

Asetek A/S is the holding company in the Group and was incorporated as a shelf company on 6 December 2012, and acquired by Asetek Holdings, Inc. on 16 January 2013. Asetek A/S became 100% owner of the shares in Asetek Holdings, Inc. through the purchase of all outstanding shares of Asetek Holdings, Inc. from the shareholders, in exchange for new shares in Asetek A/S, on the extraordinary general meeting held 13 February 2013. The business owned by the Company was previously operated by a Danish and a U.S. company, both wholly-owned by the American holding company Asetek Holdings, Inc.

The Company's business address is Saltumvej 27, 9700 Brønderslev, Denmark.

1.1.2 Business description

Asetek designs, develops and markets thermal management solutions used in computers and data center servers. The Company is a world-leading provider of computer liquid cooling solutions for higher performance, lower acoustic noise power savings and reduction of greenhouse gases. The solutions are used by leading Original Equipment Manufacturers ("OEM") servicing the gaming/performance PC, enterprise workstation and supercomputing and data center markets.

Asetek has successfully created a new category for robust, factory-sealed, low-cost liquid cooling solutions and has recently entered the fast-growing cooling market for server and data centers with its environmentally friendly and power saving cooling solutions.

The Company is registered in Denmark, of where it also has its R&D facilities. In addition, the Group has field application engineering, sales and marketing in San Jose, U.S., and sourcing, manufacturing oversight and contracted manufacturing in China as well as a sales office in Taiwan.

1.1.3 History and development of the Group

Founded in 2000, the Group's initial products targeted the gamer and hardware enthusiast markets with its award winning 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 CeBIT. The same year, Asetek and ASUS were awarded for their contribution to the global IT market. In 2003, the Group introduced a revolution in server cooling, the VapoChill Case Cooler, which was an air-condition system developed for direct cooling of mission critical PC and entry level servers. A whole new product line under the brand name WaterChill was also introduced in the market that year. The Group joined forces with ABIT Computer Corporation, one of the world's leading enthusiast grade motherboard manufacturers of the time, and Kingston Technology Company, Inc., the world's largest independent manufacturer of memory products, and together they presented the fastest overall performance PC in the world.

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 more than 200 press awards.

In 2006, the Group made a strategic decision to shift its focus to provide water-based cooling solutions for the OEM market and introduced the first fully assembled, factory sealed liquid cooling system. A new series of

OEM cooling solutions for GPUs and CPUs was launched, which received great feedback from the press and the industry. In addition to being designed for manufacturing and providing up to 50,000 hours of maintenance-free operation, Asetek challenged liquid cooling's price barriers.

As of today, Asetek has become the vendor of choice for CPU cooling in the enterprise workstation, gaming and enthusiast markets, serving Acer, AMD, Corsair, Dell, HP, Intel and other world leading companies. Through the end of 2012, the Group had delivered over 1.3 million of its patented sealed liquid cooling units to desktop customers worldwide.

The Group has until now been primarily financed by venture capital funds and private investors.

1.1.4 Research and development, patents and licenses

The Group is currently targeting its research and development efforts towards the data center markets. After having successfully developed its desktop products and then distributed the technologies associated herewith over a broad spectrum of customer specific applications, the research and development team is now well prepared for what is in many aspects a similar exercise in the data center field. See Section 10.5 "Investments" for R&D costs incurred in the period covered by the historical financial information.

The Group holds a large portfolio of intellectual property rights ("IPR") and patents providing competitive advantages and high barriers of entry for competitors. The Group is not dependent on any license income related to these patents. For further information see Section 6.9 "Patents".

1.2 THE OFFERING

1.2.1 Reasons for the Offering

The Listing is an important element in the Company's strategy. Through the Listing, the Company will be able to provide a regulated marketplace for trading of its Shares, involving continuous market pricing of, and liquidity in, the Shares. The Listing will further facilitate the use of capital markets in order to effectively raise equity to support future growth and operations and enable the Company to use Shares as transaction currency in potential future acquisitions or mergers. In addition, the Company believes that a stock exchange listing will help to further strengthen the Company's profile in the markets in which it operates.

The prime purpose of the Offering is to strengthen the strategic and financial position of the Company. The net proceeds from the Offering will primarily be used to support the Company's growth within the data center business where the Company expects strong growth going forward. The global shift towards cloud computing and increasing demand for data centers has opened up a significant market opportunity with a large unmet need for energy efficient liquid cooling solutions. The data center market is growing fast, and currently approximately one percent of the total global electricity consumption is spent on cooling data centers.

The Offering will also facilitate liquidity in the Shares and broadening the Company's shareholder structure.

1.2.2 The Offering

The Offering consists of a primary offering of between 3,600,000 and 4,350,000 New Shares offered by the Company with the aim of raising approximately NOK 144 million equivalent to USD 25 million and a secondary sale of up to 2,000,000 Secondary Shares offered by the Selling Shareholders (the New Shares together with the Secondary Shares, the "Offer Shares"). In addition, the Managers may elect to over-allot a number of Additional Shares equaling up to 15% of the number of Offer Shares. The Sellers have granted Carnegie, on behalf of the Managers, an Over-Allotment Option to purchase a corresponding number of Additional Shares to cover any such over-allotments.

The Offering consists of:

(i) An Institutional Offering, in which Offer Shares are offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, pursuant to applicable exemptions from local prospectus requirements and other filing requirements, and (c) in the United States to qualified institutional buyers ("QIBs") in reliance on Rule 144A under the Securities Act. The Institutional Offering is subject to a minimum application of NOK 500,000 (the "Institutional Offering")

(ii) A Retail Offering, in which Offer Shares are being offered to the public in Norway, subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 499,999 per applicant. Each investor subscribing for an amount of NOK 10,500 or more in the Retail Offering will receive a discount of NOK 1,500 on the aggregate Offer Price for the Offer Shares allocated to such investor. Investors who intend to place an order in excess of NOK 499,999 must do so in the Institutional Offering.

All offers and sales outside the United States will be made in compliance with Regulation S.

The final number of Offer Shares, and the final allocation between the tranches, will be determined by the Board in consultation with the Managers after expiry of the Bookbuilding Period and the Retail Application Period. In the event that the Offering is not fully subscribed, the issuance of New Shares will have priority over the sale of Secondary Shares. The Company reserves the right to issue a higher or lower number of New Shares in the event the Offer Price is set below or above the Indicative Price Range.

This Prospectus does not constitute an offer of, or an invitation to purchase or subscribe, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of Shares to occur outside of Norway. The Retail Offering will be marketed only in Norway, while the Institutional Offering will be marketed in Norway and in certain other jurisdictions.

1.2.3 Timetable

The timetable below provides certain indicative key dates for the Offering (subject to extension):

Bookbuilding Period commences	5 March 2013 at 09:00 (CET)
Bookbuilding Period ends	15 March 2013 at 12:00 (CET)
Retail Application Period commences	5 March 2013 at 09:00 (CET)
Retail Application Period ends	15 March 2013 at 12:00 (CET)
Extraordinary General Meeting of the Company	On or about 17 March 2013
New Board and Articles effective	On or about 17 March 2013
Pricing and Allocation of the Offer Shares	On or about 17 March 2013
Publication of the results of the Offering	On or about 18 March 2013
Distribution of allocation letters	On or about 18 March 2013
Accounts from which payment will be debited in the Retail Offering to be sufficiently funded	On or about 18 March 2013
Payment date in the Retail Offering	On or about 19 March 2013
Delivery of the Offer Shares in the Retail Offering	On or about 20 March 2013
Payment date in the Institutional Offering	On or about 20 March 2013
Delivery of the Offer Shares in the Institutional Offering	On or about 20 March 2013
Listing and commencement of trading in the Shares	On or about 20 March 2013

Note that the Board of Directors, together with the Managers, reserve the right to extend the Bookbuilding Period and the Retail Application Period. In that event, the dates presented above are expected to change accordingly.

1.2.4 Selling shareholders

Each of the Sellers undertakes, and each of the Management Sellers shall have the right (but no obligation), to sell up to the maximum number of shares in the Secondary Sale as set out in the table below.

Name	Business address	Maximum number of shares to be sold
Management Sellers:		
André S. Eriksen	5285 Hellyer Avenue, San Jose, California, USA	37,000*
Peter Dam Madsen	5285 Hellyer Avenue, San Jose, California, USA	14,000*
David Garcia	5285 Hellyer Avenue, San Jose, California, USA	11,000*
John Hamill	5285 Hellyer Avenue, San Jose, California, USA	15,000*
Ole Madsen	Saltumvej 27, 9700 Brønderslev, Denmark	14,000*
Henri Richard	5285 Hellyer Avenue, San Jose, California, USA	8,000*
Chris Christopher	5285 Hellyer Avenue, San Jose, California, USA	2,000*
Total		**101,000***
Sellers:		
Sunstone Technology Ventures Fund I	Lautrupsgade 7, 2100 Copenhagen, Denmark	375,000
Northzone IV K/S	Strandvejen 100, 2900 Hellerup, Denmark	347,000
D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	259,000
D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	251,000
Friheden Invest A/S	Høsterkøbvej 65, 2970 Hørsholm, Denmark	125,000
ZOAR Invest ApS	Skipperallé 3, 3480 Fredensborg	104,000
Andre Eriksen Holding ApS	Agdrupskoven 55, 9700 Brønderslev, Denmark	80,000
KT Venture Group II L.L.C.	One Technology Drive, Milpitas, California 95035 USA	76,000
Paul Wallevik	Tower B, 23 West Coast Crescent, Singapore 128046	111,000
Kartago Development ApS	Tuborg Havnevej 19, 2900 Hellerup, Denmark	64,000
Rubi Iversen ApS	Furesøvej 11, 2830 Virum, Denmark	53,000
OTK Holding A/S	Parkovsvej 19, 2820 Gentofte, Denmark	54,000
Total		**1,899,000**
Maximum total number of shares to be sold		**2,000,000**

*Options and right to Shares

Any shareholder may request that a further number of shares are sold in the Secondary Sale. Any such sale may then be carried out, subject to the consent of the Board of Directors and the Managers.

1.2.5 Expenses and net proceeds

The gross proceeds to the Company for the New Shares offered in the Offering are expected to be approximately NOK 144 million (~USD 25 million). The Company will not receive any proceeds from the sale of the Secondary Shares.

Transaction costs and all other directly attributable costs in connection with the Listing will be bourne by the Company. The total costs amount to approximately NOK 12 million, implying net proceeds of approximately NOK 132 million (~USD 23 million).

1.2.6 Dilution

Assuming that the Offer Price is set within the Indicative Price Range, the dilutive effect of the Offering will be in the range 26% to 30%, depending on the Offer Price and the number of New Shares allocated in the Offering.

	Prior to Offering	After Offering 3,600,000 New Shares	After offering 4,350,000 New Shares
Number of Shares	10,388,457	13,988,457	14,738,457
Number of existing Shares in % of new number of Shares	-	74%	70%

1.3 BOARD OF DIRECTORS, MANAGEMENT AND EMPLOYEES

1.3.1 Board

The Company currently has an interim Board of Directors, composed of 8 shareholder elected members, as set out in the table below, who will serve as Board members up to the completion of the Listing. On the extraordinary general meeting scheduled to be held on or about 17 March 2013, Ib Sønderby, Gregers Kronborg and André S. Eriksen will be replaced by Bengt Olof Thuresson and Knut Øversjøen (the "New Directors") at the Company's Board of Directors.

Name of director	Director since	Current term expires	Business address:
Samuel Szteinbaum, Chairman	18 February 2009	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Chris J. Christopher	23 January 2012	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Jørgen Smidt	30 January 2012	N/A	Lautrupsgade 7, 2100 Copenhagen, Denmark
Henri Richard	20 November 2007	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Alexander Wong	10 June 2010	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Ib Sønderby	15 January 2012	On or about 17 March 2013	Skipperalle 3, 3480 Fredensborg, Denmark
Gregers Kronborg	13 December 2005	On or about 17 March 2013	Saltumvej 27, 9700 Brønderslev, Denmark
André S. Eriksen	15 February 2000	On or about 17 March 2013	5285 Hellyer Avenue, San Jose, California, USA
New Directors following the listing			
Knut Øversjøen	On or about 17 March 2013	N/A	Halden Terrasse 25, 1367 Snarøya ,Norway
Bengt Olof Thuresson	On or about 17 March 2013	N/A	Holstetajet 26, 3022 Drammen, Norway

1.3.2 Senior Management

The table below sets forth the members of the Group's Executive Management and other senior management at the date of this Prospectus.

Name	Position	Business address:
Executive Management:		
André S. Eriksen	Chief Executive Officer	5285 Hellyer Avenue, San Jose, California, USA
Peter Dam Madsen	Chief Financial Officer	5285 Hellyer Avenue, San Jose, California, USA
Other senior management:		
David Garcia	General Manager, Data Center Division	5285 Hellyer Avenue, San Jose, California, USA
John Hamill	Vice President Worldwide Sales	5285 Hellyer Avenue, San Jose, California, USA
Ole Madsen	Vice President Engineering and Quality	Saltumvej 27, 9700 Brønderslev, Denmark
Csaba Vesei	Senior Director, Operations	5285 Hellyer Avenue, San Jose, California, USA
Scott Chambers	Senior Director, Marketing	5285 Hellyer Avenue, San Jose, California, USA

1.3.3 Employees

As of the date of this Prospectus, the Group has 61 employees.

1.4 SUMMARY OF OPERATING AND FINANCIAL INFORMATION

Asetek Holdings, Inc. adopted IFRS on January 1, 2011, with a transition date of January 1, 2010. Prior to the adoption of IFRS, Asetek Holdings prepared its consolidated financial statements in accordance with U.S. GAAP. The following tables present a summary of selected financial information derived from Asetek Holdings, Inc.'s audited consolidated financial statements for 2012, 2011 and 2010 prepared according to IFRS, and from Asetek Holdings, Inc.'s audited consolidated financial statements prepared according to U.S. GAAP for the years 2011 and 2010.

1.4.1 Summarised consolidated income statement

Figures in USD thousands	**2012 IFRS Audited**	**2011 IFRS Audited**	**2010 IFRS Audited**	**2011 US GAAP Audited**	**2010 US GAAP Audited**
Revenues	18,681	15,574	15,749	15,574	15,749
Cost of sales	11,893	9,871	10,926	9,750	10,853
Gross profit	**6,788**	**5,703**	**4,823**	**5,824**	**4,896**
Total operating expenses	11,660	9,410	9,038	10,016	10,150
Operating loss	**(4,872)**	**(3,707)**	**(4,215)**	**(4,192)**	**(5,254)**
Finance income (expenses), net	(3,693)	1,838	(2,274)	(473)	426

Loss pre tax	**(8,565)**	**(1,869)**	**(6,489)**	**(4,665)**	**(4,828)**
Income tax	7	(8)	(10)	(8)	(10)
Loss for the year	**(8,558)**	**(1,877)**	**(6,499)**	**(4,673)**	**(4,838)**
Foreign currency translation adjustments	67	110	(538)	110	(538)
Total comprehensive loss	**(8,491)**	**(1,767)**	**(7,037)**	**(4,563)**	**(5,376)**

Unaudited breakdown of the income statement for the year ended 31 December 2012

In the opinion of the Company, it is important to understand, even though the Company operates on one segment, there are two main components adding to the operating expenses, being the desktop business and the data center business. When splitting the operating expenses from the audited income statement into these two components, the Company has used its best efforts to judge the expenses occurred in each part of the business. In doing so, the Company has utilized its employee/project time tracking system as well as project codes from its accounting system. Expenses that are not divisible by nature (rent, telecommunication expenses, etc.) have been divided using a key developed by judging the actual time spent on the two businesses. In cases of doubt, the Company has applied its best estimate of the correct attribution. In the opinion of the Company, certain expenses related to the lawsuit in progress against CoolIT as well as expenses related to the IPO process should not be divided, and are thus reflected separately.

Figures in USD thousands	**2012 Desktop Unaudited**	**2012 Data center Unaudited**	**2012 Non-distributed expenses Unaudited**
Revenues	18,681	-	
Cost of sales	11,748	-	
Gross profit	**6,933**	**-**	
Research and development	1,125	1,653	
Selling, general and administrative expenses	2,662	3,517	
Total operating expenses	**3,787**	**5,170**	
EBITDA, adjusted	**3,146**	**(5,170)**	
Adj. EBITDA margin	17%	n/a	
Depreciation & amortization	2,025	27	
EBIT, adjusted	**1,121**	**(5,197)**	
Adj. EBIT margin	6%	n/a	
Non-distributed, one time expenses (IPO/legal related)			796
EBIT			**(4,872)**
Finance items			(3,693)
Income tax			7
Foreign currency translation adjustments			67
Net loss			**(8,491)**

1.4.2 Summarised consolidated statement of financial position

Figures in USD thousands	2012 IFRS Audited	2011 IFRS Audited	2010 IFRS Audited	2011 US GAAP Audited	2010 US GAAP Audited
Total non-current assets	1,888	2,817	2,210	328	275
Total current assets	6,274	5,686	6,541	5,686	6,541
Total assets	**8,162**	**8,503**	**8,751**	**6,014**	**6,816**
Total equity	(40,642)	(32,294)	(30,613)	(39,172)	(34,710)
Mezzanine Capital	-	-	-	39,300	36,184
Total non-current liabilities	7,451	15	28	15	28
Total current liabilities	41,353	40,782	39,336	5,871	5,314
Total equity and liabilities	**8,162**	**8,503**	**8,751**	**6,014**	**6,816**

The Group's balance sheet is significantly impacted by the classification of the redeemable convertible preferred shares as a current liability. At the extraordinary general meeting scheduled to be held on or about 17 March 2013, the currently various share classes of the Company will be consolidated into one class of shares, meaning that the preference rights will terminate and the preferred shares will be reclassified as equity. For more information see Section 9.2.2 and 11.5.2.

1.4.3 Summarised consolidated cash flow statement

Figures in USD thousands	2012 IFRS Audited	2011 IFRS Audited	2010 IFRS Audited	2011 US GAAP Audited	2010 US GAAP Audited
Cash flow from operating activities	(3,633)	(240)	(4,600)	(2,868)	(5,906)
Cash flow from investing activities	(1,253)	(2,665)	(1,329)	(219)	(50)
Cash flow from financing activities	3,318	2,906	2,841	3,088	2,759
Effect of exchange rate changes	148	167	(99)	167	(99)
Net change in cash and cash equivalents	**(1,420)**	**168**	**(3,187)**	**168**	**(3,296)**
Cash and cash equivalents at the beginning of the period	2,668	2,500	5,687	2,500	5,796
Cash and cash equivalents at the end of the period	**1,248**	**2,668**	**2,500**	**2,668**	**2,500**

1.4.4 Capitalization and indebtedness

See Section 10 "Capital Resources" for further information regarding the Group's capitalisation and indebtedness.

1.4.5 Significant changes in the Group's financial or trading position since 31 December 2012

<u>Reorganisation</u>

In January 2013, Asetek Holdings acquired a Danish shelf company which became a subsidiary of Asetek Holdings and was renamed Asetek A/S. The previous Danish operating entity was at the same time renamed from "Asetek A/S" to "Asetek Danmark A/S". This had no effect on the Group's operating results. Asetek A/S became 100% owner of the shares in Asetek Holdings through the purchase of all outstanding shares of Asetek Holdings from the shareholders, in exchange for new shares in Asetek A/S, on the extraordinary general meeting held 13 February 2013. Following this transaction, Asetek A/S became the new holding company in the Group. The reorganisation is further described in Section 11.3 in this Prospectus.

Except from the abovementioned, there have been no other significant changes in the financial or trading position of the Group which has occurred subsequent to the end of the last financial year.

1.4.6 Trend information

The Group has not experienced any significant changes or trends in production, sales and inventory, and costs and selling prices since the end of 2012 and up until the date of this Prospectus.

1.5 SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

1.5.1 Shareholders

The table below sets out the Company's shareholders as of the date of this Prospectus.

	Name	**Number of Shares**	**Percentage (%)**
1	Sunstone Technology Ventures Fund I	1,785,474	17.2
2	Northzone IV K/S	1,751,436	16.9
3	D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1,306,241	12.6
4	D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1,284,904	12.4
5	Friheden Invest A/S	640,991	6.2
6	ZOAR Invest ApS	491,960	4.7
7	André Eriksen Holding ApS	408,010	3.9
8	KT Venture Group II LLC	387,447	3.7
9	Paul Wallevik	357,903	3.4
10	Kartago Development ApS	334,511	3.2
11	Rubi Iversen ApS	272,817	2.6
12	OTK Holding A/S	182,667	1.8
13	Mikkel Toftløkke Andersen	21,997	0.2
14	Michael Antoniussen	7,000	0.1
15	Todd Berk	3,381	0.0
16	Ratliff Christopher	1,718	0.0
17	Asetek A/S	1,150,000	11.1
	Total shares outstanding	**10,388,457**	**100%**

The following shareholders owned more than 5% of the issued share capital on the date of the Prospectus: Sunstone Technology Ventures Fund I (1,785,474 Shares, representing 17.2% of total share capital), Northzone IV K/S (1,751,436 Shares, representing 16.9% of total share capital), D.E. Shaw Composite Side Pocket Series 12, L.L.C. (1,306,241 Shares, representing 12.6% of total share capital), D.E. Shaw Composite Side Pocket Series 13, L.L.C. (1,284,904 Shares, representing 12.4% of total share capital) and Friheden Invest A/S (640,991 Shares, representing 6.2% of total share capital). The Company's own shares represent 11.1% of total share capital.

1.5.2 Related party transactions

Except as described below, there have been no significant transactions with closely related parties in the period from 2010 until the date of this Prospectus.

Agreements with shareholders

Asetek Holdings has entered into a convertible loan agreement with seven investors, including some of its major shareholders. The purpose of the short term loan is to provide financing for the Company's initial public offering. For more information on the loan agreement, please refer to Section 10.4 "Debt Overview" of this Prospectus.

Corsair, Inc.

Samuel Szteinbaum, the Company's Chairman of the Board, is a board member of Corsair, Inc. which is a reseller of the Group's products. During the years ended December 31, 2012, 2011 and 2010, Asetek Holdings had sales of inventory to the reseller of USD 1.2 million, USD 2.6 million and USD 9.4 million, respectively. As of December 31, 2012, 2011 and 2010, Asetek Holdings had outstanding accounts receivable from the reseller of USD 473,000, USD 179,000 and USD 1.3 million, respectively.

1.6 AUDITOR, MANAGERS AND LEGAL ADVISORS

The Company's statutory auditor is PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, member of FSR – Danish Auditors and registration number 33 77 12 31. Its business address is Skelagervej 1A, 9000 Aalborg, Denmark.

Carnegie and Arctic Securities are acting as Joint Coordinators and Joint Bookrunners for the Offering.

Advokatfirmaet Schjødt AS is acting as Norwegian legal counsel to the Company in relation to the Offering. Kromann Reumert is acting as Danish legal counsel.

1.7 SUMMARY OF RISK FACTORS

An investment in the Offer Shares, involves inherent risk. Below is a brief summary of the risk factors described in Section 2 “Risk Factors”.

If these risks materialise, individually or together with other circumstances, they may substantially impair the business of the Group and have material adverse effects on the Group’s business prospects, financial condition or results of operations and the price of the Company’s securities may decline, causing investors to lose all or part of their invested capital.

The order in which the individual risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of the severity or significance of individual risks. An investment in the Company is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment.

1.7.1 Risk factors related to the Group and the industry in which it operates

- The Group's performance will depend on commercialisation and market acceptance of its new products for the data center cooling market
- The Group may be required to grow in size, and may experience difficulties in managing its growth
- The Group is exposed to risks associated with international operations
- The Group is dependent on its customers' sales performances. Significant changes in end user demand could have a significant adverse effect on the Group
- The Group relies on third parties, including suppliers and contract manufacturers
- The Group is dependent on attracting and retaining key personnel
- Risks associated with litigation, including the Group’s pending patent infringement cases
- The Group may unintentionally violate third party intellectual property rights
- Third parties may illegally copy the Group's products or violate its patents and utility models
- The Group is exposed to risks associated with changes in the general economy
- The Group faces significant competition

1.7.2 Risk factors relating to the Group’s financing

- The Group has incurred a cumulative loss since establishment, will incur future losses and may not achieve or sustain profitability
- The Group may need additional financing which may not be available on attractive terms or at all
- Risks associated with borrowing and fluctuations in underlying interest rates
- Risks associated with exchange rate fluctuations
- Risks related to tax issues

1.7.3 Risk factors related to the securities and the Offering

- The market price of the Offer Shares may be highly volatile and investors in the Offer Shares could suffer substantial losses

- There is no prior market for the Shares, and an active trading market may not develop

- Future sales of Shares may depress the price of the Shares

- Investors of Offer Shares will experience substantial and immediate dilution

- The Company will have broad discretion over the use of the net proceeds from this Offering and may not use them effectively

- The interests of the Company's major shareholders could be different from those of other investors or the Company

- The Company does not intend to pay dividends for the foreseeable future, and investors in this Offering may be forced to sell their Shares in order to realize a return on their investment

- Pre-emptive rights may not be available to U.S. or other shareholders

- Investors may not be able to exercise their voting rights for Shares registered in a nominee account

- Investors may be unable to recover losses in civil proceedings in jurisdictions other than Denmark

- Danish law may limit shareholders' ability to bring an action against the Company

- Shareholders outside of Norway are subject to exchange rate risk

- Market interest rates may influence the price of the Shares

1.8 ADDITIONAL INFORMATION

1.8.1 Share Capital

The Company’s current share capital is DKK 1,038,845.70 divided into 10,388,457 shares, each with a nominal value of DKK 0.10. As of the date of this Prospectus, the Company has five share classes; however these share classes will be converted into one class of shares prior to the Listing. For more information see Section 11.5 “Share Capital”.

1.8.2 Articles of Association

The Company’s Articles of Association as of the date of this Prospectus is further described in Section 12.10 “Articles of Association”, and is attached to this Prospectus as Appendix A.

1.8.3 Documents on display

Copies of the following documents will, during the life of this Prospectus, be available for inspection at any time during normal business hours on any business day free of charge at the Company’s offices at Saltumvej 27, 9700 Brønderslev, Denmark:

- The Company’s Articles of Association and Certificate of Incorporation
- The Group’s consolidated financial statements as of, and for the years ended, 31 December 2012, 2011 and 2010 prepared according to IFRS and consolidated financial statements for the years ended 31 December 2011 and 2010 prepared according to U.S. GAAP
- Asetek A/S’ financial statements for the period from its incorporation on 6 December 2012 to 31 January 2013

2. RISK FACTORS

Investing in the Offer Shares involves a high degree of risk. Prior to making any investment decision with respect to the Offer Shares, an investor should consider carefully the following risk factors, as well as the other information contained in this Prospectus. These risks are not the only ones the Group faces. They should be taken as an indication of the risk factors that the Company believes are particularly important and relevant to the Group at the present time. Should any of the following risks occur, it could have a material adverse effect on the Company's business, prospects, results of operations, cash flows and financial position, and the price of the Company's securities may decline, causing investors to lose all or part of their invested capital. However, additional risks not presently known to the Company or which the Company currently deems immaterial may also have a material adverse effect on the Company.

It is not possible to quantify the significance to the Company of each individual risk factor as each of the risk factors mentioned below may materialise to a greater or lesser degree and have a material adverse effect on the Company's business, results of operations, cash flows and financial position, and the price of the Company's securities may decline, causing investors to lose all or part of their invested capital. The order in which the individual risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of the severity or significance of individual risks.

An investment in the Company is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment.

2.1 RISK FACTORS RELATED TO THE GROUP AND THE INDUSTRY IN WHICH IT OPERATES

2.1.1 The Group's performance will depend on commercialisation and market acceptance of its new products for the data center cooling market

In 2012, the Group launched three new products for sale in the data center cooling market; the RackCDU, the Internal Loop Liquid Cooling and the Inside Server Air Conditioning. The Group is working on building manufacturing equipment for the new products in Denmark, which is expected to be ready within 3 to 6 months after the date of the Prospectus. A significant part of the Group's business plan and future performance depend on the sale of these newly launched products for cooling of server and data centers.

In order to successfully sell the new products, the Group has to establish production facilities and processes that enable the Group to sell the new products at competitive prices, and to arrange for the sale of the new products through some of its existing and new business partners.

The new products will also have to gain market acceptance with OEMs and data center end users in order for the Group to be able to sell the new products, and the Group has just 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 advantages over existing products, the strength of marketing efforts and distribution support, prices, and other factors many of which are outside the Company's control.

There is a risk that the Group will not be able to successfully commercialise the new products, and that the market adoption will take longer than the Group expects or that the market penetration will not be as big as the Group predicts. If any of these risks were to occur, it could have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.1.2 The Group may be required to grow in size, and may experience difficulties in managing its growth

As of the date of this Prospectus, the Group has 61 employees. As the Group's development and commercialisation plans and strategies for its new products continue to develop, it expects it will need additional managerial, operational, sales, marketing, financial and other resources. As the Group's operations expand, it expects to enter into additional relationships with various strategic partners, suppliers and other third parties. The Group's business, results of operations and financial position and the development and commercialisation of its new products will depend, in part, on its ability to manage future growth effectively.

As a result, the Group must manage its development efforts effectively and hire, train and integrate additional management, administrative and sales and marketing personnel as required. To the extent that the Group is unable to accomplish these tasks, it could be prevented from successfully managing its business, which could have a materially adverse effect on its business, prospects, financial position and results of operation.

2.1.3 The Group is exposed to risks associated with international operations

In addition to Denmark, the Group has business operations and offices in USA, China and Taiwan. The Group's operations in international markets are subject to risks inherent in international business operations, including, but not limited to, general economic conditions in each foreign country in which the Group will operate, overlapping differing tax structures, problems related to management of an organisation spread over various countries, unexpected changes in regulatory requirements, compliance with a variety of foreign laws and regulations, and longer accounts receivable payment cycles in certain countries. The materialisation of such risks may materially adversely affect the Group’s business, prospects, financial position and operating results.

2.1.4 The Group is dependent on its customers' sales performances. Significant changes in end user demand could have a significant adverse effect on the Group

The main part of the Group’s revenue is derived from customers in the form of original equipment manufacturers. The Group's two largest customers accounted for 43% of total revenues in 2012, compared to 45% in 2011 and 78% in 2010.

The Group exerts only limited impact on the revenue created by such customers, but is significantly influenced by that same revenue. The Group carries the inventory of finished goods under “vendor managed inventory” agreements, and the Group is thus directly dependent on its customers’ activity levels.

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 business, prospects, financial position and results of operations.

2.1.5 The Group relies on third parties, including suppliers and contract manufacturers

The Group is dependent on third parties, in particular suppliers, contract manufacturers and partners, to perform certain services at competitive prices. The Group's products are assembled by one contract manufacturer who may be difficult to substitute, wholly or partly, in the short term.

The third parties on whom the Group relies may not be available when needed or, if they are available, 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. As a result, the Group may need to enter into new arrangements with alternative third parties, which may delay or cause the stop of the Group's sales or negatively affect the quality or price of the Group's products.

If any of these risks were to materialise, they could adversely affect the Group’s business, prospects, financial position and operating results.

2.1.6 The Group is dependent on attracting and retaining key personnel

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 in the industry and in the local jurisdictions in which it operates, as well as its ability to attract and retain skilled professionals with appropriate experience and expertise.

The Group’s ability to continue to identify and develop opportunities depends on the management’s knowledge of, and expertise in, the industry and such local jurisdictions and on their external business relationships, and the Group’s business is dependent on skilled technical and other personnel to develop, operate, sell and provide technical services and support for its business.

Failure to attract or retain management and key employees could result in the inability to properly manage the Group and to maintain the appropriate technological or business improvements or take advantage of new opportunities that may arise, which may in turn lead to a subsequent decline in competitiveness that could have a material adverse effect on the Group’s business, prospects, financial position and operating results.

2.1.7 Risks associated with litigation, including the Group's pending patent infringement cases

The Group faces the risk of litigation and other proceedings in relation to its business.

The Group has filed a lawsuit against the competitors Cooler Master USA, Inc. ("Cooler Master") and CoolIT Systems, Inc. ("CoolIT") for infringing two of its patents rights in the U.S. relating to the Group's integrated pump technology and utility model rights in Germany relating to CPU cooling by water. In response, CoolIT has disputed the validity of the two U.S. patents and the utility model in Germany. The U.S. PTO has accepted reexamination of one of the U.S. patents. The lawsuits are in their early stages and the U.S. litigation is expected to be completed by mid-2014. As in any litigation, the counterpart might attempt to counter-sue its opponent, and a counter-suit might therefore arise at some point during the dispute. For further information on the current disputes, please refer to Section 13.1 "Legal Disputes" of the Prospectus. The Group may also become party to future disputes and litigation.

If the Group is unsuccessful in the pending lawsuits and invalidity proceedings, CoolIT and Cooler Master will be able to continue their competitive business and other parties may begin similar competing business. The pending litigation may go on for years, and the Group expects to incur material legal costs in connection herewith.

The outcome of any litigation may be negative and may differ from management expectations, exposing the Group to unexpected costs and losses, loss of protective rights, reputational and other non-financial consequences, and may divert management attention, which may in turn have a material adverse effect on the Group's business, prospects, financial position and operating results.

2.1.8 The Group may unintentionally violate third party intellectual property rights

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 in its products, which are protected by third-party intellectual property rights. Even though the Group's core technology has been used for a number of years without claims of infringement from any third parties, a potential violation of such rights cannot be ruled out. If the Group violates third party rights and become 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.

This could involve significant obligations and/or costs to the Group, which could have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.1.9 Third parties may illegally copy the Group's products or violate its patents and utility models

The Group has experienced copies of its products that it deems violates its patent and utility model rights, and the Group will incur significant costs defending its rights.

Illegal copies of the Group's products or misuse of its brand and/or patents may cause it to incur costs, loss of revenue and damage to the Group brand, which would have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.1.10 The Group is exposed to risks associated with changes in the general economy

A portion of the Group's business consists of producing consumer-electronics in the 'high end' of the sales spectrum. The Group's products may in some cases be substituted with less costly technology. Any fluctuations in the global economy and end consumers' budgets could result in a higher demand for such low-cost alternatives, resulting in the Group having difficulties in maintaining its current market position or expanding it. Similarly, demand for the Group's products to the data center cooling market will likely be affected by the economic development generally and specifically for the owners and/or operators of such data centers, including such parties' inclination to invest in energy efficient cooling.

Accordingly, negative changes in the economy in general or in the general consumer economy or the economy of owners or operators of data centers could have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.1.11 The Group faces significant competition

The markets in which the Group operates are competitive, the technological development is rapid, and the Group may in the future also be exposed to increased competition from current market players or new entrants to the market. The Group's products 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 of opportunities. The failure of the Group to be competitive and respond to increased competition may have a material adverse effect on its business, prospects, financial position and operating results.

2.2 RISK FACTORS RELATING TO THE GROUP'S FINANCING

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

The Group has incurred significant losses since establishment. For the financial years 2012, 2011 and 2010, the Group incurred operating losses of USD 4.9 million, USD 3.7 million and USD 4.2 million, respectively. The increased loss in 2012 was primarily a result of legal costs to defend its patent and utility model rights, costs in connection with the preparation of the Listing and product development.

To become and remain profitable, the Group must succeed in producing and selling its new products for the data center cooling market, which is subject to material risks. Even if the Group achieves profitability, it may not be able to sustain or increase profitability in the long term. The Group's failure to become and remain profitable would have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.2.2 The Group may need additional financing which may not be available on attractive terms or at all

Since its inception, the Group has financed its operations partly through sales of its shares to venture capital firms and other investors. The Company expects to continue to incur operating losses in connection with the commercialisation of its new products for the data center cooling market. As a result, the Group may need to raise additional funding from external sources. If additional funds are not available on acceptable terms or at all, the Group may e.g. have to delay, scale back or eliminate its commercialisation of its new products, sell, license or relinquish rights over key technologies and products on unattractive terms or abandon patent prosecution, maintenance and defense.

If the Group raises additional funds through the issuance of debt securities or other classes of equity securities, such securities would generally have rights that are senior to the rights of its Shares and could contain covenants that restrict the Group's operations. In addition, the terms of future financing may restrict the Group's ability to raise additional capital, which could delay or prevent the further development or commercialization of the Group's products. If the Company raises additional funds by issuing additional equity securities, dilution to the holdings of existing shareholders may result.

The occurrence of any such events could have a material adverse effect on the Group's business, prospects, financial position and results of operations as well as a decline in the market price of the Shares.

2.2.3 Risks associated with borrowing and fluctuations in underlying interest rates

The Group's interest rate risk is mainly linked to its debt portfolio. An increase in interest rates will result in higher financial costs.

The Group has, and will in the future have, covenants related to its financial commitments. The Company monitors the liquidity situation in the short and long term through active dialogue with its subsidiaries. Failure to comply with financial and other covenants may have a material adverse effect on the Group, including potential increased financial cost, requirement for additional security, new loan agreements on less favourable terms or cancellation of loans. Asetek USA, Inc. and Asetek Holdings have entered into a revolving line of credit agreement with Comerica Bank, which expires 30 June 2013. As of the date of this Prospectus, no amount is drawn on the facility.

The occurrence of any of these events could have a material adverse effect on the Group's business, prospects, financial position and results of operations.

2.2.4 Risks associated with exchange rate fluctuations

The daily contract operating exchange rates under the Group’s existing contracts are predominantly denominated in USD. The Group has operating costs mainly in USD and DKK, primarily personnel, sales and administrative costs, and its external debt is primarily in USD. Although the Group will always attempt to achieve a match of incoming and outgoing cash flows in each currency it will never achieve a 100% hedge and some exchange rate fluctuation risk will be present. The Group is continuously considering alternatives in order to minimise exchange rate fluctuation effects. However, these activities may only provide a limited protection against currency-related losses.

2.2.5 Risks related to tax issues

The Company is incorporated and tax resident in both Denmark and USA, has subsidiaries or branches in USA, China and Taiwan and sells to customers in several jurisdictions. The overall tax liability will depend on where the source of revenues is and/or where profits are accumulated and subject to taxation, as the different jurisdictions have very differing tax regimes and taxation rates.

The taxation rules to which the Group is subject are of a complicated nature, and differences in interpretation between the Group and the relevant tax authorities may lead to the Group being subject to unexpected claims for unpaid taxes or sanctions as a consequence of breach of applicable tax legislation. The tax liability may also depend on the tax residence of the shareholders (and in certain instances indirect shareholders) of the Company, which may vary from time to time as the Shares are subject to trading.

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 carry forwards, may change as a result of determinations by relevant tax authorities and could have a material adverse effect on the Group’s business, prospects, financial position and results of operations.

2.3 RISK FACTORS RELATING TO THE SECURITIES AND THE OFFERING

2.3.1 The market price of the Offer Shares may be highly volatile and investors in the Offer Shares could suffer substantial losses

The market price of the Offer Shares may be highly volatile and investors in the Offer Shares could suffer substantial losses. An investment in the Offer Shares involves a high degree of risk, and investors should be able to withstand substantial losses and/or wide fluctuations in the market price of the Shares. Prior to the Offering, there has been no public market for the Shares. An active and liquid trading market for the Shares may not develop or be sustained after the Offering. Investors may be unable to sell their Offer Shares at or above the Offer Price due to fluctuations or a decline in the market price of the Shares resulting from a number of factors, including but not limited to, the risk factors mentioned in this section as well as quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by beyond the Group or its competitors of new product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about the Group, its products and services or its competitors, lawsuits against the Group, unforeseen liabilities, changes in management, changes to the regulatory environment in which it operates or general market conditions.

In addition, the stock markets in general, and the market for developing tech 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 Offer Shares.

The Offer Price will be determined by the Board of Directors after advice from the Managers and may not bear any relationship to the market price at which the Shares will trade after the Offering or to any other established indication of the value of the Group. The market price of the Shares following the completion of the Offering will depend on many factors beyond the Company’s control and may not be related to the operating performance of the Group. As a result, the price of the Offer Shares may decline, possibly materially, which could result in the loss of all or part of an investor's investment.

2.3.2 There is no prior market for the Shares, and an active trading market may not develop

Prior to the Offering, there was no public market for the Shares, and there can be no assurances that an active trading market will develop, or be sustained or that the Shares will be capable of being resold at or above the Offer Price. The market value of the Shares could be substantially affected by the extent to which a secondary market develops for the Shares following the completion of this Offering.

2.3.3 Future sales of Shares may depress the price of the Shares

The market price of the Shares could decline as a result of sales of a large number of Shares in the market after this Offering or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for the Company to sell equity securities in the future at a time and at a price that it deems appropriate.

2.3.4 Investors of Offer Shares will experience substantial and immediate dilution

Investors of Offer Shares will experience substantial and immediate dilution because the Offer Price will be substantially greater than the net tangible book value per Offer Share.

Investors will experience additional dilution upon the exercise of the right to convert convertible loans obtained by Asetek Holdings, Inc. into Shares of the Company at the Offer Price less 20%, see Section 11.5.3.

In addition, Investors may experience dilution upon the exercise of stock options to purchase Shares of the Company or shares of Asetek Holdings, Inc., see Section 8.5.3 for a description of the stock options.

Finally, it is possible that the Company may in the future decide to offer additional Shares or other equity-based securities through directed offerings with or without pre-emptive rights for existing holders, which will also have a dilutive effect.

Any dilution of the investors' ownership of Shares will reduce the proportionate ownership and voting interest, as well as the earnings and the net asset value per Share.

2.3.5 The Company will have broad discretion over the use of the net proceeds from this Offering and may not use them effectively

The Company intends to use the net proceeds from this Offering as described in Section 5.1. However, the Company will have broad discretion over the use of net proceeds received from this Offering, and such proceeds may not be used as currently planned and may not be used effectively. A failure to apply the net proceeds from this Offering effectively or as currently planned could have a material adverse effect on the Company's business, prospects, financial position and results of operations.

2.3.6 The interests of the Company's major shareholders could be different from those of other investors or the Company

As of the date of this Prospectus, the aggregate ownership of the shareholders holding more than 5% of the total share capital of the Company is approximately 65%.

The current shareholders agreement relating to the Company will automatically terminate in connection with the Listing, and the Company is not aware of any shareholders' agreement or other agreements between its shareholders to act in concert that will be in effect following the completion of the Listing. However, if the major shareholders were to retain a majority of the voting rights at any future general meeting, they would e.g. have the ability to elect or dismiss directors and either pass or, as the case may be, block shareholders' resolutions on significant corporate matters.

The Company's major shareholders may have interests that differ from other shareholders' and the Company's interests, and may exercise their influence in a way which may be adverse to the interests of the Company or its other shareholders. This concentration of ownership may have a material adverse effect on the market price of the Shares.

2.3.7 The Company does not intend to pay dividends for the foreseeable future, and investors in this Offering may be forced to sell their Shares in order to realize a return on their investment

The Company does not believe that it will pay any dividends to shareholders in the foreseeable future. Any payment of dividends will be at the discretion of the Board of Directors and the majority at any general meeting and will depend on the Company's financial condition, capital and legal requirements, earnings and other factors.

The Company's ability to pay dividends might also be restricted by the terms of any indebtedness of the Group. Consequently, investors of the Offer Shares should not rely on dividends in order to receive a return on their investment.

2.3.8 Pre-emptive rights may not be available to U.S. or other shareholders

Under Danish law, existing shareholders will have pre-emptive rights to participate on the basis of their existing share ownership in the issuance of any new shares for cash consideration, unless those rights are disapplied by a resolution of the shareholder at a general meeting or the shares are issued on the basis of an authorisation to the board of directors under which the board may disapply the pre-emption rights. Shareholders in the United States, however, may be unable to exercise any such rights to subscribe for new shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and shares or an exemption from the registration requirements under the U.S. Securities Act is available. Shareholders in other jurisdictions outside Denmark may be similarly affected if the rights and the new shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction. The Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction outside Denmark in respect of any such rights and shares. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new shares, their proportional interests in the Company will be reduced and they may be financially diluted.

2.3.9 Investors may not be able to exercise their voting rights for Shares registered in a nominee account

Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the general meetings. Asetek can provide no assurances that beneficial owners of the Shares will receive the notice of a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

2.3.10 Investors may be unable to recover losses in civil proceedings in jurisdictions other than Denmark

The Company and each investor agree in this Prospectus that the courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus. Consequently, it is not possible for investors to sue the Company in any other court in relation to the Offering and this Prospectus.

The Company is a public limited company organised under the laws of Denmark. The majority of the members of its Board of Directors and of the Company's corporate management reside in Denmark and the USA. As a result, in relation to any claim not related to the Offering and this Prospectus it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the Company judgments obtained in non-Danish courts, or to enforce judgments on such persons or the Company in other jurisdictions.

2.3.11 Danish law may limit shareholders' ability to bring an action against the Company

The rights of holders of the Shares are governed by Danish law and by the Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions. In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in jurisdictions other than Denmark.

2.3.12 Shareholders outside of Norway are subject to exchange rate risk

The Shares are priced in NOK, and any future payments of dividends on the Shares will be denominated in NOK. Accordingly, investors outside Norway are subject to adverse movements in the NOK against their local currency, as the foreign currency equivalent of any dividends paid on the Shares or of the price received in connection with any sale of the Shares could be materially adversely affected.

2.3.13 Market interest rates may influence the price of the Shares

One of the factors that may influence the price of the Shares is its annual dividend yield as compared to yields on other financial instruments. Thus, an increase in market interest rates will result in higher yields on other financial instruments, which could adversely affect the price of the Shares.

3. STATEMENT OF RESPONSIBILITY

This Prospectus has been prepared by Asetek A/S to provide information to shareholders and prospective investors of the Company in connection with the Listing and the Offering described herein.

The Board of Directors of Asetek A/S accepts responsibility for the information contained in this Prospectus and hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Brønderslev, 4 March 2013

The Board of Directors of Asetek A/S

Samuel Szteinbaum
Chairman

Alexander Wong Board member	Henri Richard Board member	Chris J. Christopher Board member
	Gregers Kronborg Board member	
Ib Sønderby Board member	Jørgen Smidt Board member	André S. Eriksen Board member

4. CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Prospectus includes "forward-looking" statements, including, without limitation, projections and expectations regarding the Group's future financial position, business strategy, plans and objectives. All forward-looking statements included in the Prospectus are based on information available to the Company, and views and assessments of the Company, as of the date of this Prospectus. Except as required by the applicable stock exchange rules or applicable law, the Company does not intend, and expressly disclaims any obligation or undertaking, to publicly update, correct or revise any of the information included in this Prospectus, including forward-looking information and statements, whether to reflect changes in the Company's expectations with regard thereto or as a result of new information, future events, changes in conditions or circumstances or otherwise on which any statement in this Prospectus is based.

When used in this document, the words "anticipate", "believe", "estimate", "expect", "seek to" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. The Company can give no assurance as to the correctness of such forward-looking statements and investors are cautioned that any forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Company and its subsidiaries operate.

Given the aforementioned uncertainties, prospective investors are cautioned not to place undue reliance on any of these forward-looking statements.

5. THE OFFERING

5.1 PURPOSE OF THE STOCK EXCHANGE LISTING AND THE OFFERING

The Listing is an important element in the Company's strategy. Through the Listing, the Company will be able to provide a regulated marketplace for trading of its Shares, involving continuous market pricing of, and liquidity in, the Shares. The Listing will further facilitate the use of capital markets in order to effectively raise equity to support future growth and operations and enable the Company to use Shares as transaction currency in potential future acquisitions or mergers. In addition, the Company believes that a stock exchange listing will help to further strengthen the Company's profile in the markets in which it operates.

The primary purpose of the Offering is to strengthen the strategic and financial position of the Company. The net proceeds from the Offering will primarily be used to support the Company's growth within the data center business where the Company expects strong growth going forward. The global shift towards cloud computing and increasing demand for data centers has opened up a significant market opportunity with a large unmet need for energy efficient liquid cooling solutions. The data center market is growing fast, and currently approximately one percent of the total global electricity consumption is spent on cooling data centers.

The Offering will also facilitate liquidity in the Shares and broadening of the Company's shareholder structure.

5.2 OVERVIEW OF THE OFFERING

The Offering consists of a primary offering of between 3,600,000 and 4,350,000 New Shares offered by the Company with the aim of raising approximately NOK 144 million equivalent to USD 25 million and a secondary sale of up to 2,000,000 Secondary Shares offered by the Selling Shareholders (the New Shares together with the Secondary Shares, the "Offer Shares"). In addition, the Managers may elect to over-allot a number of Additional Shares equaling up to 15% of the number of Offer Shares. The Sellers have granted Carnegie, on behalf of the Managers, an Over-Allotment Option to purchase a corresponding number of Additional Shares to cover any such over-allotments.

The Offering consists of:

(i) An Institutional Offering, in which Offer Shares are offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, pursuant to applicable exemptions from local prospectus requirements and other filing requirements, and (c) in the United States to qualified institutional buyers ("QIBs") in reliance on Rule 144A under the Securities Act. The Institutional Offering is subject to a minimum application of NOK 500,000 (the "Institutional Offering")

(ii) A Retail Offering, in which Offer Shares are being offered to the public in Norway, subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 499,999 per applicant. Each investor subscribing for an amount of NOK 10,500 or more in the Retail Offering will receive a discount of NOK 1,500 on the aggregate Offer Price for the Offer Shares allocated to such investor. Investors who intend to place an order in excess of NOK 499,999 must do so in the Institutional Offering.

All offers and sales outside the United States will be made in compliance with Regulation S.

The final number of Offer Shares, and the final allocation between the tranches, will be determined by the Board in consultation with the Managers after expiry of the Bookbuilding Period and the Retail Application Period. In the event that the Offering is not fully subscribed, the issuance of New Shares will have priority over the sale of Secondary Shares. The Company reserves the right to issue a higher or lower number of New Shares in the event the Offer Price is set below or above the Indicative Price Range.

This Prospectus does not constitute an offer of, or an invitation to purchase or subscribe, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering of Shares to occur outside of Norway. The Retail Offering will be marketed only in Norway, while the Institutional Offering will be marketed in Norway and in certain other jurisdictions.

5.3 CONDITIONS OF COMPLETION OF THE OFFERING

On 30 January 2013, the Company applied for listing of its Shares on Oslo Børs, alternatively Oslo Axess. On 27 February 2013, the board of directors of Oslo Børs approved the Company's listing application, subject to satisfaction of the following outstanding conditions prior to the first day of listing:

- The requirement for the number of shareholders as specified in section 2.4.2 of the Oslo Børs listing rules, or section 2.4.2 of the Oslo Axess listing rules as appropriate;
- At least 25% spread of share ownership among the general public, as specified in section 2.4 of the Oslo Børs listing rules or section 2.4 of the Oslo Axess listing rules as appropriate;
- Raise a minimum of USD 10 million in equity through the planned share issue; and
- Hold an extraordinary general meeting where the planned restructuring and merging of the Company's share classes is adopted

The Company expects that these conditions will be fulfilled through the Offering.

Completion of the Offering on the terms set forth in this Prospectus is expressly conditioned upon the satisfaction of the conditions for admission to trading set by Oslo Børs, alternatively Oslo Axess, and the Offering will be cancelled in the event that the conditions are not satisfied. There can be no assurance that the Company will satisfy these conditions.

Completion of the Offering on the terms set forth in this Prospectus is otherwise only conditional on the Board, in consultation with the Managers having approved the Offer Price and the allocation of the Offer Shares to eligible investors following the bookbuilding process.

There can be no assurance that these conditions will be satisfied.

Assuming that the conditions are satisfied, the first day of trading of the Shares, including the Offer Shares, on Oslo Børs, or alternatively Oslo Axess is expected to be on or about 20 March 2013. The Shares are expected to trade under the ticker code "ASETEK".

5.4 RESOLUTION RELATING TO THE OFFERING

At a meeting of the Board of Directors held on 3 March 2013, the following resolution was passed:

"With reference to section 9.2 of the articles of association it was proposed to exercise the authorization given to the Board of Directors at the extraordinary general meeting on 22 January 2013 and amended at the extraordinary general meeting on 13 February 2013 to increase the share capital of the Company without pre-emption rights for existing shareholders.

It was proposed to increase the Company's share capital by minimum nominally DKK 0.10 and maximum nominally DKK 435,000 by cash contribution in connection with the initial public offering of shares in the Company.

The new shares will be subscribed based on the prospectus. The subscription price for the new shares will be the market price to be determined according to a bookbuilding process. However, a certain number of new shares will be issued in a retail offering, in which each investor subscribing for an amount of NOK 10,500 or more up to NOK 499,999 will receive a discount of NOK 1,500 on the aggregate offer price for the shares allocated to such investor.

The non-binding indicative offer price range is between NOK 33.00 and NOK 40.00 per share of nominally DKK 0.10. After expiry of the bookbuilding period, the final offer price (the subscription price) will be fixed by the Board of Directors in consultation with the Managers on or about 15 March 2013. The Board of Directors have reserved the right to issue a higher or lower number of new shares in the event that the offer price is set above or below the indicative offer price range.

In accordance with section 159 of the Danish Companies Act, it was stated:

1. *that the minimum and maximum amount by which the share capital may be increased is DKK 0.10 and DKK 435,000, respectively;*
2. *that the minimum subscription rate for the new shares must be 100, which is the equivalent of a price of DKK 0.10 per share of nominally DKK 0.10;*

3. *that the new shares will confer on the holders the right to receive dividends and other rights in the Company from the date when the increase of the share capital has been registered with the Danish Business Authority;*
4. *that the new shares must be subscribed for in the period from 5 March 2013 at 09:00 (CET) to 15 March 2013 at 12:00 CET (retail and institutional offering);*
5. *that cash payment must be made on or about 19 March 2013 (retail offering) or on or about 20 March 2013 (institutional offering) and in no event later than 29 March 2013;*
6. *that the new shares will be issued as a separate share class, shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights;*
7. *that the new shares cannot be paid by non-cash contribution;*
8. *that the new shares cannot be paid by debt conversion;*
9. *that the estimated costs of the capital increase to be paid by the Company are NOK 12 million.*
   The proposal was adopted.

In consequence thereof and in accordance with section 159(3) of the Danish Companies Act, it was resolved to make any necessary amendments to the articles of association of the Company when the subscription of the shares has been completed.

The Board of Directors noted that at an extraordinary general meeting of the Company scheduled for 17 March 2013, the Company's current share classes will be consolidated into one share class with equal rights for all shareholders, and that all shareholders of the Company have at the date hereof signed binding and irrevocable undertakings, including proxies to vote as shareholders, to conduct and support the extraordinary general meeting, subject to certain conditions, including the Board's approval of the Offering."

5.5 TIMETABLE

The timetable below provides certain indicative key dates for the Offering (subject to extension):

Bookbuilding Period commences	5 March 2013 at 09:00 (CET)
Bookbuilding Period ends	15 March 2013 at 12:00 (CET)
Retail Application Period commences	5 March 2013 at 09:00 (CET)
Retail Application Period ends	15 March 2013 at 12:00 (CET)
Extraordinary General Meeting of the Company	On or about 17 March 2013
New Board and Articles effective	On or about 17 March 2013
Pricing and Allocation of the Offer Shares	On or about 17 March 2013
Publication of the results of the Offering	On or about 18 March 2013
Distribution of allocation letters	On or about 18 March 2013
Accounts from which payment will be debited in the Retail Offering to be sufficiently funded	On or about 18 March 2013
Payment date in the Retail Offering	On or about 19 March 2013
Delivery of the Offer Shares in the Retail Offering	On or about 20 March 2013
Payment date in the Institutional Offering	On or about 20 March 2013
Delivery of the Offer Shares in the Institutional Offering	On or about 20 March 2013
Listing and commencement of trading in the Shares	On or about 20 March 2013

Note that the Board of Directors, together with the Managers, reserve the right to extend the Bookbuilding Period and the Retail Application Period. In that event, the dates presented above are expected to change accordingly.

5.6 INCREASE OF SHARE CAPITAL IN CONNECTION WITH THE OFFERING

The Board of Directors was authorised to increase the share capital of the Company with up to DKK 500,000 by issuance of up to 5,000,000 shares, each with a par value of DKK 0.10 at the extraordinary general meeting held 13 February 2013.

For a more detailed description of the authorisation, please see Section 11.8.1.

The resolution by the Board of Directors to determine the final Offer Price, the issuance of New Shares and the allocation of Offer Shares to eligible investors will be passed on or about 17 March 2013, following the expiry of the Bookbuilding Period and the Retail Application Period.

5.7 THE INSTITUTIONAL OFFERING

5.7.1 Overview

The Institutional Offering will be structured as an offer of Offer Shares to institutional investors and other professional investors in Norway and certain other jurisdictions. Applications from investors outside of Norway will only be accepted if the Managers are satisfied that the application is not in violation of the laws of any jurisdiction.

The minimum application in the Institutional Offering is NOK 500,000. Investors who intend to place an application for less than NOK 500,000 must do so in the Retail Offering. Investors applying for Offer Shares in the Institutional Offering may not apply for Offer Shares in the Retail Offering. In the event an investor, or parties personally related to him, applies for Offer Shares in both the Institutional Offering and the Retail Offering, the Managers may without further notice disregard the applications made in the Retail Offering by such parties. In the event a Manager for whatever reason does not disregard the Applications made in the Retail Offering on the basis referred to above, this will not entitle the investor or its related parties to demand a reduction in the number of Offer Shares allotted to it/them.

5.7.2 Offer Price

A non-binding indicative price range from NOK 33 to NOK 40 per Offer Share (the “Indicative Price Range”) has been set by the Board of Directors after consultation with the Managers. The Board and the Managers reserve the right to change the Indicative Price Range at any time and any changes will be communicated by way of a press release distributed through Oslo Børs’ information system before the opening of trading on the last day of the Bookbuilding Period.

The final Offer Price may be set within, below or above the Indicative Price Range at the sole discretion of the Board of Directors. The final Offer Price, the number of New Shares to be issued and the number of Secondary Shares to be sold will be determined by the Board after consultation with the Managers on the basis of orders placed in the Institutional Offering during the Bookbuilding Period in which the Managers receive expressions of investor interests in the Offer Shares.

The final Offer Price is expected to be announced through Oslo Børs’ information system under the Company’s ticker “ASETEK” on or about 18 March 2013.

5.7.3 Bookbuilding period

The Bookbuilding Period for the Institutional Offering is expected to take place from 09:00 CET on 5 March 2013 until 12:00 CET on 15 March 2013. The Company reserves the right to extend the Bookbuilding Period at any time, depending on the number and size of orders or applications received in the Offering, in the aggregate or individually. Any extension of the Bookbuilding Period will be announced through the information system of Oslo Børs no later than 09:00 CET on 15 March 2013. An extension will only be made once, and for no longer than until 12:00 CET on 22 March 2013. In the event of extension, the allocation date, the first trading date, the payment dates and the dates of delivery of Offer Shares may be extended accordingly upon notice through the Oslo Børs information system. The Company also reserves the right to close the Bookbuilding Period earlier, but not earlier than 12:00 CET on 14 March 2013.

5.7.4 Application for Offer Shares

Applications for Offer Shares in the Institutional Offering must be made during the Bookbuilding Period by informing one of the Managers shown below, of the number of Offer Shares that the investor wishes to apply for and the price per Offer Share that the investor is offering to pay for such Offer Shares. All applications in the Institutional Offering will be treated in the same manner regardless of which Manager the investor chooses to place the application with.

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E-mail: subscriptions@carnegie.no	E-mail: settlement@arcticsec.no
www.carnegie.no	www.arcticsec.no

Any oral order placed in the Institutional Offering will be binding upon the investor and subject to the same terms and conditions as a written order. However, the Managers can, at any time and in their sole discretion, require the investor to confirm any orally placed application in writing.

Applications made may be withdrawn or amended by the investor at any time up to the end of the Bookbuilding Period. After the end of the Bookbuilding Period, all applications that have not been withdrawn or amended are irrevocable and binding upon the investor, regardless of whether the final Offer Price is set within, above or below the Indicative Price Range (subject to any price limitation per Offer Share set by the investor).

5.7.5 Allocation, payment and delivery of Offer Shares

The Managers expect to issue notifications of allocation of Offer Shares in the Institutional Offering on or about 18 March 2013, by issuing contract notes to the applicants by mail or otherwise.

Payment by investors in the Institutional Offering will take place against delivery of Offer Shares (“DvP”). Delivery and payment for Offer Shares is expected to take place on or about 20 March 2013. To ensure expedient registration and delivery of the New Shares, the Company intends to enter into a soft underwriting agreement with the Managers. This soft underwriting agreement will be entered into on general market terms.

Investors in the Institutional Offering must ensure that payment with cleared funds for the Offer Shares allocated to them is available at the designated settlement account registered on the selected VPS account. If funds have not been made available and/or relevant instructions have been given in accordance with these requirements and in time to be included in the DvP settlement, the investor’s obligation to pay for the Offer Shares will be deemed overdue. Overdue payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, which at the date of this Prospectus is 8.50% per annum.

If an investor fails to comply with the terms of payment, the Offer Shares will, subject to the discretion of the Managers, not be delivered to the investor, and the Managers reserve the right, at the risk and cost of the investor (however, so that the investor will not be entitled to any profit therefrom) to cancel the application and to re-allot or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Managers may decide in accordance with Norwegian law. The original investor remains liable for payment of the Offer Price for the Offer Shares allocated to the investor together with any interest, cost, charges and expenses accrued, and the Company or the Managers may enforce payment for any such amount outstanding.

Investors should be aware that delivery of the Offer Shares will only be made if the investor pays for the Offer Shares. Accordingly, any trades in the Offer Shares prior to delivery are at the sole risk of the applicant. Further, no account-to-account transfers or transfer with shorter settlement than T+3 may be carried out in the VPS before settlement has taken place.

5.8 THE RETAIL OFFERING

5.8.1 Overview

The Retail Offering is a public offering to investors in Norway. Allocation in the Retail Offering may also be made to investors in other jurisdictions that are not prohibited to subscribe through applicable laws of their jurisdiction. The Retail Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 499,999 for each applicant.

Applicants submitting an Application in the Retail Offering may not apply for Offer Shares in the Institutional Offering. In the event an investor, or parties personally related to him, applies for Offer Shares in both the Institutional Offering and the Retail Offering, the Managers may without further notice disregard the applications made in the Retail Offering by such parties. In the event a Manager for whatever reason does not disregard the Applications made in the Retail Offering on the basis referred to above, this will not entitle the investor or its related parties to demand a reduction in the number of Offer Shares allotted to it/them.

5.8.2 Offer Price

The Offer Price in the Retail Offering will be equal to the Offer Price in the Institutional Offering (see Section 5.7.2 “Offer Price”) above, however, each Applicant subscribing for an amount of NOK 10,500 or more in the Retail Offering will receive an discount of NOK 1,500 on the aggregate Offer Price for the Offer Shares allocated to such Applicant. Multiple Applications from one investor will be treated as one Application with respect to the maximum application level and discount.

Applicants in the Retail Offering will be permitted, but not required, to make their applications for Offer Shares conditional upon the final Offer Price not exceeding NOK 40, being the high end of the Indicative Price Range. If the Applicant in the Retail Offering does not make this reservation in the Application Form included as Appendix F to this Prospectus, the Application will be binding regardless of whether the Offer Price is set below, above or within the Indicative Price Range.

5.8.3 Retail Application Period

The period during which applications for Offer Shares in the Retail Offering will be accepted (the "Retail Application Period") will last from and including 09:00 CET on 5 March 2013 until 12:00 CET on 15 March 2013. Applications submitted after the expiry of the Retail Application Period may be discarded by the Managers. A decision to extend the Retail Application Period will be announced through Oslo Børs’ information system no later than 09:00 CET on 15 March 2013. An extension will only be made once, and for no longer than until 12.00 CET on 22 March 2013. In the event of extension, the allocation date, the first trading date, the Retail Payment Date and the date of delivery of Offer Shares may be extended correspondingly. The Company also reserves the right to close the Retail Application Period earlier, but not earlier than 12:00 CET on 14 March 2013.

5.8.4 Application Procedures and application offices

All Applications for Offer Shares in the Retail Offering must be made during the Retail Application Period on the Application Form attached to this Prospectus as Appendix F. Application Forms together with this Prospectus can be obtained from the Company or the Application Offices set out below. Norwegian investors who apply for Offer Shares in the Retail Offering can also apply for Offer Shares by completing the application procedures on the internet at www.carnegie.no and www.arcticsec.no which will redirect the investor to the VPS online subscription system. In order to use the online subscription system, the investor must have, or obtain, a VPS account number. All online Applicants must verify that they are Norwegian citizens by entering their national identity number.

Accurately completed Application Forms must be received by the Managers at the Application Offices by 12:00 CET on 15 March 2013. Any online applications must be completed by the same time. Application Forms sent by regular mail close to the end of the Retail Application Period are likely to arrive after the deadline. Neither the Company nor the Managers may be held responsible for delays in the mail system, busy facsimile lines or for non-receipt of Retail Application Forms forwarded by mail, e-mail or facsimile to the Managers.

Properly completed and signed Application Forms must be sent by mail or e-mail, faxed or delivered to one of the Managers at the addresses set out below. An application for Offer Shares in the Retail Offering is irrevocable and may not be withdrawn, cancelled or modified once the Applicant's Retail Application Form has been received by one of the Application Offices.

Multiple applications are not allowed. In the event an Applicant, or his personally related parties, submits two or more Application Forms, the Applicant runs the risk of either having the multiple applications accumulated or either of, or all of the applications annulled at the discretion of the Company.

The Board and the Managers may, in their sole discretion, refuse any improperly completed, delivered or executed Application Form or any application which may be unlawful, without notice to the Applicant. All questions concerning the timeliness, validity, form and eligibility of any application for Shares in the Retail Offering will be determined by the Board in its sole discretion, whose determination will be final and binding. The Board, or the Managers upon being authorised by the Board, may in its or their sole discretion waive any defect or irregularity in the Application Forms, (and as such accept any incorrectly completed Application Forms), permit such defect or irregularity to be corrected within such time as the Board or the Managers may determine, or reject the purported application for any Offer Shares in the Retail Offering. It cannot be expected that Application Forms will be deemed to have been received or accepted until all irregularities have been cured or waived within such time as the Board or the Managers shall determine. Neither the Board, the Company nor the Managers will be under any duty to give notification of any defect or irregularity in connection with the submission of an Application Form or assume any liability for failure to give such notification.

The application offices for physical applications in the Retail Offering are:

Carnegie AS Stranden 1, Aker Brygge PO Box 684 Sentrum 0106 Oslo Norway Phone: +47 22 00 93 00 Fax: +47 22 00 99 60 E-mail: subscriptions@carnegie.no www.carnegie.no	Arctic Securities ASA Haakon VII's gt. 5 PO Box 1833 Vika 0123 Oslo Norway Phone: +47 21 01 30 40 Fax: +47 21 01 31 36 E-mail: settlement@arcticsec.no www.arcticsec.no

5.8.5 Allocation, payment and delivery of Offer Shares in the Retail Offering

In the Retail Offering, the Applicants will receive a minimum allocation of Offer Shares with a value of NOK 10,500 based on the Offer Price, rounded to the nearest 10 Offer Shares, and a maximum allocation of Offer Shares with value of NOK 499,999 based on the Offer Price.

All Applicants being allotted Offer Shares in the Retail Offering will receive a letter confirming the number of Offer Shares allotted and the corresponding amount to be paid. These letters are expected to be mailed on or about 18 March 2013.

Each Applicant in the Retail Offering must, and will by completing and signing the Application Form, provide a one-time authorization to the Managers to debit a specified bank account with a Norwegian bank for the amount payable for the Offer Shares allotted to such Applicant in the Retail Offering.

It is expected that the amount will be debited on or about 19 March 2013 (the "Retail Payment Date"). However, there must be sufficient funds in the specified bank account from and including 18 March 2013. The Managers are only authorised to debit such account once, but reserve the right to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Retail Payment Date. If there are insufficient funds on the specified bank account or it is impossible to debit the specified bank account for the amount that the Applicant is obligated to pay, or payment is not received by one of the Managers according to other instructions, the Applicant's obligation to pay for the Offer Shares will be deemed overdue.

Applicants who do not have a Norwegian bank account must ensure that payment for their Offer Shares allocated in the Retail Offering with cleared funds is made on or before 10:00 CET on 19 March 2013 and should contact one of the Managers in this respect.

For late payments, penalty interest will accrue at a rate equal to the prevailing interest rate, pursuant to the Norwegian Act on Interest on Overdue Payment of December 17, 1976 no. 100, which at the date of this Prospectus was 8.50% per annum.

If an Applicant fails to comply with the terms of payment, the Offer Shares will, subject to the discretion of the Managers, not be delivered to the Applicant, and the Managers reserve the right, at the risk and cost of the Applicant (however, so that the Applicant will not be entitled to any profit therefrom), to cancel the Application and to re-allot or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Managers may decide in accordance with Norwegian law. The original Applicant remains liable for payment of the Offer Price for the Offer Shares allocated to the Applicant together with any interest, cost, charges and expenses accrued, and the Company or the Managers may enforce payment for any such amount outstanding.

All Applicants in the Retail Offering must have a valid VPS account to receive Offer Shares. The VPS account number must be stated when registering an Application through the VPS online subscription system or on the Application Form. VPS accounts can be established with authorized VPS registrars, which can be Norwegian banks, authorized investment firms in Norway and Norwegian branches of credit institutions established within the EEA.

It is expected that registration of the share capital increase relating to the issue of the New Shares in the Offering will be registered in the Danish Business Authority on or about 19 March 2013 and that the Offer Shares will be delivered in the VPS to Applicants in the Retail Offering on or about 20 March 2013, provided that the Applicant has paid for the Offer Shares allocated to the Applicant when due.

Applicants should be aware that delivery of the Offer Shares will only be made if the Applicant pays for the Offer Shares. Accordingly, any trades in the Offer Shares prior to delivery are at the sole risk of the Applicant. Further, no account-to-account transfers may be carried out in the VPS before settlement has taken place.

5.9 MECHANISM OF ALLOCATION

The provisional allocation of Offer Shares between the Institutional Offering and the Retail Offering is approximately 90-99% for the Institutional Offering and 1-10% for the Retail Offering. However, the final allocation between the tranches will be determined by the Company following expiry of the Bookbuilding Period and the Retail Application Period based on the level of orders/applications in the respective tranches relative to the overall application level in the Offering. The Company and the Managers reserve the right to deviate from the provisional allocation between the two tranches without further notice.

Applications will not be treated differently based on which Manager they are submitted to.

In the Institutional Offering, the Company’s Board of Directors will determine the allocation of Offer Shares after consultation with the Managers. An important aspect of the allocation principles is the desire to create an appropriate long-term shareholder structure for the Company. The allocation principles will, in accordance with normal practice for institutional placements, include factors such as premarketing and management roadshow participation and feedback, timeliness of order, price level, relative order size, sector knowledge, investment history, perceived investor quality and investment horizon. The Board and the Managers further reserve the right, at their sole discretion, to take into account the creditworthiness of any Applicant. The Board may also set a maximum allocation or decide to make no allocation to any Applicant.

In the Retail Offering allocations will be made on a pro rata basis. No allocation will be made for a number of Offer Shares constituting less than NOK 10,500 excluding the discount element described in Section 5.8.2. All allocations will be rounded to the nearest 10 Offer Shares, which is expected to be between 260 and 320 Shares, depending on the final Offer Price. Smaller Applications, therefore, might be granted a higher relative allotment compared to larger Applications. Notwithstanding the foregoing, the Company reserves the right to allocate shares on a random basis using VPS’s simulation procedures (Norwegian Retail Offering) and/or other random allocation mechanisms. The Company also reserves the right to limit the total number of Applicants to whom Offer Shares are allocated if the Company deems this to be necessary in order to keep the number of shareholders in the Company at an appropriate level and such limitation does not have the effect that any conditions for listing set by Oslo Børs regarding number of shareholders will not be satisfied. If the Company should decide to limit the total number of Applicants to whom Offer Shares are allocated, the Applicants to whom Offer Shares will be allocated will be determined on a random basis using VPS’ simulation procedures.

5.10 OVER-ALLOTMENT OPTION AND STABILISATION ACTIVITIES

5.10.1 Over-allotment of Additional Shares

In connection with the Offering, the Managers may elect to over-allot a number of Additional Shares equaling up to 15% of the number of Offer Shares, and in order to permit the delivery in respect of over-allotments made, the Stabilisation Manager may, pursuant to the Lending Option, require the Selling Shareholders to lend to the Stabilisation Manager, on behalf of the Managers, up to a number of Shares equal to the number of Additional Shares. Pursuant to the Over-Allotment Option, the Selling Shareholders have granted the Stabilisation Manager, on behalf of the Managers, an option to purchase a number of Additional Shares equal to up to 15% of the number of Offer Shares at a price equal to the final Offer Price in the Offering, as may be necessary to cover over-allotments, if any, made in connection with the Offering. To the extent that the Managers have over-alloted Shares in the Offering, the Managers have created a short position in the Shares. The Stabilisation Manager may close out this short position by buying Shares in the open market through stabilisation activities and/or by exercising the Over-Allotment Option.

A stock exchange notice will be made on or about 20 March 2013 announcing whether the Managers have over-alloted Shares in connection with the Offering. Any exercise of the Over-Allotment Option will be promptly announced by the Stabilisation Manager through the information system of Oslo Børs.

5.10.2 Price stabilisation

The Stabilisation Manager (Carnegie) may, upon exercise of the Lending Option, effect transactions with a view to supporting the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offering Price. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after first day of Listing. It should be noted that stabilisation activities might result in market prices that are higher than would otherwise prevail.

Any stabilisation activities will be conducted in accordance with section 3-12 of the Norwegian Securities Trading Act, section 39(4) of the Danish Securities Trading Act and the EC Commission Regulation 2273/2003 regarding buy-back programmes and stabilisation of financial instruments.

The net profit, if any, resulting from stabilisation activities conducted by the Stabilisation Manager, on behalf of the Managers, will be for the account of the Selling Shareholders.

Within one week after the expiry of the 30 calendar day period of price stabilisation, the Stabilisation Manager will publish information as to whether or not price stabilisation activities were undertaken. If stabilisation activities were undertaken, the statement will also include information about: (i) the total amount of Shares sold and purchased; (ii) the dates on which the stabilisation period began and ended; (iii) the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and (iv) the date at which stabilisation activities last occurred.

5.11 SELLING SHAREHOLDERS

Each of the Sellers undertakes, and each of the Management Sellers shall have the right (but no obligation), to sell up to the maximum number of shares in the Secondary Sale as set out in the table below.

Name	Business address	Maximum number of shares to be sold
Management Sellers:		
André S. Eriksen	5285 Hellyer Avenue, San Jose, California, USA	37,000*
Peter Dam Madsen	5285 Hellyer Avenue, San Jose, California, USA	14,000*
David Garcia	5285 Hellyer Avenue, San Jose, California, USA	11,000*
John Hamill	5285 Hellyer Avenue, San Jose, California, USA	15,000*
Ole Madsen	Saltumvej 27, 9700 Brønderslev, Denmark	14,000*
Henri Richard	5285 Hellyer Avenue, San Jose, California, USA	8,000*
Chris Christopher	5285 Hellyer Avenue, San Jose, California, USA	2,000*
Total		**101,000***
Sellers:		
Sunstone Technology Ventures Fund I	Lautrupsgade 7, 2100 Copenhagen, Denmark	375,000
Northzone IV K/S	Strandvejen 100, 2900 Hellerup, Denmark	347,000
D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	259,000
D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	251,000
Friheden Invest A/S	Høsterkøbvej 65, 2970 Hørsholm, Denmark	125,000
ZOAR Invest ApS	Skipperallé 3, 3480 Fredensborg	104,000
Andre Eriksen Holding ApS	Agdrupskoven 55, 9700 Brønderslev, Denmark	80,000
KT Venture Group II L.L.C.	One Technology Drive, Milpitas, California 95035 USA	76,000
Paul Wallewik	Tower B, 23 West Coast Crescent, Singapore 128046	111,000
Kartago Development ApS	Tuborg Havnevej 19, 2900 Hellerup, Denmark	64,000
Rubi Iversen ApS	Furesøvej 11, 2830 Virum, Denmark	53,000
OTK Holding A/S	Parkovsvej 19, 2820 Gentofte, Denmark	54,000
Total		**1,899,000**
Maximum total number of shares to be sold		**2,000,000**

*Options and right to Shares

Any shareholder may request that a further number of shares are sold in the Secondary Sale. Any such sale may then be carried out, subject to the consent of the Board of Directors and the Managers.

5.12 LOCK-UP AGREEMENT

Pursuant to an IPO agreement entered into on 24 January 2013 by the Selling Shareholders in the Company, each Selling Shareholder undertakes not to offer, sell, contract to sell, pledge, mortgage, charge, deposit, assign, lend, transfer, issue options or warrants in respect of, grant any option to purchase or otherwise dispose of, directly or indirectly, any Shares (or any other securities convertible into or exchangeable for Shares or which carry rights to subscribe or purchase Shares) or enter into any transaction (including a derivative transaction) having an effect on the market in the Shares similar to that of a sale, or publicly announce an intention to do any such things, for a period of 180 calendars days from the first day of Listing (the "Lock-up Period") without the prior written consent of the Managers, which shall not be unreasonably withheld. This lock-up undertaking shall not affect any mortgage or pledge over the Shares established prior to the date hereof.

5.13 THE RIGHTS CONFERRED BY THE OFFER SHARES

The Offer Shares offered in connection with the Offering will in all respect be equal to the existing Shares of the Company once the Offer Shares have been issued and registered with the Danish Business Authority and the VPS, and hereunder have the right to receive dividends, if any.

For a description of rights attached to the Shares in the Company, see Section 11.10.

5.14 SHARE CAPITAL POST OFFERING

Following completion of the Offering, and assuming issuance of the maximum number of New Shares, the Company's share capital will be increased by DKK 435,000.

In addition, a number of Shares will be issued on or about 17 March 2013 to holders of the convertible loan in Asetek Holdings, see Section 11.5.3.

5.15 DILUTION

Assuming that the Offer Price is set within the Indicative Price Range, the dilutive effect of the Offering will be in the range 26% to 30%, depending on the Offer Price and the number of New Shares allocated in the Offering.

	Prior to Offering	**After Offering 3,600,000 New Shares**	**After offering 4,350,000 New Shares**
Number of Shares	10,388,457	13,988,457	14,738,457
Number of existing Shares in % of new number of Shares	-	74%	70%

5.16 DISPARITY BETWEEN OFFER PRICE AND PRICE TO AFFILIATES

The Company expects that the Offer Price in the Retail Offering and the Institutional Offering will be higher than the effective cash contribution per Share made by members of the Board and senior management (or related parties of such) for the purchase of Shares during the last 12 months. The Offer Price is also expected to be higher than the exercise price of option grants to members of the Board and senior management the last 12 months. The table below sets forth the share purchases made by members of the Board and senior management the last 12 months.

Name	**Date**	**Number of shares**	**Price (USD/share)**
Northzone IV K/S	25 May 2012	91,429	4.01

The table below sets forth the options granted the last 12 months to members of the Board and senior management.

Name	**Date of grant**	**Number of options granted**	**Exercise price (USD/share)**	**Expiry**	**Vesting period**
Board of Directors:					
Chris Christopher	Jan 2013	20,000	0.96	Jan 2020	Jan 2012 – Jan 2014
Sam Szteinbaum	Jun 2012	15,000	0.96	Jun 2019	May 2012 – May 2014
Henri Richard	Jun 2012	12,000	0.96	Jun 2019	May 2012 – May 2014
André S. Eriksen[1]	Jun 2012	15,000	0.96	Jun 2019	May 2012 – May 2016
Senior management:					
Peter Dam Madsen	Jun 2012	15,000	0.96	Jun 2019	May 2012 – May 2016
David Garcia	Jun 2012	15,000	0.96	Jun 2019	May 2012 – May 2016
John Hamill	Jun 2012	12,000	0.96	Jun 2019	May 2012 – May 2016

Ole Madsen	Jun 2012	12,000	0.96	Jun 2019	May 2012 – May 2016
Scott Chambers	Jun 2012	2,000	0.96	Jun 2019	May 2012 – May 2016

[1]Both member of the Board and the Chief Executive Officer of the Company at the date of this Prospectus

5.17 VPS REGISTRATION

The Offer Shares will be registered in book-entry form with the VPS under ISIN DK 0060477263. The Company's register of shareholders with the VPS is administrated by DNB Bank ASA, Registrars Department, 0021 Oslo, Norway.

The Offer Shares will not be delivered to the investors' VPS account before they are fully paid, the share capital increase relating to the issuance of the New Shares has been registered with the Danish Business Authority and the New Shares have been registered in the VPS.

5.18 PUBLICATION OF INFORMATION IN RELATION TO THE OFFER

The Company intends to use Oslo Børs' information system to publish information with respect to the Offering such as any changes in the Indicative Price Range and/or the Bookbuilding Period, the Retail Application Period, the final determination of the Offer Price, allotment and first day of trading.

5.19 MANAGERS

The Managers for the Listing and the Offering are:

Carnegie AS
Stranden 1, Aker Brygge
PO Box 684 Sentrum
0106 Oslo
Norway
Phone: +47 22 00 93 00
Fax: +47 22 00 99 60
E-mail: subscriptions@carnegie.no
www.carnegie.no

Arctic Securities ASA
Haakon VII's gt. 5
PO Box 1833 Vika
0123 Oslo
Norway
Phone: +47 21 01 30 40
Fax: +47 21 01 31 36
E-mail: settlement@arcticsec.no
www.arcticsec.no

5.20 LEGAL ADVISORS

Advokatfirmaet Schjødt AS is acting as Norwegian legal counsel to the Company in relation to the Offering. Kromann Reumert is acting as Danish legal counsel.

5.21 EXPENSES AND NET PROCEEDS

The gross proceeds to the Company for the New Shares offered in the Offering are expected to be approximately NOK 144 million (~USD 25 million). The Company will not receive any proceeds from the sale of the Secondary Shares.

Transaction costs and all other directly attributable costs in connection with the Listing will be bourne by the Company. The total costs amount to approximately NOK 12 million, implying net proceeds of approximately NOK 132 million (~USD 23 million).

5.22 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFERING

Carnegie AS and Arctic Securities ASA or their affiliates are currently providing, 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 receive and may continue to receive customary fees and commissions.

Carnegie AS and Arctic Securities ASA are Managers for the Offering and receive fees and commission in this regard. None of the Managers currently own any shares in the Company, however at the date of this Prospectus Carnegie is a holder of USD 500,000 of the convertible loan which may be converted into common shares in connection with the IPO. Reference is made to Section 10.4.1 and 11.5.3. Carnegie does however not intend to utilize their conversion right in connection with the IPO.

The Company is not aware of whether any members of the Company's senior management or Board of Directors intend to apply for Offer Shares in the Offering, or whether any person intends to subscribe for more than 5% of the Offer Shares.

5.23 JURISDICTION

The Secondary Shares are, and the New Shares will be, issued in accordance with the rules of the Danish Public Limited Companies Act.

This Prospectus is subject to Norwegian law. Any dispute arising in respect of this Prospectus is subject to the exclusive jurisdiction of the Norwegian courts with Oslo District Court as legal venue.

5.24 MANDATORY ANTI-MONEYLAUNDRING PROCEDURES IN THE OFFERING

The Offering is subject to the Norwegian Money Laundering Act No. 11 of 6 March 2009 and the Norwegian Money Laundering Regulations No. 302 of 13 March 2009 (collectively the "Anti-Money Laundering Legislation").

Applicants who are not registered as existing customers of the Managers must verify their identity to the respective Manager in accordance with requirements of the Anti-Money Laundering Regulations No. 302 of 13 March 2009 (collectively the "Anti-Money Laundering Legislation").

Applicants who are not registered as existing customers of the Managers must verify their identity to the respective Manager in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Application Form are exempted, unless verification of identity is requested by the Managers. Applicants who have not completed the required verification of identity prior to the expiry of the Book-building Period or Retail Application Period will not be allocated Offer Shares.

6. PRESENTATION OF ASETEK

6.1 INTRODUCTION

Asetek designs, develops and markets thermal management solutions used in computers and data center servers. The Company is a world-leading provider of computer liquid cooling solutions for higher performance, lower acoustic noise power savings and reduction of greenhouse gases. The solutions are used by leading Original Equipment Manufacturers ("OEM") servicing the gaming/performance PC, enterprise workstation and supercomputing and data center markets.

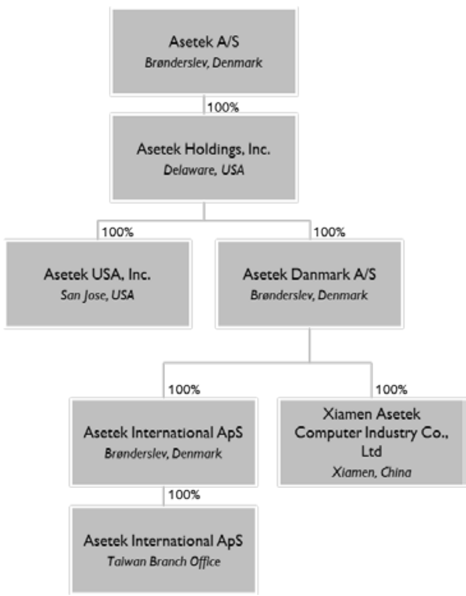
Asetek has successfully created a new category for robust, factory-sealed, low-cost liquid cooling solutions and has recently entered the fast-growing cooling market for server and data centers with its environmentally friendly and power saving cooling solutions.

The Group was originally headquartered in Denmark when established in 2000, but when the founder André Eriksen moved to San Jose, U.S. in 2008 to raise capital, expand the business and to be closer to the customers it was decided to relocate the headquarter to San Jose in the United States. In relation to the contemplated Listing on Oslo Børs, or alternatively Oslo Axess, the Board has found it more practical to be registered in the Nordic countries again and as such since the Group already has an R&D facility in Denmark, the Company has been registered in Denmark as well. In addition, the Group has field application engineering, sales and marketing in San Jose, U.S., and sourcing, manufacturing oversight and contracted manufacturing in China as well as a sales office in Taiwan.

6.2 LEGAL STRUCTURE OF THE GROUP

The Group consists of the holding company, Asetek A/S, and its wholly owned subsidiaries as illustrated below. The Group's main business is executed mainly through the two subsidiaries Asetek Danmark A/S and Asetek USA, Inc. No operational activities are being conducted by the holding company.

Figure 6-1: Legal structure Group



See below for a description of the Group's subsidiaries.

6.2.1 Asetek Holdings, Inc.

The company was incorporated in 2008 with the purpose of acting as the holding company for the Group. The company has the following address: 5285 Hellyer Avenue, Suite 110, San Jose, California, USA.

The company exercises its ownership interests in its subsidiaries and served as the ultimate holding company from 2008 until the reorganisation of the Group in February 2013. See Section 11.3 for more information regarding the reorganisation.

6.2.2 Asetek USA, Inc.

Asetek USA, Inc. was incorporated in 2006. The company engages primarily in the marketing and sale of the Group's products, including the initial concept creation with customers, as well as extensive communication, technical support and liaison with customers to ensure that new products are designed to fit the customers' specifications. The entity is the seat for the business development operation and the 'total solution engineering' on the global level. At the end of 2012, 13 people were employed by Asetek USA, including four VP-level executives whose compensation was ultimately carried by Asetek Danmark A/S. Asetek USA, Inc.'s registered office is 5285 Hellyer Ave, San José, CA 95138, USA.

6.2.3 Asetek Danmark A/S

Asetek Danmark A/S is based in Brønderslev and is the original company of the Group founded in 2000.
The company is the center for the majority of the purchase and sales transactions, and is the owner of all Intellectual Property. Asetek Danmark A/S is the owner of the subsidiary Xiamen Asetek Computer Industry Co., Ltd (Asetek China). Furthermore, the company is the seat for the Group's shared IT services and the Research and Engineering headquarters of the Group. Approximately 30 employees are allocated to R&D tasks. Asetek Danmark's registered office is Saltumvej 27, DK-9700 Brønderslev, Denmark.

6.2.4 Asetek International ApS

Asetek ApS is based in Brønderslev, Denmark and is the legal framework for the Group's branch office in Taiwan.

6.2.5 Xiamen Asetek Computer Industry Co. Ltd

The company is responsible for substantially all tasks related to procurement, manufacturing, and interaction with contract manufacturers and sales order management on behalf of the Group. The company is located at Unit A, 5th Floor, No. 14, Xiangxing 3rd Road Xiangyu Free Trade Zone, 361006 Xiamen City, Fujian Province, China.

6.3 HISTORICAL BACKGROUND AND DEVELOPMENT

Founded in 2000, the Group's initial products targeted the gamer and hardware enthusiast markets with its award winning 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 CeBIT[1]. The same year, Asetek and ASUS were awarded for their contribution to the global IT market. In 2003, the Group introduced a revolution in server cooling, the VapoChill Case Cooler, which was an air-condition system developed for direct cooling of mission critical PC and entry level servers. A whole new product line under the brand name WaterChill was also introduced in the market that year. The Group joined forces with ABIT Computer Corporation, one of the world's leading enthusiast grade motherboard manufacturers of the time, and Kingston Technology Company, Inc., the world's largest independent manufacturer of memory products, and together they presented the fastest overall performance PC in the world.

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 more than 200 press awards.

In 2006, the Group made a strategic decision to shift its focus to provide water-based cooling solutions for the OEM market and introduced the first fully assembled, factory sealed liquid cooling system. A new series of OEM cooling solutions for GPUs and CPUs was launched, which received great feedback from the press and the industry. In addition to being designed for high volume PC manufacturing and providing up to 50,000 hours of maintenance-free operation, Asetek challenged liquid cooling's price barriers.

As of today, Asetek has become the vendor of choice for CPU cooling in the enterprise workstation, gaming and enthusiast markets, serving Acer, AMD, Corsair, Dell, HP, Intel and other world leading companies. Through the end of 2012, the Group had delivered over 1.3 million of its patented sealed liquid cooling units to desktop customers worldwide.

1 The world's largest trade fair showcasing digital IT and telecommunications solutions for home and work environments

The table below provides an overview of key events in the Group's development.

Year	Event
2012	The Group develops its first liquid cooling solutions for the data center market
2009-2011	HP, Dell, Intel, AMD and Corsair launches products with the Group's liquid cooling technology
	USD 11.5 million series C funding rounds
2008	USD 16 million series B funding round
2006-2007	USD 12.8 million series A funding round
2006	Change of strategy to focus on OEM solutions
	The VapoChill and WaterChill product lines have received +200 press awards
2002	ASUS and the Group win award for contribution to the global IT market
	World leader within vapour phase CPU cooling technology
2000	Awarded "the most innovative and progressive company in Denmark" by the Danish Ministry of Trade and Industry
2000	Incorporated based on USD 2.9 million capital infusion from private seed investors
1997	Early foundation by André S. Eriksen

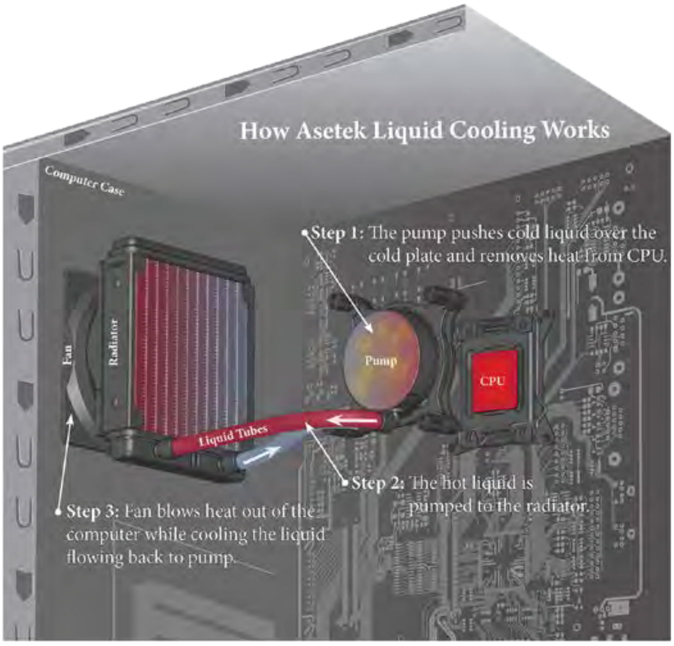
6.4 BUSINESS DESCRIPTION

Simply spoken the Group is involved in two areas of business; i) Liquid cooling solutions for desktop PCs and ii) Liquid cooling solutions for data centers. Common for both is that they are based on Asetek's patented integrated pump technology. Thus the integrated pump is the heart of all Asetek's solutions. The integrated pump has three basic elements: a very efficient pump, with an integrated cold plate (the device actually removing the heat from the hot component) and electronics to control the cooling system.

In a desktop PC the integrated pump is connected via tubes to a heat exchanger (radiator) mounted in the chassis and in a data center the integrated pumps are connected via tubes and liquid to liquid heat exchangers to a large radiator outside the data center. 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 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 being low noise. An example of a desktop PC liquid cooler is shown below. For a better understanding of how liquid cooling works please visit: http://www.asetek.com/technology/how-liquid-cooling-works.html.

Figure 6-2: Asetek's liquid cooling system



6.4.1 Desktop solutions

The Group is currently the world leading provider of liquid cooling solutions to the desktop PC and workstation market.

Essentially building on a technology originally developed and patented by the Group in 2003, the Group released its first "Low Cost Liquid Cooling" ("LCLC") for commercial sale in 2007. This type of product, which has become the Group's core technology, was developed during 2005 and 2006 with the intent of targeting the increase in the need for cooling of higher end consumer PCs and workstations. Leveraging the fact that water is inherently better at absorbing and transporting heat, the product is enabling improved processor performance and reduced noise levels.

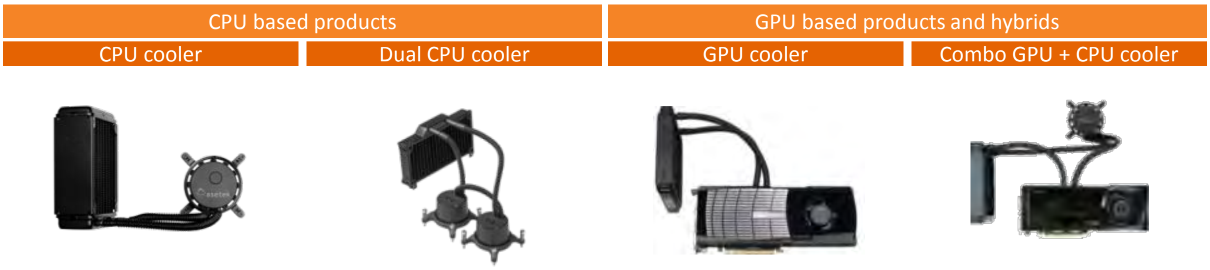
Presently, the Group is supplying various product configurations specified for cooling the CPU (Central Processing Unit), the GPU (Graphics Processing Unit), the memory modules or a combination of these. The specification of each product is developed in close cooperation with its customers. In some solutions the OEM maintains brand ownership and industrial design and in other solutions the Group delivers Asetek-branded products primarily for sales to system integrator companies.

The Group has demonstrated that its products are capable for use in laptops and in "All in One" PCs as well as in other complex scenarios. The main application, however, historically has been in gaming PCs and professional workstations.

Within the commercial workstation market, the Group supplies liquid cooling for HP's Z400 and Z800 workstations and several tier 2 workstation suppliers. "Quiet computing" and reliability are the principle drivers behind the value proposition in the workstation market.

The Group is actively developing the market to increase both the market size and its market share. While the desktop PC markets may be declining, the segments the Group operates in are still growing significantly compared to the general PC market growth since liquid cooling is still only in its infancy and the Company expects its market shares to grow further.

Figure 6-3: Desktop product portfolio



6.4.2 Server and data center solutions

In 2011, the Group increased the focus on a large sector with an unserved need for direct-to-chip liquid cooling solutions, High Performance Computing servers as well as general purpose data centers, and began to shift its product development efforts to this new opportunity. The Group is applying its extensive experience with desktop liquid cooling to the market for inside-rack/server chip level liquid cooling solutions, and driving to build leadership within this new market by leveraging on its key existing desktop customers who are also dominating in the data center space, for example Dell, HP and Intel.

Chip level liquid cooling in the data center provides a substantial power saving on cooling, often 60 - 80% and with the re-use of the waste heat, there is instant payback which means a highly appealing Total Cost of Ownership for the data center. The substantial power savings makes chip level liquid cooling the most environment friendly way of cooling a data center known today.

Asetek is addressing the data center market with its new RackCDU (Rack Coolant Distribution Unit) solution which enables as much as 60% cooling power savings in a data center with immediate or very short payback time. Both the market for cloud computing as well as High Performance Computing is driving a big growth in servers. In a data center it is not uncommon to spend as much power on cooling as on actually running the servers, meaning there is a big focus on finding power saving technologies as well as reducing carbon emissions. These two problems are exactly what Asetek’s RackCDU addresses.

As a part of the RackCDU Asetek uses its latest low profile integrated pump and cold plate CPU cooler. The low profile pump is sized perfectly to fit in 1U rack and blade servers. Asetek’s heat exchanger technology for servers is derived from solutions developed by Asetek for all-in-one and notebook PCs. Within the server market, the key benefits of water-based cooling are enabling increased computing density and power savings as well as creating renewable energy.

Asetek has three main products within the server and data center segment which were all launched during 2012.

<u>RackCDU Liquid Cooling</u>
The RackCDU is a hot water, direct-to-chip, data center liquid cooling system that enables cooling energy savings exceeding 50% and density increases of 2.5 times when compared to modern air cooled data centers. It removes heat from CPUs, GPUs, memory modules and other hot spots within servers and takes it all the way out of the data center using liquid.

Free ambient outdoor air cools the water returning to the data center, meaning no power is used to actively chill the water. The water leaving the data center is hot enough to enable waste heat recycling, further increasing energy cost savings, reducing carbon footprint and resulting in cooling Energy Reuse Efficiency[2] below 1.

Benefits from using the RackCDU Liquid Cooling;

- Increases energy efficiency by reducing load on CRAC, resulting in power savings up to 80%
- Increases density per rack and for total data center, without expanding existing CRAC infrastructure
- Enables maximum performance processor use (max heat dissipation) in high density servers
- Enables re-use of waste energy

[2] Energy Reuse Efficiency (“ERE”) is a metric for measuring the benefit of reuse energy from a data center. ERE = Cooling + power + lighting + IT - reuse

On 25 February 2013, the Company announced that it has been chosen by the University of Tromsø (UiT) in Norway for a pilot install of its liquid cooling RackCDU system in the University's high High Performance Computing facility. This pilot award is another step towards a commercial breakthrough of the Group's newly developed RackCDU system. The pilot project supports Asetek's focus on the data center market, and positions the Company for the launch of UiT's new 2MW data center building that is currently under construction and expected to be completed during 2014. The installation of the first RackCDU is expected to take place shortly, followed by 5 to 6 additional installations during 2013.

Internal Loop Liquid Cooling
Internal loop liquid coolers enable server manufacturers to utilize the highest performing CPUs and GPUs in high density server and blade designs where air coolers cannot support these processors. The highest performance processors are typically the processors that draw the highest wattage (have the highest thermal design power) and require the most cooling. The superior cooling characteristics of liquid enable Asetek's internal loop liquid coolers to capture more heat and transfer it into a given air stream. For example, servers that are limited to 95W CPUs today can often support 130W CPUs with Asetek's internal loop liquid cooling.

Benefits from using the Internal Loop Liquid Cooling;

- Enables maximum performance processor use (max TDP) in dense chassis
- Enables overclocking, e.g. for high frequency trading and peak load solutions
- Lowers required fan speeds, saving power
- No changes required to data center infrastructure

Inside Server Air Conditioning (ISAC)
ISAC eliminates the need for Computer Room Air Conditioning (CRAC) in the data center. All air stays inside the server and recirculates rather than exiting and heating up the data center which also significantly relaxes the air dust quality spec inside the data center. Aside from the power savings the fact that the servers are sealed from the surroundings and not influenced by dust, the ISAC is ideal for field applications as well as military applications.

Each CPU is liquid cooled with Asetek's proprietary liquid cooling while a liquid-to-air heat exchanger inside the server cools the inside server air. Each component inside the server sees the same temperature and air-flow as it would in a traditional data center installation.

Benefits from using the Inside Server Air Conditioning;

- Increases energy efficiency by eliminating CRAC and increasing utilization of free cooling
- Enables operation in harsh environments
- Increases density per rack and for the total data center
- Enables maximum performance processor (max heat dissipation) use in high density servers

Figure 6-4: Server and data center product portfolio

6.5 BUSINESS STRATEGY

In the desktop market the strategy is to create growth with new customers in the enterprise workstation as well as increase attach rate/market share with existing customers. Graphics processors and GPUs are developing more heat than CPUs and the heat/noise levels are increasing. As such this market represents a strong new opportunity and the Group has added a few new design wins with for example ASUS in recent times within this category.

The largest growth and long term business opportunity is the data center segment since power and reducing greenhouse gases is a global problem with increasing attention from both governments and corporations. The Group's strategy is to leverage its experiences from the desktop markets (most customers are the same) and become the world leading supplier of liquid cooling for data centers.

6.6 CUSTOMERS

The Group's customers include basically resellers and original equipment manufacturers ("OEMs"), while no end users are addressed directly. Asetek has active customer relationships with several large industry players, including for example Intel, AMD, ASUS, HP, Dell, Corsair and Antec.

In 2012, the Group's two largest customers accounted for 43% of total revenues, compared to 45% in 2011 and 78% in 2010. This is in line with the Group's expanded top-tier customer base in recent years, and thus reducing the dependence on the Group's other partners.

Within the desktop segment, the Group's customers can be divided into four categories of OEMs and channel partners;

- Tier 1 OEMs
- Tier 2 OEMs and system integrators
- Branded channel customers – typically co-branding
- Co-branded OEM bundle products to CPU manufacturers

Typical customers within the server and data center segment are to a large extent the same partners as for the desktop business, i.e. the large computer OEMs like Dell, HP, ASUS, etc. There are also several new potential direct customers in terms of local/regional server OEMs and system integrators, and new partner potential among hardware and infrastructure providers.

6.7 PROPERTY AND EQUIPMENT

The Group's property and equipment amounted to USD 0.4 million as of 31 December 2012, consisting of leasehold improvements, machinery and equipment. Gross value of leased equipment year-end 2012 constitutes approximately USD 29,000. As per 31 December 2012 the Group had USD 3.0 million of debt collateralized by all assets of the Group, including property and equipment, but excluding intellectual property.

Manufacturing of the Group's desktop products are being outsourced to contract manufacturers in China. Monthly production capacity is approximately 70,000 units; however this is being dependent upon type of product. As of the date of this Prospectus, approximately 50% of the capacity is being utilized.

In addition to the manufacturing operations in China, highly complex parts, assemblies and prototypes are manufactured in Denmark. The size of the Group's property in Denmark is 1,200 square metres.

The Group is also currently working on building advanced manufacturing equipment for the new data center lines, which will all be produced in Denmark. The manufacturing equipment includes several CNC (Computer Numerical Control) machines. The production facilities for the data center lines are expected to be ready for production within 3 to 6 months from the date of this Prospectus.

Asetek USA, Inc. leases its facilities under noncancelable operating leases. In November 2010, Asetek USA, Inc. entered into a new lease agreement for its USA offices. The new lease term is January 2011 through January 2014.

Future minimum operating lease payments per 31 December 2012 are as follows:

USD thousands	**31 December 2012**
Minimum operating lease payments due:	
In the following year	USD 114
In the second year	
In the third year	
Total	**USD 114**

Asetek Danmark A/S has finance leases outstanding for engineering and test equipment and the leases generally have terms of 36 months. There are no lease commitments beyond five years. Future minimum lease payments under finance leases are as follows per 31 December 2012:

USD thousands	**31 December 2012**
Minimum finance lease payments as of 31 December	USD 16
Less: Amount representing interest	USD (1)
Total obligations under finance leases	**USD 15**
Obligations under finance leases due within one year	USD 8
Obligations under finance leases due after one year	USD 7
Total	**USD 15**

6.8 RESEARCH AND DEVELOPMENT

The Group is currently targeting its research and development efforts towards the data center markets. After having successfully developed its desktop products and then distributed the technologies associated herewith over a broad spectrum of customer specific applications, the research and development team is now well prepared for what is in many aspects a similar exercise in the data center field. The near future will require further testing and also preparing for manufacturing of its data center products which were launched in late 2012, as further described in Section 6.4.2. Also, as customers start designing in the products; more project specific applications will be needed.

The Group's research costs are expensed as incurred. Costs directly attributable to the design and testing of new or improved products to be held for sale by the Group are recognized as intangible assets when all of the following criteria are met:

- It is technically feasible to complete the product so that it will be available for sale;
- management intends to complete the product and use or sell it;
- there is an ability to use or sell the product;
- it can be demonstrated how the product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the product are available; and
- the expenditure attributable to the product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the product include the employee costs associated with development and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognized as expense when incurred. Development costs recognized as assets are amortized on a straight-line basis over their estimated useful lives, which generally range between three and twenty-four months.

See Section 10.5 "Investments" for development costs incurred in the period covered by the historical financial information.

6.9 PATENTS

The Group holds a large portfolio of intellectual property rights ("IPR") and patents providing competitive advantages and high barriers of entry for competitors. The Group considers its focus on patents to be vital. The Group is not dependent on any license income related to these patents.

The Group currently has nine patents and one utility model granted, as set out in the table below.

Description	Filing date	Issue date	Country
Computer Cooling System, Compressor Cooling	4 Oct 2000	31 Mar 2010	Germany
Cooling System, Condensate Cooling	7 Mar 2005	3 Apr 2008	Germany
Cooling System, Condensate Cooling	6 Sep 2007	19 Apr 2011	US
Cooling system for a computer system, CPU cooling by water	30 Jun 2010	14 Aug 2012	US
CPU Cooling by Water I	8 Nov 2004	5 Jul 2011	US, EU
CPU Cooling by Water II	6 May 2005	21 Aug 2012	US, EU, China
Graphical Card Thermal Interposer	30 Jun 2010	25 Sep 2012	US, EU
Utility Model, CPU Cooling by Water	8 Nov 2004	5 Nov 2009	Germany
Liquid Cooling System For an Electronic System	28 Oct 2010	TBD (Allowed)	US
Cooling System for a Computer System	5 May 2005	TBD (Allowed)	China

In addition, the Group has several applications pending, as set out below.

Description	Filing date	Country
Cooling System	5 Dec 2007	China
Liquid Cooling System Cold Plate Assembly	10 Jan 2011	US
Integrated Liquid Cooling System	28 Oct 2010	US, PCT
Server Rack Closed Loop Liquid Cooling System	23 Aug 2011	US
Cooling System for a Server	28 Nov 2011	US
Fluid Connector for a cooling system	25 May 2012	US
Server Memory Cooling Apparatus	29 Jun 2012	US
Thermal Management System	20 Aug 2012	US
Server Cooling Distribution Unit	27 Nov 2012	US

6.10 TREND INFORMATION

The Group has not experienced any significant changes or trends in production, sales and inventory, and costs and selling prices since the end of 2012 and up until the date of this Prospectus.

7. MARKET OVERVIEW

7.1 INTRODUCTION TO COMPUTER COOLING

7.1.1 Overview

Computer cooling in general is a method for dissipating large amounts of heat, which is created while a computer system is running. It removes the waste heat produced by computer components in order to keep the components within permissible operating temperature limits and avoid damage. Components that are susceptible to temporary malfunction or permanent failure if overheated include integrated circuits such as central processing units (“CPU”), graphics processing units (“GPU”), memory modules chipset and hard disk drives.

There are several options available for computer cooling and each offers its own combination of cost, noise level and performance. Air cooling is the most common method for computer cooling due to its good cost/performance ratio. Air cooling solutions typically make use of an aluminum heat sink with or without a fan that is attached directly to CPUs, GPUs, chipset, power supplies and PCI cards.

7.1.2 Advantages of liquid cooling

Fundamentally water is more efficient and better suited for absorbing and transporting heat than air. Instead of blowing significant quantities of cold air onto a heat sink to keep the computer components cool, liquid cooling systems attach directly to the heat-generating computer component and absorbs the generated heat into a liquid. The heated liquid is then pumped to a remote location where it is desirable to dump the waste heat. In a desktop computer there is typically a radiator mounted to the backside of the chassis and the heat is released into the ambient air. Apart from being more efficient, liquid cooling also generates less noise than air coolers that are depending on vast fan generated airflow to be effective.

In a data center environment the waste heat can be transported all the way out of the data center with liquid, eliminating the need for mechanical chilling/Computer Room Air Conditioning (CRAC) and that is essentially what is allowing for the very significant power saving. In many cases the waste heat can also be captured and re-used for e.g. building heating. As such, chip level liquid cooling in the data center provides a substantial power saving, often 60 - 80% in the Company’s opinion, and with the re-use of the waste heat, there is instant payback which means highly appealing Total Cost of Ownership (TCO) for the data center. According to the Company, the substantial power savings makes chip level liquid cooling the most environment friendly way of cooling a data center known today.

Figure 7-1: Air cooling vs. liquid cooling

Efficiency	Cheaper	Greener
▪ Liquid cooling is much more efficient in absorbing and transferring heat – Higher performance for computer enthusiasts and builders – Lower acoustic noise in work environments – Lower power consumption in servers	▪ Lower operating cost – Lower server power – Less load on data center air conditioning – Lower capital costs and reduced need for expensive air cooling	▪ More environmental friendly – No greenhouse gasses – Significant CO^2 reducing effect by lowering power usage

7.2 MARKET OVERVIEW LIQUID COOLING

The commercial market for liquid cooling solutions is relatively new and is still in development. Asetek is the clear market leader both in terms of volume and revenue. Other enterprises focusing solely on direct-to-chip liquid cooling include Iceotope, Green Revolution and CoolIT Systems.

7.2.1 Desktop cooling

Over the past few years, CPUs have significantly more transistors, more cores and are drawing more power. As power is turned into heat, this leads to greater heat produced mainly by the CPU and the GPU in the computer. For years, CPU and GPU heat sinks have been added to all modern PCs to alleviate the heat from the processors into the surrounding environment, but as the fans get louder and larger, and PC form factors get smaller, liquid cooling represents an attractive alternative.

The market for desktop cooling can be segmented as follows:

1. Gaming/Performance PCs
2. Do-It-Yourself (DIY) PC enthusiasts
3. Enterprise Workstations

Gaming/Performance PCs

The PC gaming market is currently experiencing significant growth, and is expected to continue to grow going forward. The PC Gaming Alliance[3] predicts a growth of 37% in gaming software by 2015, which is mainly driven by China, the U.S. and UK, Japan, Korea and Germany.[4] Increasing broadband access and digital delivery worldwide are believed to be main contributors to the significant PC gaming growth.

The increasing PC gaming market also increases the requirements for cooling solutions. In the Company's opinion, Asetek has made liquid cooling the standard in OEM gaming PCs, as it sees PC suppliers in need for differentiation in the high-end market to maintain and increase margins.

DIY PC enthusiasts

Do-It-Yourself users may not be gamers, but common for all is that they are early adopters of new hardware and building their own PCs as a hobby and oftentimes overclocking CPUs and GPUs to hit the highest possible performance. In order to overclock a processor i.e. run it at higher speeds than it is originally designed for, cooling is the single most important factor. Since air cooling is usually not the best way to reach high speeds, this category of PC users typically uses liquid cooling. Jon Peddie Research estimates that there are currently 54 million DIY PC enthusiasts end users worldwide, and that this number will increase to 72 million by 2015.[5]

Enterprise Workstations

Enterprise Workstations is a sub segment of the PC market and is defined as a PC with a lot of CPU and GPU power, built to handle high workloads from e.g. 3D graphics, computer-aided design ("CAD"), financial and technical calculations and simulations. Beyond the hardware, another feature for an Enterprise Workstation class product is that the vendor certifies it to work without issues with certain software applications; for example CAD software. Professionals require increasing demand for low acoustic noise and higher performance of their Enterprise Workstations, which is driving the demand for liquid cooling. The Enterprise Workstation market is dominated by HP followed by Dell.

7.2.2 The downwards trend for desktop PCs

There is unquestionably a downward trend for desktop PCs on a global scale as the traditional desktop PC as we know it is increasingly being replaced with mobile devices such as tablets and smartphones. However, it is important to realize that the PC gaming/enthusiast and Enterprise Workstation markets the Group operates in are sub segments of the general desktop PC market and are not widely affected by this trend.

As mentioned above, PC gaming is growing and as PC games require powerful hardware this has not been replaced by any handheld device. PC enthusiasts are building and upgrading their own PCs and as known from any enthusiast market, these types of customers are often loyal.

The Enterprise Workstation market depends on local available hardware and computer power where the rule is "the more power the better". As such this segment is not expected to be replaced or cannibalized by any handheld devices. In addition to the hardware requirement it is not uncommon that CAD Workstations use up to several 26" (or bigger) monitors, which further verifies why this segment is not influenced by the downwards desktop PC trend. As can be seen in Section 7.3 below, the Group only has approximately 2% market penetration presently, meaning there is a substantial growth potential here.

[3] The PC Gaming Alliance is a non-profit organisation

[4] PC Gaming Alliance, 7 March 2012

[5] Jon Peddie Research, "PC Gaming Hardware Market to hit USD 23.6 million in 2012"

7.2.3 Server and data center cooling

According to TechNavio, the current data center cooling market is estimated to be USD 8 billion a year with a CAGR of 11.5%.[6] Although a lot of different companies have invested in novel approaches to data center cooling, including liquid cooling, a very few in the market today is using liquid cooling on chip level. There are some exceptions like for example IBM and Fujitsu, but those are very expensive and proprietary solutions which Asetek estimates have low mainstream adoption rates. Normally when referred to liquid cooling in data centers it is the use of chilled (actively cooled) water to produce cool air, which again means that the actual servers in the data center are air cooled and thus substantially different from what the Group is doing.

The Group's approach is to remove the heat directly at the source and transport it all the way out of the data center and where relevant re-use the server heat instead of just wasting all the energy generated by the servers. Asetek's approach is novel and patented but yet it is based on the Group's patented technologies that it uses in the desktop market and has deployed in more than 1.3 million desktop PCs worldwide.

The data center and server market can be segmented as follows:

<u>High Performance Computing (HPC)</u>
High Performance Computing is characterized by (like the Enterprise Workstation market) utilizing the fastest possible hardware and building thousands of extremely powerful servers into supercomputing clusters. All servers are typically connected with very fast interconnects making it possible to use all servers as "one big computer" that is good at computing very large and complex calculations.

As in a desktop PC, the higher speed CPUs, GPUs and memory used, the more heat the components will generate and as such there is a large opportunity for liquid cooling in the HPC segment. Another feature of this segment is that it is desired to have as much compute power in as little space as possible also referred to as density. Because of the never-ending demand for higher performance, the HPC-segment is also known as being early adopters of new hardware.

The typical end users of super computers are financial services enterprises, military agencies, laboratories, universities/academia, large technical enterprises and similar operations that have needs for supercomputer processing power. Unlike more typical and general purpose data centers, super computer data centers are typically used for calculations rather than running mission critical or end user applications. For the reasons given above this will be the Group's focus market in the short term as the Group's liquid cooling systems provide strong power savings, density increase and environmental benefits, providing an appealing Total Cost of Ownership (TCO).

Asetek is estimating the annual market opportunity for liquid cooling in HPC to be USD 400 million with a CAGR of 10 – 12%. Asetek got its first OEM design win in the HPC market in 2012 with Cray in their Xtreme-Cool Supercomputer. Cray is a world leading super computer OEM.

<u>General purpose data centers</u>
The flipside of the declining desktop trend described in Section 7.2.2 is that some of the storage and computer capacity that the users previously had on their desktop now has to come from somewhere else, as it is still needed. As such the significant growth in both social media and mobile computing is driving large growth in large general purpose data centers for storage, cloud solutions and other advancing markets.

Unlike HPC clusters, general purpose data centers are typically running mission critical applications, large data bases, end user services like social media, online auctions and e-commerce, etc. Despite lesser focus on density and performance than in HPC, virtualization is driving utilization up and it is not uncommon that companies spend as much power on cooling their data centers as they do on actually running the servers providing an interesting market opportunity.

The general purpose data center market is estimated to be 10 times larger than HPC and as such Asetek estimates the market for liquid cooling for data centers to be a USD 4.5 billion market, with a CAGR of 10 – 12%[7], opportunity for its products and like in HPC Asetek's solutions offer strong value propositions in terms of power savings, TCO, carbon footprint reductions as well as the re-use of waste heat.

[6] Global Data Center Cooling Solutions Market 2010-2014
[7] IDC, Global Data Center Cooling Solutions Market Report

In addition to selling its products through the traditional OEM channel, the Group is also pursuing a retrofit business model, where existing data centers can be retrofitted/upgraded with Asetek's RackCDU and thereby achieve state of the art energy efficiency without actually replacing the servers inside the data center.

The Group's business model is not to perform retrofit work for data center end users. Rather, it will provide cooling systems to companies who specialize in providing support services for data centers and these companies will perform the retrofit. The Group's first general data center retrofit design win was awarded in 2012 by the United States Department of Defense and the Group partnered with Johnson Controls to perform the retrofit installation.

7.3 MARKET SHARE AND MARKET PLAYERS

7.3.1 Desktop liquid cooling market

Asetek currently has 100% of all Tier 1 OEM liquid cooling design wins. No major OEM worldwide is shipping with other liquid cooling brands than Asetek's. The Group's main competitor in the desktop liquid cooling market is CoolIt Systems, and recently Coolermaster has entered the DYI PC enthusiast space as well.

Based on the Company's market intelligence gathered through close relationship to its customers and extensive industry experience, the Company estimates market penetration and market share as follows.

Figure 7-2: Estimated market share and market penetration

Market size and penetration

Gaming/Performance Desktop PCs

Performance DT	2011	2012
TAM (kU)	943	1,040
Volume (kU)	105	119
Penetration	11.1%	11.4%
ASP ($)	$43.11	$40.63
Revenue (k$)	$4,515	$4,829

DIY PC Enthusiasts

DIY	2011	2012
TAM (kU)	1,752	1,931
Volume (kU)	177	226
Penetration	10.1%	11.7%
ASP ($)	$43.65	$45.90
Revenue (k$)	$7,733	$10,342

Enterprise Workstations

Workstation	2011	2012
TAM (kU)	2,488	2,606
Volume (kU)	51	66
Penetration	2.1%	2.5%
ASP ($)	$62.70	$53.06
Revenue (k$)	$3,198	$3,476

TAM = Total Addressable Market, ASP = Average Selling Price

7.3.2 Data center cooling market

The market is currently dominated by three key players, Emerson, Schneider-APC and Rittal, who combined have a market share of approximately 88%. However, the current market is all around facilities level liquid cooling, meaning that actual rack and inside server level is being air cooled as mentioned above in Section 7.2.3. This also means that in order for Asetek to become successful in the market, it does not necessarily have to rely on capturing market share from the established players as Asetek's products will be deployed at server and rack level and be complementary rather than competing with existing solutions. In other words, there is still a need for the facility side infrastructure and external data center coolers provided by the established players, perhaps different products from their range than today, but still their products. As such Asetek estimates its total addressable market ("TAM") to be on top of the USD 8 billion estimated by TechNavio rather than being cannibalized out of it.

The Group's data center revenue will to a large extent be financed through power savings since the money the data center will spend on buying the Group's products will come from the money they save on buying power.

There is a number of more or less exotic liquid cooling data center solutions on the market today like for example Iceotope and Green Revolution. Common for all is that they require proprietary hardware not supplied or currently supported by any of the major OEMs and they require new industry standards and different ways of operating. As an example these technologies run the entire servers submerged in a liquid, which in the opinion of the Company is not practical nor generally accepted. Asetek's solution will work with any of the major OEM servers and can be installed as a drop-in solution and does not require any special or new way of operating the data center.

Finally, and perhaps most importantly, according to the Company, no competing solution or technology is widely tested or adopted in the market whereas Asetek's data center solution is based on identical technology to its desktop solution that has been sold and deployed in more than 1.3 million computers worldwide.

8. BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND EMPLOYEES

8.1 BOARD OF DIRECTORS

8.1.1 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 6 to 10 members, subject to the general meeting decision. The Company currently has an interim Board of Directors, composed of 8 shareholder elected members, as set out in the table below, who will serve as Board members up to the completion of the Listing. On the extraordinary general meeting scheduled to be held on or about 17 March 2013, Ib Sønderby, Gregers Kronborg and André S. Eriksen will be replaced by Bengt Olof Thuresson and Knut Øversjøen (the "**New Directors**") at the Company's Board of Directors.

Name of director	Director since	Current term expires	Business address:
Samuel Szteinbaum, Chairman	18 February 2009	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Chris J. Christopher	23 January 2012	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Jørgen Smidt	30 January 2012	N/A	Lautrupsgade 7, 2100 Copenhagen, Denmark
Henri Richard	20 November 2007	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Alexander Wong	10 June 2010	N/A	Saltumvej 27, 9700 Brønderslev, Denmark
Ib Sønderby	15 January 2012	On or about 17 March 2013	Skipperalle 3, 3480 Fredensborg, Denmark
Gregers Kronborg	13 December 2005	On or about 17 March 2013	Saltumvej 27, 9700 Brønderslev, Denmark
André S. Eriksen	15 February 2000	On or about 17 March 2013	5285 Hellyer Avenue, San Jose, California, USA
New Directors following the listing			
Knut Øversjøen	On or about 17 March 2013	N/A	Halden Terrasse 25, 1367 Snarøya ,Norway
Bengt Olof Thuresson	On or about 17 March 2013	N/A	Holstetajet 26, 3022 Drammen, Norway

8.1.2 Description of the Board members

Samuel Szteinbaum, Chairman

Mr. Szteinbaum brings more than 20 years of international management and technology industry experience to Asetek. Much of Mr. Szteinbaum's career was spent at Hewlett Packard where he served in a variety of leadership roles in the areas of business development, marketing, finance and general management. Formerly the vice president and general manager for Hewlett Packard's PSG Americas Consumer Products organization, Mr. Szteinbaum's leadership was credited with growing revenue in these segments to over USD 6 billion. Mr. Szteinbaum brings a wealth of international experience to the Company including overseeing Hewlett Packard's operations in Canada, Latin America, Singapore, and the United States. Mr. Szteinbaum holds an M.S. in Management from Purdue University as well as a Double B.A. in Economics and Mathematics from the University of California. Mr. Szteinbaum is an American citizen and resides in the United States of America.

Chris J. Christopher, Board member

Mr. Christopher brings over 40 years of leadership, management and technology industry experience. During his long career with Hewlett Packard he served in a variety of leadership and general management roles. His most recent role was a Senior VP and General Manager of an USD 18 billion portfolio consisting of Blades based Client Virtualization systems, Workstations, Desktop PCs and Displays. He has extensive experience in product development, product marketing, supply chain and operations relating to entrepreneurial programs, small and multi-billion dollar businesses. While in Hewlett Packard, Mr. Christopher also led the product division that developed the whole range of server hardware and systems for the Hewlett Packard computer business. Mr. Christopher was on the board of directors of SMS Technologies for over 12 years, and is currently on the board of directors of Forston Labs and Physical Activity Innovations LLC. He is a volunteer advisor to entrepreneurs for the RMI Center in Ft. Collins, Colorado and a Business School guest lecturer on Entrepreneurship, Innovation and Business Sustainability & Growth. Mr. Christopher holds a BSEE and MSEE from Colorado State University and an Executive MBA from Insead School of Business. Mr. Christopher is an American citizen and resides in the United States of America.

Jørgen Smidt, Board member
Mr. Smidt brings to Asetek more than 25 years of international operational and business management experience from the mobile telecoms industry. His business development expertise includes the analysis and implementation of investment and international marketing, market positioning and communication strategies. He is currently a partner at Sunstone Capital, a Nordic venture capital fund. Prior to Sunstone, Mr. Smidt worked 13 years in Nokia where he was responsible for a variety of senior management positions ranging from Vice President of the emerging Broadband Systems business unit to heading Nokia's Operation Solutions and Services in the Americas, Europe and Middle East where he was responsible for building Nokia's fast growing services business. Prior to joining Nokia, Mr. Smidt served six years with Motorola in senior product management and operational functions. Mr. Smidt holds an engineering degree in computer science from the Engineering College of Copenhagen. Mr. Smidt is a Danish citizen and resides in Denmark.

Henri Richard, Board member
Mr. Richard is Senior Vice President, Chief Sales and Marketing Officer for Freescale Semiconductor. Prior to joining Freescale, he served as Executive Vice President and Chief Sales and Marketing Officer at AMD, where he oversaw AMD's international sales force, corporate marketing and field marketing initiatives. Previously, Mr. Richard was Executive Vice President of worldwide field operations at WebGain, Inc., a privately held provider of Java software for Fortune 500 companies. Prior to that, he was President of the Computer Products Group at Bell Microproducts and Vice President, worldwide sales and support for IBM's Technology Group. Mr. Richard brings a global perspective to the Asetek Board, having led worldwide sales and marketing efforts in the Asian, European and American markets for more than 30 years. Mr. Richard holds a bachelor's degree in science and technology from Ecole Nationale de Radiotechnique et Electronique Appliquee in France. Mr. Richard is a French citizen and resides in the United States of America.

Alexander Wong, Board member
Mr. Wong is a managing director of D. E. Shaw & Co., L.P. and head of venture capital at the D. E. Shaw group. Mr. Wong has more than 20 years of operating, technical, private equity, and venture capital experience in the technology industry. Former employers include Apax Partners, a global private equity firm, Intel Capital, Intel Corporation, Motorola, Inc. and Lawrence Livermore National Laboratory. He currently serves on the board of directors of Cervel Neurotech, Desi Hits!, Infinite Power Solutions, Kanjoya, Natrix Separations, and Tapjoy. Mr. Wong holds a Ph.D. degree in electrical engineering from the University of California, Berkeley. Mr. Wong is an American citizen and resides in the United States of America.

Ib Sønderby, Board member
Mr. Sønderby runs his own investment company, Zoar Invest, which is a long term investor in startups as well as more conventional companies. Zoar Invest was the first external investor in Asetek back in 2000. Former employers include A/S Bjørnskov and Co. Bórsmeglerselskab where he served as CEO, and A. P. Moller Maersk. Currently, he serves as chairman in seven companies and as board member in twelve other companies. Mr. Sønderby holds a HD Business Administration, Finance and Accounting degree from Copenhagen Business School. Mr. Sønderby is a Danish citizen and resides in Denmark.

Gregers Kronborg, Board member
Mr. Kronborg joined Northzone in 2003, which is the leading technology venture investor in the Nordic region. Mr. Kronborg is a general partner of Northzone. Mr. Kronborg co-founded the Danish broadband start-up COCOM in the mid-90's, which was acquired by Cisco in 1999. Following the acquisition he served as General Manager of the acquired unit. Prior to founding COCOM, Mr. Kronborg was a management consultant and partner in Bisballe Planning A/S serving Danish and international clients, and he served as expert and evaluator to the European Commission R&D programs. Mr. Kronborg currently serves as chairman in Circle Consult and Constantia Ejendom, and as a board member in five other companies. Mr. Kronborg holds a M.Sc. in Engineering from the Technical University of Denmark, and a B.Sc. in Business Administration from Copenhagen Business School. Mr. Kronborg is a Danish citizen and resides in Denmark.

André S. Eriksen, Board member
See Section 8.2.2 below.

New Directors to be elected at the extraordinary general meeting scheduled on or about 17 March 2013:

Bengt Olof Thuresson
Mr. Thuresson has more than 30 years of experience from international high-tech businesses. He has a background from the computer industry where he worked 12 years in different leading positions in the micro computer manufacturer Mycron. For 12 years Mr. Thuresson worked for the videoconferencing company Tandberg including 5 years as CEO. Since 2002 Mr. Thuresson has served as private investor and

chairman/board member at several technology companies such as: Komplett (e-commerce), NextGenTel (broadband provider), Tandberg Television (broadcasting systems) and Tandberg. Mr. Thuresson is currently Chairman of Protan, Nevion, ICTEC, Vetrina North, Likida Invest and Pexip. Mr. Thuresson holds an MSc in Engineering Cybernetics from the Norwegian University of Science and Technology. Mr. Thuresson is a Swedish citizen and resides in Drammen, Norway.

Knut Øversjøen
Mr. Øversjøen is an independent advisor/private investor with extensive experience from management positions within several industries: Partner in Carnegie Investment Banking, CEO in Global Tender Barges ASA, CFO and SVP M&A in the Umoe Group, CEO in Kverneland ASA, CFO in PGS ASA, CFO in Enitel ASA, M&A in Elkem ASA and CFO in Hafslund ASA. Mr. Øversjøen has also held several board positions in both listed and unlisted companies: Chairman: Spectrum ASA, Gregoire ASA, Green Energy Group, Sønnico, CBF Energy Broking, Haram Utility and others. Board member: Kverneland ASA, Ementor ASA (Atea), Unitor ASA, Sparebanken Midt Norge, Actinor Shipping ASA, Swan Reefer ASA, Pemco and others. Mr. Øversjøen is a Norwegian citizen and resides in Oslo, Norway.

8.1.3 Independence from senior management and large shareholders

Less than 50% of the interim Board members are independent of the senior management and large shareholders, as further described in Section 8.3 below. However, when the new Board becomes effective, as further described in Section 8.1.1 above, at least 50% of the Board members will be independent of the senior management and large shareholders.

8.2 SENIOR MANAGEMENT

8.2.1 Overview

The table below sets forth the members of the Company’s Executive Management and other senior management members at the date of this Prospectus.

Name	Position	Business address:
Executive Management:		
André S. Eriksen	Chief Executive Officer	5285 Hellyer Avenue, San Jose, California, USA
Peter Dam Madsen	Chief Financial Officer	5285 Hellyer Avenue, San Jose, California, USA
Other senior management:		
David Garcia	General Manager, Data Center Division	5285 Hellyer Avenue, San Jose, California, USA
John Hamill	Vice President Worldwide Sales	5285 Hellyer Avenue, San Jose, California, USA
Ole Madsen	Vice President Engineering and Quality	Saltumvej 27, 9700 Brønderslev, Denmark
Csaba Vesei	Senior Director, Operations	5285 Hellyer Avenue, San Jose, California, USA
Scott Chambers	Senior Director, Marketing	5285 Hellyer Avenue, San Jose, California, USA

8.2.2 Executive Management

André S. Eriksen, CEO and founder
As a long-term entrepreneur (15 years) and founder of the Group, Mr. Eriksen has held basically all positions in the Group over the years, and thus grown from a young entrepreneur to an experienced CEO for an international corporation with operations on three continents. Prior to founding the Group, Mr. Eriksen was employed at Danfoss in their management trainee program. Mr. Eriksen has a practical education as a tool maker, and holds an engineering degree from Aalborg University. In addition, he has completed several executive MBA-level programs at Stanford, MIT and Wharton within management, finance, strategy and entrepreneurship. He is a Norwegian citizen and resides in the United States of America.

Peter Dam Madsen, CFO
Mr. Madsen joined the Group from Martin Professional, Inc., where he first served as International Controller (1998-2000, DK) and later was promoted to Chief Financial Officer (2000-2006, US) responsible for all operational, administrative and financial areas for the U.S. operation. Prior to joining Martin Professional in 1998, he served as CFO of Dantax Radioindustri A/S (DK) listed on the Copenhagen Stock Exchange. Mr. Madsen holds an MBA in International Business from Fort Lauderdale Metropolitan University as well as a Bachelors Degree in Financial Management from Aalborg University. He is a Danish citizen and resides in the United States of America.

8.2.3 Other senior management

David Garcia, General Manager, Data Center Division
Mr. Garcia is a technology industry veteran with a comprehensive background supporting the electronics ecosystem from design through manufacturing and fulfilment. He joined the Group in 2009 to grow and develop the Group's capabilities in China including manufacturing, engineering, materials, planning, sourcing and sales operations. Prior to this, he held the position as Vice President of worldwide sales, business development and field engineering for a start-up division within flash memory supplier Spansion, where he was chartered to develop the market for EcoRAM™, a high-density, solid-state, green server memory technology, which he grew to a revenue run rate of over USD 100 million. Mr. Garcia joined Spansion during its spin-out from AMD, where he served as Vice President of America's field operations for four years. Prior to Spansion and AMD, he spent several years in the EMS industry as Vice President of Americas sales and marketing at Flextronics and Vice President of worldwide sales, marketing and program management at MCMS, the former manufacturing services division of Micron Technology. Mr. Garcia also has over 12 years' international sales and marketing management experience in the personal computer and mass storage industries at Hewlett Packard and Seagate Technology. Mr. Garcia is an American citizen and resides in the United States of America.

John Hamill, Vice President Worldwide Sales
Mr. Hamill is a seasoned sales executive with more than 20 years of high tech industry sales, sales management and marketing experience. Prior to joining Asetek, Mr. Hamill worked for leading semiconductor manufacturers, most recently holding VP of Global Sales positions at nVidia and AMD. He has managed geographic territories in both Europe and North America as well as Global Accounts. Mr. Hamill has a proven ability to create cutting edge sales strategies and to develop, manage and mentor high-performance sales teams to implement those strategies and drive growth. Mr. Hamill holds a B.Sc. in Electronics and Electrical Engineering from the University of Glasgow in Scotland. He is a British citizen and resides in the United States of America.

Ole Madsen, Vice President Engineering and Quality
Mr. Madsen holds wide international experience that encompasses technical, commercial and administrative aspects of management and leadership from working 25 years in Research and Development covering areas such as electronic and software within the telecommunication sector. His latest assignment before joining the Group was working as a Software Development Director in a German subsidiary of a large U.S. based corporation. He has a long and extensive experience in establishing and managing Development and Project organizations in companies like Bosch Telecom, Agere Systems, Infinion Technologies, Texas Instruments but also experience from several small start-up companies. He has among others previously established a software company in Aalborg, Denmark for development of UMTS protocol stack software. Mr. Madsen holds a B.Sc. Eng. from Aarhus Engineering College, Denmark and an MBA from Henley Management College in London in addition to participation in various leadership training programs. Mr. Madsen is a Danish citizen and resides in Denmark.

Csaba Vesei, Senior Director, Operations
Mr. Vesei is an operations leader with extensive global experience in the hi-tech industry. Prior to joining the Group in 2009, Mr. Vesei spent 14 years with IBM in numerous leadership roles, where he managed fulfillment, logistics, manufacturing, planning, procurement, and supply chain functions in Hungary as well as in the U.S. Mr. Vesei has proven success in driving operational growth, building teams, developing and improving processes to achieve sustainable results. In his current role as Senior Director of Operations, Mr. Vesei leads and manages the China operations including manufacturing, engineering, materials, logistics, planning, sourcing and sales operations. Mr. Vesei holds an MBA in Business from Buckinghamshire Chilterns University, UK as well as a B.Sc. in Information Technology from the College of Dunaujvaros, Hungary. Mr. Vesei is a Hungarian citizen and resides in the United States of America.

Scott Chambers, Senior Director, Marketing
Mr. Chambers is a seasoned marketing professional with over 20 years of experience driving product roadmaps, launching products, creating demand, and generating revenue. Mr. Chambers has worked for several leading companies in the computing and storage industry, including Apple, Adaptec and most recently Phoenix Technologies, where he held the position Director of Product Marketing. Mr. Chambers has a proven track record working with OEMs, sales partners, distributors, and sales teams and he has been instrumental in getting design wins, developing and executing marketing plans. Mr. Chambers is responsible for marketing, roadmap development and execution, and manages the customer engineering team at Asetek. Mr. Chambers holds a B.Sc. degree in accounting from Brigham Young University, and an MBA from Santa Clara University. Mr. Chambers is an American citizen and resides in the United States of America.

8.3 CONFLICTS OF INTERESTS, FAMILY RELATIONSHIP, DIRECTORSHIPS ETC.

To the Company's knowledge, there are no potential conflicts of interests between any duties to the Company or its subsidiaries, of any of the Board members or members of the senior management and their private interests and or other duties, except as described below.

<u>Alexander Wong</u>
Mr. Wong is a managing director of D. E. Shaw & Co., L.P., which is an affiliate of D. E. Shaw Composite Side Pocket Series 12, L.L.C. and D. E. Shaw Composite Side Pocket Series 13, L.L.C., entities which own, in the aggregate, 25% of the Company's outstanding shares. Pursuant to the IPO agreement dated 24 January 2013, D. E. Shaw Composite Side Pocket Series 12, L.L.C. and D. E. Shaw Composite Side Pocket Series 13, L.L.C. are obligated to sell up to 510,000 Secondary Shares in relation to the Secondary Sale, and are subject to a lock-up period of 180 calendars days from the first day of Listing.

<u>Jørgen Smidt</u>
Mr. Smidt is currently a partner in Sunstone Technology Ventures Fund I, which is the Company's second largest shareholder with its 17.2% ownership, and is thus not considered as independent from the Company's larger shareholders. Pursuant to the IPO agreement dated 24 January 2013, Sunstone Technology Ventures Fund I is obligated to sell up to 375,000 Secondary Shares in relation to the Secondary Sale, and is subject to a lock-up period of 180 calendar days from the first day of Listing.

<u>Gregers Kronborg</u>
Mr. Kronborg is a partner in Northzone IV K/S, which represents the Company's third largest shareholder with its 16.9% ownership, and is thus not considered as independent from the Company's larger shareholders. Pursuant to the IPO agreement dated 24 January 2013, Northzone IV K/S is obligated to sell up to 347,000 Secondary Shares in relation to the Secondary Sale, and is subject to a lock-up period of 180 calendar days from the first day of Listing.

<u>Ib Sønderby</u>
Mr. Sønderby owns and manages ZOAR Invest ApS, which holds approximately 4.7% of total shares outstanding, and is thus not considered as independent from the Company's larger shareholders. Pursuant to the IPO agreement dated 24 January 2013, ZOAR Invest ApS is obligated to sell up to 104,000 Secondary Shares in relation to the Secondary Sale, and is subject to a lock-up period of 180 calendar days from the first day of Listing.

There are no family relations between any of the Company's Board members or senior management.

Except for Mr. Szteinbaum's position as a board member in Corsair Inc., which is a reseller of the Group's products, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any member of the Board of Directors or senior management has been selected as a member of the Board of Directors or senior management. Please refer to Section 13.2 "Related Party Transactions" for more information regarding Corsair Inc.

The table below sets out the directorships, partnerships and executive management positions currently held and held during the past five years by members of the Board and senior management:

Name	Current	Previous five years
Board		
Samuel Szteinbaum	Corsair Inc. - Board member The Wonder Years Inc. – Chairman and CEO	Sococo – Board member
Chris Christopher	Physical Activity Innovations LLC – Board member Forston Labs – Board member	SMS Technologies – Board member
Jørgen Smidt	<u>Board member in the following companies:</u> CloudMade Ltd., Sunstone TV Management A/S, Sunstone TV General Partner I ApS, Sunstone TV General Partner II ApS, Sunstone TV Invest II ApS, Sunstone TV Special Limited Partner II ApS, Sunstone Capital A/S, Sunstone TV GP I Holding ApS, Sunstone TV Invest II Holding ApS, Sunstone TV Partners & Co. Holding ApS, Sunstone TV Partners Holding ApS, Sunstone TV Special LP II Holding ApS <u>Member of executive management in the following</u>	WGH Invest ApS, member of executive management TeleFaction A/S – Board member Nangate A/S – Board member Agillic ApS - Board member Epista Software A/S – Board member

	companies: Sunstone LSV (TV) Special Limited Partner III ApS, Sunstone TV General Partner III ApS, Sunstone TV Invest III ApS, Sunstone TV Special Limited Partner III ApS, Sunstone TV & Co. Invest III Holding ApS, Sunstone TV & Co. Special Limited Partner III Holding ApS, Sunstone TV Invest III Holding ApS, Sunstone Special Limited Partner III Holding ApS, Sunstone TV Partners & Co. Holding III ApS, Sunstone TV Partners Holding III ApS, Altamont Holding ApS	
Henri Richard	Ultratech Inc. – Board member	-
Alexander Wong	Cervel Neurotech Inc. - Board member Desi Hits! Inc. - Board member Infinite Power Solutions Inc. - Board member Kanjoya Inc. - Board member Natrix Separation Inc. - Board member Tapjoy Inc. - Board member	-
Ib Sønderby	Chairman of the board in the following companies: Ardano A/S, Desita A/S, D-Scan International A/S, Nigadan A/S, SISO A/S, SplitmediaLabs Ltd., Vesta Management A/S, MIM Cashew & Agricultural Products Ltd. Board member in the following companies: Singvik Pte. Ltd. Singapore, Friheden Invest A/S, H.Reimar Nielsen A/S, H.Reimar Nielsen Ejendomsselskab A/S, H.Reimar Nielsen Parkbebyggelse A/S, HRNK A/S, KTA Holding A/S, Silkeborg Østerport Holding A/S, Silkeborg Østerport I A/S, Silkeborg Østerport II A/S, Silkeborg Østerport III A/S Member of executive management in the following companies: Zoar Invest ApS, Zoar Holding ApS, Sørupvej 3 ApS	Investea A/S - Chairman Devitech ApS – Chairman Investea ApS - Chairman Netprotection ApS - board member
Gregers Kronborg	Napatech A/S – Board member Circle Consult ApS - Chairman Circal ApS – Chairman Constantia Ejendom A/S – Chairman Trustpilot A/S – Board member Fornyelsesfonden – Board member DVCA – Board member Gregers Kronborg ApS - Director	Kirkevejen ApS - member of executive management
André S. Eriksen	IT Security A/S - Chairman Viking Racing LLC - Partner	-
New Board members effective from 14 March 2013		
Bengt Olof Thuresson	Nevion Europe AS – Chairman Protan AS – Chairman ICTEC AS – Chairman Pexip AS – Chairman Vetrina North AS – Chairman Likida Invest AS – Chairman Cinevation AS – Board member	Tandberg – Board member Komplett AS – Chairman Eltek – Chairman ProjectionDesign AS – Board member T-VIPS AS – Board member
Knut Øversjøen	Nli Subsea – Chairman ARD Group – Board member Kov Invest Holding, Chairman and Owner Scandec Systems, Chairman	-
Senior Management		
Executive Management:		
André S. Eriksen	See above	See above
Peter Dam Madsen	-	-
Other senior management:		
David Garcia	-	-
John Hamill	-	-
Ole Madsen	K/S Hasseris Villaby – Owner	OMN Invest ApS – Owner and Director

Csaba Vesei	-	-
Scott Chambers	-	-

8.4 DETAILS OF ANY CONVICTIONS FOR FRAUDULENT OFFENCES, BANKRUPTCY ETC.

No member of the Board of Directors or the senior management have for at least the previous five years preceding the date of this Prospectus been;

- Convicted in relation to any fraudulent offences;
- Except for Ib Sønderby and Jørgen Smidt, involved in any bankruptcies, receiverships or liquidations when acting in the capacity of member of an administrative, management or supervisory body;
- Subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or been disqualified by a court from acting as a member of the administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of any issuer.

Ib Sønderby, Board member in Asetek, was investor and chairman of the board in Devitech ApS when the company filed for bankruptcy in 2010. It was an ordinary bankruptcy filed by the company itself and without any further legal consequences.

Jørgen Smidt, Board member in Asetek, was member of the board of directors in Nangate A/S when the company filed for bankruptcy in 2012. It was an ordinary bankruptcy filed by the company itself and without any further legal consequences.

8.5 REMUNERATION AND BENEFITS

8.5.1 Remuneration of the Board

Since its inception, it has been the policy of the Company only to compensate independent directors (i.e. directors not affiliated with any investor of the Company). Independent investors are reimbursed for their direct expenses related to their work for the Company, and they have also received share option grants, but no cash compensation have been distributed.

USD thousands	**Remuneration**	**Options**	**Total**
Chairman of the Board of Directors	-	14	14
Other members of the Board of Directors	-	10	10
Total	**-**	**24**	**24**

In addition, the two new Board members to be elected at the extraordinary general meeting of the Company scheduled to be held on or about 17 March 2013 have been promised a combination of USD 20,000 in cash and the equivalent of USD 20,000 worth of incentives for the financial year 2013. The exact form of the USD 20,000 worth of incentives has not been established as of the date of this Prospectus.

8.5.2 Remuneration of the senior management

The table below sets out total remuneration paid to the Group’s senior management for the financial year 2012.

USD thousands	**Salary**	**Options**	**Other**	**Total**
Executive Management	622	32	-	654
Other senior management	1,234	43	-	1,277
Total	**1,856**	**75**	**-**	**1,931**

The Company’s CEO has an agreement of eight months’ severance pay in case of termination or termination in connection with change of control, and paid relocation to Denmark. The Company’s CFO has an agreement of six months’ severance pay in case of termination and paid relocation to Denmark.

Except for the Company’s CEO and CFO, no member of the administrative, management or supervisory bodies’ has contracts with the Company or any of its subsidiaries providing for benefits upon termination of employment.

8.5.3 Stock option program

Asetek Holdings has an Equity Incentive Plan (the “Plan”) where the Group’s employees and other parties that deliver services to the Group have been granted share options. The options, if vested and executed, will be settled in common shares of the Company.

The options are granted at the time of employment and, at the discretion of the Board of Directors, under other circumstances. The options are granted with exercise prices equaling the fair market value of the underlying security, of which a valuation is prepared periodically by external valuation experts.

Options are typically granted to employees and members of the Board. The option program allows flexibility in terms of vesting schedules, but typically, employees have been granted options, which vest over 4 years, and which include a one year cliff. Independent board members have been granted options which vest over 2 years, and include a six months cliff.

The Plan was adopted by the Board of Directors in 2008 with the following purpose:

- To attract and retain the best available personnel for positions of substantial responsibility;
- to provide additional incentive to employees and directors and consultants, and
- to promote the success of the Company’s business

Year-end 2012, there was a total of 1,048,187 options authorized under the Plan. 946,783 options were outstanding of which 655,074 were exercisable. Total outstanding options as of the date of this Prospectus is 960,949.

Date of authorization	Number of options
September 2008	697,380
October 2009	194,534
October 2011	156,273
Total number of options authorized December 2012	**1,048,187**

Movements in the number of share options outstanding and their related weighted average exercise price are as follows:

List of outstanding options	2012	Weighted average exercise price (USD)	2011	Weighted average exercise price (USD)
Options outstanding on January 1	805,422	0.94	747,419	0.94
Options granted	178,267	0.96	120,547	0.96
Options exercised	(3,381)	0.94	(23,715)	0.94
Options forfeited	(33,525)	0.96	(38,829)	0.94
Outstanding options on December 31	946,783	0.94	805,422	0.94
Exercisable options on December 31	655,074	0.94	478,628	0.94

Of the options outstanding at 31 December 2012, 668,362 have an exercise price of USD 0.94 per share while 278,421 options have an exercise price of USD 0.96 per share. The weighted average remaining contractual term is 5.07 years.

The Company is currently evaluating whether further options will be issued following the Listing under the current plan, and whether a new employee retention program will be established subsequent to the Listing.

8.5.4 Warrants

During the years ended 31 December 2006 and 2007, Asetek Holdings issued warrants to purchase common stock to its employees that generally vested over four years. As of the date of this Prospectus, warrants to purchase 154,729 shares of common stock are outstanding and vested. Of the total warrants outstanding, 39,146 warrants were issued in 2007 with an exercise price of USD 7.12 per share and expiration on 30 September 2014 and 115,583 warrants were issued in 2006 with an exercise price of USD 6.07 per share and expiration 30 September 2013.

8.6 CORPORATE GOVERNANCE

The Board of Directors has decided that the Company will generally comply with the Danish corporate governance recommendations (as latest expressed by the Committee on Corporate Governance in August 2011), but with the exceptions set out below. The Company will apply necessary adjustments when required by Norwegian guidelines.

The Company’s policy in relation to its stakeholders

- The Company has not adopted a formal policy on the Company’s relationship with its stakeholders, including the investors. However, the Board of Directors will continuously provide information to the Company's stakeholders pertaining to its relationship with its stakeholders in order to ensure that the interests of the stakeholders are respected.

- The Company has not adopted a policy on corporate social responsibility.

Openness and transparency

- The Company's information to the market will only be published in English.

The tasks and responsibilities of the supreme and the central governing bodies

- The Board of Directors has not found it necessary to have a deputy chairman of the Board of Directors.

Composition and organisation of the supreme governing body

- The Board of Directors has not found it necessary to prepare an annual written specification of the skills it must have to best perform its tasks. The Company's directors are selected with the purpose of creating a group best suited at performing its tasks in the interest of the Company's stakeholders and in the light of the Company’s size and complexity.

- In light of international privacy traditions the Board of Directors has not found it necessary to fix a retirement age for members of the Board of Directors in the Company's Articles of Association or to include information in the Company's annual report on such retirement age as well as the age of each member of the Board of Directors.

- In light of the composition of the Board of Directors, it has not been possible to create an audit committee where a majority of the members are independent. It is expected that this recommendation will be adhered to during 2013.

- Given the size and complexity of the Company, the Board of Directors has found that it is currently not necessary to establish a nomination committee. Instead, the tasks are carried out by the Board as a whole.

- Given the size and complexity of the Company, the Board of Directors has found that it is currently not necessary to establish a formal annual evaluation of the performance and achievements of the Board of Directors and of the individual Board members. Instead, an informal valuation process is continuously being performed, and the Board considers this type of evaluation appropriate and optimal for the Company.

- The executive board and the Board of Directors have not established a formal procedure according to which their cooperation is evaluated annually. The cooperation between the executive board and the Board of Directors is evaluated and adjusted continuously. The Board currently does not assess that there is a need for a more formalised process.

Remuneration of members of the governing bodies

- The remuneration of the Company's Board of Directors includes share-based compensation. The Board of Directors finds this to be in the best interest of the Company.

- The Company may not be able to reclaim in full or in part variable components of remuneration that were paid on the basis of data, which proved to be manifestly misstated. Given the size and complexity of the Company, the Board of Directors does not find it to be efficient to make any part of the variable components of remuneration contingent upon certain scenarios.

- The Company will not disclose the total remuneration granted to each member of the Board of Directors and the executive board by the Company and other consolidated companies in its annual report, except as required in the Danish Financial Statements Act. Given the size and complexity of the Company, the Board of Directors has not deemed it efficient to disclose detailed remuneration details in the annual report.

- The remuneration of the Board of Directors for the current financial year will not be approved by the shareholders at the Company's general meeting. Given the size and complexity of the Company, the Board of Directors does not find it to be efficient to discuss the remuneration at the general meeting.

8.6.1 Audit committee

The Company's audit committee has responsibilities related to financial reporting, the independent auditor, internal reporting and risk management. The current committee, which was established 24 January 2013, consists of the Board members Alexander Wong (chairman) and Gregers Kronborg.

8.6.2 Remuneration committee

The Company's remuneration committee has responsibilities related to developing proposals for the applicable remuneration policy and execution of the senior management and the Board. The current committee, which was established 24 January 2013, consists of the Board members Samuel Szteinbaum (chairman), Alexander Wong and Henri Richard.

8.7 EMPLOYEES

8.7.1 Number of employees

As of the date of this Prospectus, the total number of employees in the Group is 61.

The following table illustrates the number of employees as per the end of each calendar year for 2010 to 2012 split by the geographical areas.

Geographical area	31 Dec 2012	31 Dec 2011	31 Dec 2010
Asia	22	17	14
Americas	13	14	19
Europe	26	23	25
Total	**61**	**54**	**58**

8.8 PENSIONS AND OTHER OBLIGATIONS

8.8.1 Pensions

No amount has been set aside or accrued by Asetek or its subsidiaries to provide pension, retirement or similar benefits.

8.8.2 Loans and guarantees

The Group has not issued any loans or guarantees to any of its employees.

8.9 SHAREHOLDINGS

8.9.1 Board of Directors

The following table sets forth the number of Shares and options held by the Company's Board of Directors at the date of this Prospectus.

Name	No. of Shares	No. of options
Samuel Szteinbaum	-	54,600
Chris Christopher	-	20,000
Jørgen Smidt	1,785,474[a]	-
Henri Richard	-	48,300
Alexander Wong	2,591,145[b]	-
Ib Sønderby	491,960[c]	-
Gregers Kronborg	1,751,436[d]	-
André S. Eriksen	408,010	208,952

[a] Shares held by Sunstone Technology Ventures Fund I, of where Mr. Smidt is a partner
[b] Shares held by D. E. Shaw Composite Side Pocket Series 12, L.L.C. and D. E. Shaw Composite Side Pocket Series 13, L.L.C., which are affiliates of D. E. Shaw & Co., L.P., where Mr. Wong is a Managing Director
[c] Shares held by ZOAR Invest ApS, an investment company being owned and managed by Mr. Sønderby
[d] Shares held by Northzone IV K/S, of where Mr. Kronborg is a partner and has worked since 2003

8.9.2 Senior Management

The following table sets forth the number of Shares and options held by the Company's senior management.

Name	Number of Shares	Number of options
André S. Eriksen	408,010	208,952
Peter Dam Madsen	-	97,598
David Garcia	-	105,727
John Hamill	-	102,000
Ole Madsen	-	97,289
Csaba Vesei	-	11,500
Scott Chambers	-	21,500

9. FINANCIAL INFORMATION

9.1 INTRODUCTION

Asetek Holdings, Inc. ("**Asetek Holdings**") adopted IFRS on January 1, 2011, with a transition date of January 1, 2010. Prior to the adoption of IFRS, Asetek Holdings prepared its consolidated financial statements in accordance with U.S. GAAP. In the following sections, consolidated financial figures for the years 2012, 2011 and 2010 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and consolidated financial figures for 2011 and 2010 prepared according to U.S. GAAP are presented.

9.2 HISTORICAL FINANCIAL INFORMATION

The following consolidated financial information has been derived from Asetek Holdings' audited consolidated financial statements for 2012, 2011 and 2010 prepared according to IFRS, and from Asetek Holdings' audited consolidated financial statements prepared according to U.S. GAAP for the years 2011 and 2010.

Audited financial statements for Asetek A/S from its inception until 31 January 2013 is attached as Appendix E to this Prospectus.

The selected financial information set forth below should be read in conjunction with the Group's published financial statements and its accompanying notes, attached hereto, including note 2 to the consolidated financial statements for further details regarding the basis of preparation of the financial statements, and note 24 elaborating on the principal changes between IFRS and U.S. GAAP.

9.2.1 Consolidated income statement

Consolidated income statements for the three years ended 31 December 2012, 2011 and 2010 prepared according to IFRS, and consolidated statements for the two years ended 31 December 2011 and 2010 prepared according to U.S. GAAP are set out below.

Figures in USD thousands	**2012 IFRS Audited**	**2011 IFRS Audited**	**2010 IFRS Audited**	**2011 US GAAP Audited**	**2010 US GAAP Audited**
Revenues	18,681	15,574	15,749	15,574	15,749
Cost of sales	11,893	9,871	10,926	9,750	10,853
Gross profit	**6,788**	**5,703**	**4,823**	**5,824**	**4,896**
Research and development	3,717	2,926	2,667	3,605	3,123
Selling, general and administrative expenses	7,878	6,400	7,024	6,411	7,027
Foreign exchange gain/(loss)	(65)	(84)	653	-	-
Total operating expenses	**11,660**	**9,410**	**9,038**	**10,016**	**10,150**
Operating loss	**(4,872)**	**(3,707)**	**(4,215)**	**(4,192)**	**(5,254)**
Finance income (expenses), net	(3,693)	1,838	(2,274)	(473)	426
Loss pre tax	**(8,565)**	**(1,869)**	**(6,489)**	**(4,665)**	**(4,828)**
Income tax	7	(8)	(10)	(8)	(10)
Loss for the year	**(8,558)**	**(1,877)**	**(6,499)**	**(4,673)**	**(4,838)**
Foreign currency translation adjustments	67	110	(538)	110	(538)
Total comprehensive loss	**(8,491)**	**(1,767)**	**(7,037)**	**(4,563)**	**(5,376)**

Source: Asetek Holdings, Inc. annual reports 2012, 2011 and 2010 prepared according to IFRS, and Asetek Holdings, Inc. annual reports 2011 and 2010 prepared according to U.S. GAAP

<u>Unaudited breakdown of the income statement for the year ended 31 December 2012</u>

In the opinion of the Company, it is important to understand, even though the Company operates on one segment, there are two main components adding to the operating expenses, being the desktop business and the data center business. When splitting the operating expenses from the audited income statement into these two components, the Company has used its best efforts to judge the expenses occurred in each part of the business. In doing so, the Company has utilized its employee/project time tracking system as well as project codes from its accounting system. Expenses that are not divisible by nature (rent, telecommunication expenses, etc.) have been divided using a key developed by judging the actual time spent on the two businesses. In cases of doubt, the Company has applied its best estimate of the correct attribution. In the opinion of the Company, certain expenses related to the lawsuit in progress against CoolIT as well as expenses related to the IPO process should not be divided, and are thus reflected separately.

Figures in USD thousands	**2012 Desktop Unaudited**	**2012 Data center Unaudited**	**2012 Non-distributed expenses Unaudited**
Revenues	18,681	-	
Cost of sales	11,748	-	
Gross profit	**6,933**	**-**	
Research and development	1,125	1,653	
Selling, general and administrative expenses	2,662	3,517	
Total operating expenses	**3,787**	**5,170**	
EBITDA, adjusted	**3,146**	**(5,170)**	
Adj. EBITDA margin	17%	n/a	
Depreciation & amortization	2,025	27	
EBIT, adjusted	**1,121**	**(5,197)**	
Adj. EBIT margin	6%	n/a	
Non-distributed, one time expenses (IPO/legal related)			796
EBIT			**(4,872)**
Finance items			(3,693)
Income tax			7
Foreign currency translation adjustments			67
Net loss			**(8,491)**

9.2.2 Consolidated statement of financial position

The table below summarises the consolidated statements of financial position for the Group for the three years ended 31 December 2012, 2011 and 2010, prepared according to IFRS, and for the two years ended 31 December 2011 and 2010 prepared according to U.S. GAAP.

Figures in USD thousands	**2012 IFRS Audited**	**2011 IFRS Audited**	**2010 IFRS Audited**	**2011 US GAAP Audited**	**2010 US GAAP Audited**
ASSETS					
Non-current assets					
Property and equipment	440	640	532	290	228
Intangible assets	1,448	2,139	1,631	-	-
Other assets	-	38	47	38	47
Total non-current assets	**1,888**	**2,817**	**2,210**	**328**	**275**
Current assets					
Inventories	1,055	838	1,607	838	1,607
Accounts receivables	3,971	2,180	2,434	2,033	2,337
Other current assets	-	-	-	147	97
Cash and cash equivalents	1,248	2,668	2,500	2,668	2,500
Total current assets	**6,274**	**5,686**	**6,541**	**5,686**	**6,541**
Total assets	**8,162**	**8,503**	**8,751**	**6,014**	**6,816**

EQUITY					
Capital and reserves attributable to the Company's equity holders					
Share capital	2	2	2	2	2
Share premium	3,935	3,792	3,706	3,771	3,670
Accumulated deficit	(44,218)	(35,660)	(33,783)	(42,358)	(37,685)
Translation reserves	(361)	(428)	(538)	-	-
Accumulated other comprehensive loss	-	-	-	(587)	(697)
Total equity	**(40,642)**	**(32,294)**	**(30,613)**	**(39,172)**	**(34,710)**
Mezzanine Capital	-	-	-	39,300	36,184
LIABILITIES					
Non-current liabilities					
Long term debt	7,451	15	28	15	28
Total non-current liabilities	**7,451**	**15**	**28**	**15**	**28**
Current liabilities					
Redeemable convertible preferred shares	29,510	29,242	26,756	-	-
Convertible option on preferred shares	7,612	5,669	7,266	-	-
Short term debt	314	3,035	3,076	3,035	3,076
Accrued liabilities	1,393	601	403	601	403
Accrued compensation and employee benefits	534	550	594	550	594
Trade payables	1,990	1,685	1,241	1,685	1,241
Total current liabilities	**41,353**	**40,782**	**39,336**	**5,871**	**5,314**
Total equity and liabilities	**8,162**	**8,503**	**8,751**	**6,014**	**6,816**

Source: Asetek Holdings, Inc. annual reports 2012, 2011 and 2010 prepared according to IFRS, and Asetek Holdings, Inc. annual reports 2011 and 2010 prepared according to U.S. GAAP

Unaudited adjusted balance sheet for the financial year 2012

The Group's balance sheet is significantly impacted by the classification of the redeemable convertible preferred shares as a current liability. At the extraordinary general meeting scheduled to be held on or about 17 March 2013, the currently various share classes of the Company will be consolidated into one class of shares, meaning that the preference rights will terminate and the preferred shares will be reclassified as equity.

The table below illustrates the changes to the Group's balance sheet resulting from the reclassification of the redeemable convertible preferred shares and the conversion of the convertible loan. As illustrated below, the Group's total equity will increase from USD (40.6) million to USD 923 thousand.

Figures in USD thousands	**2012 IFRS Audited**	**Conversion of redeemable convertible preferred shares and convertible loan**	**2012 Post conversion Unaudited**
Non-current assets	1,888	-	1,888
Current assets	6,274	-	6,274
Total assets	**8,162**	**-**	**8,162**
Equity	(40,642)	41,565	923
Non-current liabilities	7,451	(4,443)	3,008
Redeemable convertible preferred shares	37,122	(37,122)	0
Other payables	4,231		4,231
Total equity and liabilities	**8,162**		**8,162**

9.2.3 Consolidated cash flow statement

The table below summarises the consolidated cash flow statements for the Group for the three years ended 31 December 2012, 2011 and 2010, prepared according to IFRS, and for the two years ended 31 December 2011 and 2010 prepared according to U.S. GAAP.

Figures in USD thousands	**2012 IFRS Audited**	**2011 IFRS Audited**	**2010 IFRS Audited**	**2011 US GAAP Audited**	**2010 US GAAP Audited**
Cash flows from operating activities					
Net loss for the year	(8,558)	(1,877)	(6,499)	(4,673)	(4,838)
Adjustments to reconcile net loss to net cash used in operating activities:					
Depreciation and amortization	2,052	1,789	1,045	165	154
Financial (income) expense	3,693	(1,838)	2,047	-	-
Income tax expense (income)	(7)	8	10	-	-
Impairment of intangible assets	74	268	-		
Stock-based compensation expense	140	64	105	79	103
Decrease in fair value of preferred stock warrant liability	-	-	-	-	(69)
Cash payments for income tax	(2)	(2)	(36)	-	-
Changes in operating assets and liabilities:					
Trade receivables, inventories, other assets	(2,070)	1,082	1,527	1,082	1,527
Trade payables and accrued liabilities	1,045	266	(2,799)	479	(2,783)
Net cash used in operating activities	**(3,633)**	**(240)**	**(4,600)**	**(2,868)**	**(5,906)**
Cash flow from investing activities					
Additions to intangible assets	(1,165)	(2,279)	(1,146)	-	-
Purchase of property and equipment	(88)	(386)	(183)	(219)	(50)
Net cash used in investing activities	**(1,253)**	**(2,665)**	**(1,329)**	**(219)**	**(50)**
Cash flow from financing activities					
Proceeds from debt issuance	3,306	-	3,000	-	3,000
Reduction in bank account overdraft	-	-	-	-	(130)
Cash payments for interest on debt	(322)	(176)	(12)	-	-
Proceeds from issuance of share capital	3	22	-	22	-
Proceeds from issuance of convertible preferred stock	366	3,116	-	3,116	-
Principal and interest payments on finance leases	(35)	(56)	(147)	(50)	(111)
Net cash provided by financing activities	**3,318**	**2,906**	**2,841**	**3,088**	**2,759**
Effect of exchange rate changes on cash and cash equivalents	148	167	(99)	167	(99)
Net change in cash and cash equivalents	**(1,420)**	**168**	**(3,187)**	**168**	**(3,296)**
Cash and cash equivalents at beginning of the period	2,668	2,500	5,687	2,500	5,796
Cash and cash equivalents at the end of period	**1,248**	**2,668**	**2,500**	**2,668**	**2,500**

Source: Asetek Holdings, Inc. annual reports 2012, 2011 and 2010 prepared according to IFRS, and Asetek Holdings, Inc. annual reports 2011 and 2010 prepared according to U.S. GAAP

9.2.4 Consolidated statement of changes in equity

The table below shows the audited reconciliation of equity as of 31 December 2012, 2011 and 2010. The figures are derived from Asetek Holdings' audited consolidated financial statements for the years 2012, 2011 and 2010 prepared according to IFRS.

Figures in USD thousands	**Share capital**	**Share premium**	**Translation reserves**	**Accumulated deficit**	**Total**
Equity as at January 1, 2010	**2**	**3,601**	**-**	**(27,284)**	**(23,681)**
Total comprehensive income for 2010					
Loss for the year	-	-	-	(6,499)	(6,499)
Foreign currency translation adjust.	-	-	(538)	.	(538)
Total comprehensive loss for 2010	**.**	**.**	**(538)**	**(6,499)**	**(7,037)**
Transactions with owners in 2010					
Share based payment expense	-	105	-	-	105
Transactions with owners in 2010	-	105	-	-	105
Equity at December 31, 2010	**2**	**3,706**	**(538)**	**(33,783)**	**(30,613)**
Total comprehensive income for 2011					
Loss for the year	-	-	-	(1,877)	(1,877)
Foreign currency translation adjust.	-	-	110	-	110
Total comprehensive loss for 2011	**-**	**-**	**110**	**(1,877)**	**(1,767)**
Transactions with owners in 2011					
Shares issued	-	22	-	-	22
Share based payment expense	-	64	-	-	64
Transactions with owners in 2011		86	-	-	86
Equity at December 31, 2011	**2**	**3,792**	**(428)**	**(35,660)**	**(32,294)**
Total comprehensive income for 2012					
Loss for the year	-	-	-	(8,558)	(8,558)
Foreign currency translation adjust.	-	-	67	-	67
Total comprehensive loss for 2012	-	-	67	(8,558)	(8,491)
Transactions with owners in 2012					
Shares issued	-	3	-	-	3
Share based payment expense	-	140	-	-	140
Transactions with owners in 2012	-	143	-	-	143
Equity as at December 31, 2012	**2**	**3,935**	**(361)**	**(44,218)**	**(40,642)**

Source: Asetek Holdings, Inc. annual report 2012, 2011 and 2010 prepared according to IFRS

The table below shows the audited reconciliation of equity as of 31 December 2011 and 31 December 2010. The figures are derived from Asetek Holdings' audited consolidated financial statements for the years 2011 and 2010 prepared according to U.S. GAAP.

Figures in USD thousands	**Mandatorily redeemable convertible preferred stock**		**Common stock**		**Additional paid-in capital**	**Acc. comprehensive loss**	**Acc. deficit**	**Total stockholder's deficiency**
	Shares	Amount	Shares	Amount				
Balance at December 31, 2009	**6,788**	**36,184**	**1,551**	**2**	**3,567**	**(159)**	**(32,847)**	**(29,437)**
Stock-based compensation	-	-	-	-	103	-	-	103
Foreign currency translation adjust.	-	-	-	-	-	(538)	-	(538)
Net loss	-	-	-	-	-	-	(4,838)	(4,838)
Comprehensive loss								(5,376)
Balance at December 31, 2010	**6,788**	**36,184**	**1,551**	**2**	**3,670**	**(697)**	**(37,685)**	**(34,710)**
Stock-based compensation	-	-	-	-	79	-	-	79
Issuance of common stock	-	-	23	-	22	-	-	22
Issuance of Series C mandatorily redeemable convertible	781	3,116	-	-	-	-	-	-
Foreign currency translation adjust.	-	-	-	-	-	110	-	110
Net loss							(4,673)	(4,673)
Comprehensive loss								(4,563)
Balance at December 31, 2011	**7,569**	**39,300**	**1,574**	**2**	**3,771**	**(587)**	**(42,358)**	**(39,172)**

Source: Asetek Holdings, Inc. annual report 2011 and 2010 prepared according to U.S. GAAP

9.3 SEGMENT INFORMATION

The Group has historically had only one business segment as all of its products have been related to desktop liquid cooling. Sales statistics reviewed for various customer groups are considered to be within the same business segment. Consequently, the revenue and expenses, assets and liabilities for the Group are not divided between multiple business segments for key operating decision-making. With the Company's entry into the server and data center market, the Company will assess whether the addition of a new reporting segment is appropriate in the future.

The Group's geographical split is divided between Asia, Europe and the Americas. The following table presents the Group's revenues in each of the principal geographical areas for the financial years 2012, 2011 and 2010.

Figures in USD thousands	**2012**	**2011**	**2010**
Asia	10,841	8,826	9,208
Americas	3,384	3,628	4,944
Europe	4,456	3,120	1,597
Total	**18,681**	**15,574**	**15,749**

9.4 STATUTORY AUDITOR

Asetek Holdings' auditor since 2010 has been PricewaterhouseCoopers LLP, with business address 488 Almaden Boulevard, Suite 1800, San Jose, California 95110, United States of America. PricewaterhouseCoopers LLP is a member of the American Institute of Certified Public Accountants.

From January 2013 the Company's statutory auditor is PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, member of FSR – Danish Auditors and registration number 33 77 12 31. Its business address is Skelagervej 1A, 9000 Aalborg, Denmark.

9.5 MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The management discussion and analysis for the financial years 2010 to 2012 below is based on Asetek Holdings' consolidated financial statements prepared according to IFRS.

9.5.1 Financial years 2012 and 2011

Income statement

Total revenues amounted to USD 18.7 million in 2012 compared to USD 15.6 million in 2011. Average selling prices in 2012 declined 4% from 2011 due to the mix of products sold, whereas sales volumes increased by 24% from 2011 mainly due to the increase in sales to customers acquired in late 2011 and 2012. In 2011, the Group expanded its customer base by signing significant top-tier resellers Intel, AMD and Antec, and added ThermalTake as a reseller in 2012.

In 2012, the Group's two largest customers comprised 43% of total revenues compared to 45% in 2011 and 78% in 2010.

Gross margin remained relatively flat in 2012 compared to 2011.

In 2012, activities associated with reorganization and the contemplated initial public offering resulted in increased legal and administrative costs compared with 2011. In addition, it incurred increased legal costs to defend its intellectual property. As a result, general and administrative costs increased by 23% in 2012 compared with 2011.

Due to a continued focus on new product development, intellectual property defense and efforts directed at an initial public offering, the Group incurred an operating loss of USD 4.9 million in 2012, compared with operating losses of USD 3.7 million in 2011.

Financial expenses in 2012 increased from 2011 due to a financial loss associated with the change in fair value on the convertible preferred shares of USD 1.8 million, interest costs and a loss on the fair value of the USD 3.0 million convertible loan issued in October 2012 totaling USD 1.4 million, and drawdowns against its lines of credit.

Balance sheet

Total assets as per 31 December 2012 were USD 8.2 million, a slight decrease from USD 8.5 million as of the end of 2011. The principal change in assets was the result of offsetting effects. Trade receivables and other assets increased by USD 1.8 million from 2011 principally due to increased sales in the fourth quarter of 2012 compared with 2011. Inventories increased by USD 0.2 million associated with supporting increased revenue levels and product transitions. Cash and cash equivalents decreased by USD 1.4 million associated with the operating losses incurred, after considering the effects of the USD 3.0 million convertible loan issued. Intangible assets decreased by USD 0.7 million due to higher amortization costs.

Current liabilities, including redeemable convertible preferred shares, totaled USD 41.4 million as per 31 December 2012, compared to USD 40.8 million at the end of 2011. The change is mainly due to an increase in the fair value of the conversion option. The preferred shares are classified as current liabilities because of the shareholders' ability to redeem them upon change in control. The increase in other current liabilities was principally due to an increase in accrued administrative expenditures related to the Group's financing initiatives. These increases were partially offset by extending the maturity of a previously existing short-term USD 3.0 million note, resulting in classification of the note as long-term debt in 2012. Long-term debt also increased due to the USD 3.0 million convertible loan secured in October 2012.

Statement of cash flows

Net cash used by operating activities was USD 3.6 million for 2012, compared to USD 0.2 million in 2011. The change was mainly due to the increased net loss, and increases in trade receivables and inventories. Cash used by investing activities was USD 1.3 million. Cash provided by financing activities was relatively flat at USD 3.3 million in 2012 compared to USD 2.9 million in 2011. The Company secured a USD 3.0 million convertible loan in 2012 and issued USD 3.0 million of Series C convertible preferred shares in 2011. Net change in cash and cash equivalents was a net outflow of USD 1.4 million in 2012, compared with a net inflow of USD 0.2 million in 2011.

9.5.2 Financial years 2011 and 2010

Income statement

Total revenues amounted to USD 15.6 million in 2011 compared to USD 15.7 million in 2010. Average selling prices increased by 5% from 2010 to 2011 while sales unit volumes decreased by 6%, principally as a result of general softness in the global consumer goods markets.

In 2011, the Group expanded its customer base by signing with the significant top-tier resellers Intel, AMD and Antec, and reduced the dependency on its largest customer in 2010. Its two largest customers comprised 45% of total revenues compared to 78% in 2010.

The gross margin improved from 31% in 2010 to 37% in 2011, mainly due to improved product cost management.

The Group expanded its operational activities in China and evaluated critical functions for optimal performance, in order to achieve increased productivity for less cost, through consolidation of support functions and other process improvements. This effort resulted in a reduction of overhead cost from 2010 to 2011 by over 8%.

As a result of continued strategic investment in product development, applications and marketing, the Group incurred a net operating loss of USD 3.7 million in 2011, compared to a net loss of USD 4.2 million in 2010.

Finance income on fair value of convertible preferred shares in 2011 resulted from a decrease in the value of the conversion option at 31 December 2011 due to changes in the valuation of the Group.

Balance sheet

Total assets at the end of 2011 were USD 8.5 million, a decrease from USD 8.8 million at year-end 2010. The decline in total assets was mainly due to a decrease in inventories of USD 0.8 million, caused by efficiencies gained in managing outsourced manufacturing. Trade receivables decreased by USD 0.3 million from 2010. Intangibles increased by USD 0.5 million as a result of an increase in costs incurred for the development of new products. Cash and cash equivalents increased by USD 0.2 million due to variability in the timing of payments, funding and customer receipts.

Current liabilities increased from USD 39.3 million in 2010 to USD 40.8 million at the end of 2011. The increase was principally due to higher trade payables and accrued liabilities relating to the timing of payments.

Long-term debt, consisting of finance leases, decreased from USD 28 thousand in 2010 to USD 15 thousand in 2011.

Statement of cash flows

Net cash used by operating activities was USD 0.2 million for 2011, compared to USD 4.6 million in 2010. The change was mainly due to a USD 3.0 million reduction in payables and accrued liabilities in 2010 that did not recur in 2011. Cash used by investing activities increased to USD 2.7 million in 2011 from USD 1.3 million in 2010 due to increases in costs capitalized for development of new products and purchases of property and equipment. Cash provided by financing activities was USD 2.9 million in 2011, relating to the issuance of Series C convertible preferred shares, compared to USD 2.8 million in 2010, which resulted principally from a note payable issued to a shareholder. Net change in cash and cash equivalents was a net inflow of USD 0.2 million in 2011, compared to a net outflow of USD 3.2 million in 2010.

9.6 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities are exposed to a variety of risks: liquidity risk, market risk (including foreign exchange risk and interest rate risk) and credit risk. The primary responsibility for Asetek's risk management and internal controls in relation to the financial reporting process rests with the Executive Management. Asetek's internal control procedures are integrated in the accounting and reporting systems and include procedures with respect to review, authorization, approval and reconciliation. The Executive Management is in charge of ongoing efficient risk management, including the identification of material risks, the development of systems for risk management, and that significant risks are routinely reported to the Board of Directors.

For a discussion of the various financial risks that the Group is exposed to see note 2 "Risk management and debt" to the consolidated financial statements for the fiscal year ended 31 December 2012 prepared in accordance with IFRS, attached to this Prospectus as Appendix C.

9.7 SIGNIFICANT CHANGES IN THE GROUP'S FINANCIAL OR TRADING POSITION SINCE 31 DECEMBER 2012

Reorganisation

In January 2013, Asetek Holdings acquired a Danish shelf company which became a subsidiary of Asetek Holdings and was renamed Asetek A/S. The previous Danish operating entity was at the same time renamed from "Asetek A/S" to "Asetek Danmark A/S". This had no effect on the Group's operating results. Asetek A/S became 100% owner of the shares in Asetek Holdings through the purchase of all outstanding shares of Asetek Holdings from the shareholders, in exchange for new shares in Asetek A/S, on the extraordinary general meeting held 13 February 2013. Following this transaction, Asetek A/S became the new holding company in the Group.

Except from the abovementioned, there have been no other significant changes in the financial or trading position of the Group which has occurred subsequent to the end of the last financial year.

10. CAPITAL RESOURCES

As is typical for venture capital backed companies; the Group has incurred losses from operations and negative cash flows since its inception. During this time, the Group's operations have been financed mainly through the issuance of convertible preferred shares totaling USD 37.1 million.

As of 31 December 2012, the Group had accumulated losses of USD 44.2 million, and negative equity of USD 40.6 million. However, as further described in Section 9.2.2, the Company will have a positive equity following the conversion of the redeemable convertible preferred shares which will take place on the extraordinary general meeting scheduled to be held on or about 17 March 2013, and assumed 100% conversion of the convertible loan. Also, the Group's desktop PC cooling business is currently cash flow positive with an adjusted EBITDA of USD 3.1 million for the financial year 2012. See Section 9.2.1 for further information.

To continue its operations and strategic plans going forward, the Group has taken various steps to add or extend other credit facilities. It secured a USD 0.3 million line of credit in September 2012 with Sydbank in Denmark. Further, on 26 October 2012, Asetek Holdings secured additional USD 3.0 million in funds from the issuance of a convertible loan payable primarily to existing shareholders. In December 2012, Asetek Holdings extended the maturity of a USD 3.0 million note payable to a shareholder to 28 February 2014.

Cash and cash equivalents as of 31 December 2012 amounted to USD 1.2 million, down from USD 2.7 million as of 31 December 2011. As of 31 December 2012, the Group's cash and cash equivalents consisted solely of deposits with banks. The Group's cash is held in USD, EUR and CNY, of where the distribution was approximately 98%, 0.5% and 1.5%, respectively, per year-end 2012.

At the date of this Prospectus there are no material restrictions on the Group's access or possibility to use its cash and cash equivalents.

10.1 SUMMARISED CONSOLIDATED CASH FLOW

The table below is derived from the historical information as presented in Section 9.2 "Historical financial information".

Figures in USD thousands	**2012 IFRS Audited**	**2011 IFRS Audited**	**2010 IFRS Audited**	**2011 US GAAP Audited**	**2010 US GAAP Audited**
Cash flow from operating activities	(3,633)	(240)	(4,600)	(2,868)	(5,906)
Cash flow from investing activities	(1,253)	(2,665)	(1,329)	(219)	(50)
Cash flow from financing activities	3,318	2,906	2,841	3,088	2,759
Effect of exchange rate changes	148	167	(99)	167	(99)
Net change in cash and cash equivalents	**(1,420)**	**168**	**(3,187)**	**168**	**(3,296)**
Cash and cash equivalents at the beginning of the period	2,668	2,500	5,687	2,500	5,796
Cash and cash equivalents at the end of the period	**1,248**	**2,668**	**2,500**	**2,668**	**2,500**

Cash flow from operating activities amounted to USD (3.6) million in 2012 compared to USD (0.2) million and USD (4.6) million in 2011 and 2010 respectively. The large negative increase from 2011 to 2012 was mainly due to the increased net loss and increases in trade receivables and inventories. The positive change from 2010 to 2011 was mainly due to a USD 3 million reduction to payables and accrued liabilities in 2010 that did not recur in 2011.

The Group's cash flow from investing activities consists primarily of investments in R&D and property and equipment. Cash flow from investing activities in 2012 amounted to USD (1.3) million, of where USD (1.2) million constituted R&D investments and USD (0.1) million consisted of investments in property and equipment. Cash flow from investing activities in 2011 and 2010 was USD (2.7) million and USD (1.3) million respectively, of where R&D investments constituted USD (2.3) million in 2011 and USD (1.1) million in 2010.

The Group's cash flow from financing activities is mainly related to issuance of preferred shares and proceeds from debt issuances. In 2012 the Group secured a USD 3.0 million convertible loan, and in 2011 it issued USD 3.0 million of Series C convertible preferred shares. The positive cash flow from financing activities in 2010 of USD 2.8 million is mainly a result of the proceeds from the issuance of the promissory note to Friheden Invest A/S, as further described in Section 10.4.1.

10.2 WORKING CAPITAL STATEMENT

In the opinion of the Company, the Group does not have sufficient working capital for its present requirements for the next twelve months.

When excluding the net proceeds from the Offering, the Group's existing working capital is expected to be sufficient until the beginning of May 2013. A minimum working capital requirement for the next 12 months is estimated to be approximately USD 6 million, thus given an Offering with gross proceeds of at least USD 10 million which is a condition for completion of the Offering as further described in Section 5.3, the Group expects to have sufficient working capital for its normal operations for the next 12 months.

Should the IPO be subject to delay or cancellation, the need for obtaining approximately USD 3 million by May 2013 and an additional USD 3 million by February 2014 to repay the promissory note to Friheden Invest A/S, has been discussed with the Company's Board and investors. The current investors have indicated that, in the event of a delay or cancellation of the Offering and Listing, their participation in a new funding round is likely. Asetek has traditionally, as a venture capital owned company, been used to having quite limited amounts of cash on hand, and then being funded on a year by year basis, so this result would not be a situation that is new to the Company.

Given the Company's existing, cash flow positive, desktop PC cooling business as well as the opportunities in the long term investment in the data center cooling business, the Company believes that necessary funding can be obtained in due time. In the event the Offering is delayed or canceled, and sufficient additional funding is not available to continue with the existing level of operations, management will work with the Board to revise its short-term plans, execute significant cost reductions, and consider alternative financing sources to maintain the desktop PC cooling business while it revisits its long-term strategy.

10.3 CAPITALIZATION AND INDEBTEDNESS

The following tables below set forth the Group's consolidated capitalisation and indebtedness as of year-end 2012. The tables below should be read together with the consolidated financial statements and the notes related hereto, as well as the information in Section 9 "Financial information". The tables below also illustrate the changes to the Group's consolidated capitalisation and indebtedness following the transition to Asetek A/S, the Offering and the conversion of the redeemable preferred shares and assumed 100% conversion of the convertible loan. Except for the transition to Asetek A/S, the other transactions mentioned will be completed after the date of the Prospectus. Thus the changes to the Group's capitalisation and net indebtedness resulting from these transactions are only indicative figures.

Figures in USD thousands	**31 December 2012 Asetek Holdings Audited**	**Changes resulting from the transition to Asetek A/S**	**Changes resulting from the Offering**	**Changes resulting from conversion of the preferred shares and convertible loan**	**Post transition to Asetek A/S, Offering and conversion of preferred shares and convertible loan**
Shareholders' equity					
Share Capital	2	+26[1]	+63[2]	+143[3]	234
Share Premium	3,935	-26[1]	+22,937[2]	+43,820[3]	70,666
Legal Reserves	-	-	-	-	-
Other Reserves	-	-	-	-	-
Other Equity	(44,579)	-	-	-2,398	(46,977)
Total Equity (A)	**(40,642)**	**-**	**+23,000**	**+41,565**	**23,923**
Indebtedness					
Current debt					
Guaranteed loans	-	-	-	-	-
Secured loans	314[4]	-	-	-	314
Unguaranteed/unsecured	37,122	-	-	-37,122[5]	-
Total current debt	**37,436**	**-**	**-**	**-37,122**	**314**
Non-current debt					
Guaranteed loans	-	-	-	-	-

Secured loans	3,008[6]	-	-	-	3,008
Unguaranteed/unsecured	4,443	-	-	-4,443[7]	-
Total non-current debt	**7,451**	**-**	**-**	**-4,443**	**3,008**
Total indebtedness (B)	**44,887**	**-**	**-**	**-41,565**	**3,322**
Total capitalisation (A+B)	**4,245**	**-**	**+23,000**	**-**	**27,245**

1 1,577,796 existing shares in Asetek Holdings converted to shares in the Company with a new nominal value of DKK 0.10. Assumed DKK/USD exchange rate of 0.174.

2 3,600,000 New shares issued based on an assumption of the Offer Price in the high end of the indicative price range as further described in Section 5.7.2. Nominal value per New Share of DKK 0.10. Estimated costs in connection with the Offering and Listing of USD 2.0 million offset the gross proceeds from the Offering.

3 Assumed 100% conversion of the convertible loan of USD 3,119,178 (face value plus accrued interest up until 20 March 2013) at an Offer Price in the high end of the indicative price range. Conversion of the loan by the investors is not mandatory. For further information regarding the conversion mechanism see Section 11.5.3. Conversion of the 7,660,661 redeemable convertible preferred shares into common shares of the Company, each with a nominal value of DKK 0.10.

4 Line of credit with Sydbank A/S of USD 306 million and finance leases of USD 8 thousands. For more information see Section 10.4.2.

5 Conversion of redeemable preferred shares into common shares of the Company, as further described in Section 11.5.2.

6 Promissory note of USD 3,001,000 and finance leases of USD 7 thousands. For more information see Section 10.4.1.

7 Conversion of the USD 4,443,000 convertible loan (fair value per 31 December 2012) into 561,270 common shares in the Company.

The table below sets forth the Group’s net indebtedness as of 31 December 2012.

Figures in USD thousands	**31 December 2012 Asetek Holdings Audited**	**Changes resulting from the transition to Asetek A/S**	**Changes resulting from the Offering**	**Changes resulting from conversion of the preferred shares and convertible loan**	**Post transition to Asetek A/S, Offering and conversion of preferred shares and convertible loan**
A. Cash	1,248	-	+23, 000[1]	-	24,248
B. Cash equivalents	-	-	-	-	-
C. Trading securities	-	-	-	-	-
D. Liquidity (A+B+C)	**1,248**	**-**	**+23,000**	**-**	**24,248**
E. Current financial receivables (D)	-	-	-	-	-
F. Current bank/bond debt	306	-	-	-	306
G.Current portion of non-current debt	8	-	-	-	8
H. Other current financial debt	300	-	-	-	300
I. Current financial debt (F+G+H)	**614**	**-**	**-**	**-**	**614**
J. Net current financial indebtedness (I-E-D)	**(634)**	**-**	**(23,000)**	**-**	**(23,634)**
K. Non-current bank loans	-	-	-	-	-
L. Bonds issued	-	-	-	-	-
M. Other non-current loans	7,451	-	-	-4,443[2]	3,008
N. Non-current financial indebtedness (K+L+M)	**7,451**	**-**	**-**	**(4,443)**	**3,008**
O. Net financial indebtedness	**6,817**	**-**	**(23,000)**	**(4,443)**	**(20,626)**

(J+N)

1 Gross proceeds of USD 25 million assuming sale of the maximum number of New Shares at an Offer Price in the high end of the indicative price range. Estimated costs in connection with the Offering and Listing of USD 2 million offset the gross proceeds from the Offering.
2 Assumed conversion of the USD 4,443,000 convertible loan into common shares in the Company. Conversion of the loan by investors is not mandatory.

The above financial information has been extracted from Asetek Holdings' consolidated financial statements for 2012, and prepared using policies which are consistent with those used in preparing the financial information relating to Asetek Holdings.

Except for the transition to Asetek A/S and the contemplated Offering and conversion of the redeemable convertible shares and the convertible loan, of where the latter is not mandatory, there have been no significant changes to the Group's capitalisation and indebtedness since 31 December 2012.

10.4 DEBT OVERVIEW

As of 31 December 2012 the Group had USD 7.5 million in total non-current liabilities and USD 41.4 million in current liabilities.

The following is a summary of the Group's outstanding debt per 31 December 2012:

Figures in USD thousands	**31 December 2012**
Non-current liabilities:	
Unsecured convertible loan	4,443
Promissory note	3,001
Finance leases	7
Total non-current liabilities	**7,451**
Current liabilities:	
Redeemable preferred shares	29,510
Convertible option on preferred shares	7,612
Line of credit (Sydbank A/S)	306
Finance leases	8
Accrued liabilities	1,927
Trade payables	1,990
Total current liabilities	**41,353**
Total debt	**48,804**

10.4.1 Non-current liabilities

Total non-current liabilities amounted to USD 7.5 million year-end 2012, and consist of the following:

	Amount	**Maturity**
Unsecured convertible loan	USD 4,443,000	30 September 2015
Promissory note (Friheden Invest A/S)	USD 3,001,000	28 February 2014
Leases	USD 7,000	
Total	**USD 7,451,000**	

Promissory note to Friheden Invest A/S

In July 2010, Asetek Holdings executed a promissory note to Friheden Invest A/S, one of the Company's major shareholders, in return for a USD 3 million of operating funds. The promissory note has a stated interest rate of 10%, with interest payments due annually on December 31. The original maturity date of the note was 31 December 2011. However, the maturity was extended to 31 December 2012 in May 2011, and extended further to 28 February 2014 in December 2012. The promissory note has a book value of USD 3 million, which approximates fair value, and is collateralized by the total assets of the Group, excluding all IP rights. The note is subordinated to the line of credit with Comerica Bank. Accrued interest of USD 0.3 million related to the note is included in accrued liabilities per 31 December 2012. In return for extending the maturity of the note to 28 February 2014, Asetek Holdings incurred a one-time maturity extension fee of USD 150,000 that is due on the maturity date. The fee is amortized over the remaining period up to maturity, which resulted in a USD 1,000 addition to the note year-end 2012.

There are no specific financial covenants related to the promissory note. Upon the occurrence of an event of default all outstanding obligations shall become immediately due and payable.

Unsecured convertible loan
On 26 October 2012, Asetek Holdings entered into an unsecured convertible loan agreement with seven investors to raise USD 3.0 million to be used for working capital in preparation for an initial public offering (IPO). Interest accrues from the loan date at a stated annual rate of 10% and is paid quarterly beginning in September 2014. In the event of an IPO, the investors may convert their portion of the loan to common shares at a discount of 20% below the IPO share price. If the Company does not complete an IPO on Oslo Børs, or alternatively Oslo Axess, within twenty-four months from the date of the loan, the investors have the right to convert their portion of the loan plus accrued interest into Series C preferred shares of the Company at a conversion price of USD 4.01 per share. Any unpaid or unconverted loan amounts are to be paid in full by September 30, 2015. At its option, the Company may repay the loan, plus accrued interest, any time before maturity according to the following repayment schedule:

Repayment made during the period from:	Principal due is multiplied times:
Loan inception to 6 months	105.0%
Over 6 months from loan inception up to 12 months	110.0%
Over 12 months from loan inception up to 18 months	115.5%
Over 18 months from loan inception up to 24 months	121.0%
Over 24 months from loan inception up to 30 months	128.0%
Over 30 months up to maturity	135.0%

Upon the occurrence of any event of default, the lenders have the right to require immediate payment of the entire loan together with accrued interest.

Fair value of the convertible loan at 31 December 2012 was USD 4,443,000.

Lines of credit

Comerica Bank
In November 2010, Asetek USA, Inc. and Asetek Holdings entered into a revolving line of credit agreement with Comerica Bank, which expires 30 June 2013. The agreement is collateralized by a lien over the Group's total assets, excluding all IP rights and USD 3 million in accounts receivable in Asetek Danmark A/S. As of the date of this Prospectus, the available line of credit totaled USD 0.5 million, and there was no outstanding balance. Interest on the line is payable monthly at the bank prime rate plus 3.75 percentage points. The available line is subject to certain covenants pertaining to equity financing achievements, and operating results:

- Liquidity ratio – A ratio of liquidity to all indebtedness owing from Borrower to Bank of at least 1.50 to 1.00
- Minimum cash at bank – A balance of unrestricted cash at bank of not less than USD 250,000
- EBITDA – measured monthly on a three month EBITDA, not less than USD -675,000 as of 31 March 2013
- New equity – Borrowers shall raise USD 2 million in net cash no later than 30 April 2013

Letter of credit
As of 31 December 2012, the Company had an outstanding stand-by letter of credit for USD 0.5 million issued to its principal contract manufacturer. The letter of credit expires in April 2013, and is expected to be renewed.

10.4.2 Current liabilities

As of 31 December 2012 the Company had USD 41.4 million in total current liabilities, of which USD 37.1 million was redeemable convertible preferred shares. The redeemable convertible preferred shares are classified as current liabilities due to the shareholders' ability to redeem the shares upon change of control. All preferred shares will be converted to common shares upon listing of the Company. For more information see Section 11.5 "Share Capital".

Other current liabilities of USD 4.2 million consist of accrued liabilities, trade payables and short term debt, including the line of credit with Sydbank A/S of USD 306 thousand per year-end 2012.

Line of credit with Sydbank A/S
In September 2012 Asetek Danmark A/S entered into a revolving line of credit agreement with Sydbank A/S. Interest is payable monthly at the Danish CIBOR 3 rate plus 4.5 percentage points, which summarized to 4.8% at 31 December 2012. At 31 December 2012, the total line was USD 0.353 million, and total outstanding on the line was USD 0.306 million. The line is collateralized by the trade receivables of Asetek Danmark A/S.

10.4.3 Indirect and contingent liabilities

The Group does not have any indirect or contingent liabilities.

10.5 INVESTMENTS

The Group's investment activities are related to research and development and fixed assets like machinery and equipment. The Group routinely incurs costs directly attributable to the design and testing of new or improved products to be held for sale. These costs are capitalised as intangible assets and amortized over the estimated useful lives of the products, typically three to twenty-four months.

10.5.1 Historical investments

The table below provides an overview of the Group's investment activities for the financial years 2012, 2011 and 2010.

Figures in USD thousands	**2012**	**2011**	**2010**
Intangible assets	1,165	2,279	1,146
Property and equipment	88	386	183
Total investments	**1,253**	**2,665**	**1,329**

2012

Total investments in 2012 totaled USD 1.3 million, of where USD 1.2 million was related to R&D and USD 0.09 million was related to leasehold improvements, machinery and equipment.

2011

Total investments in 2011 amounted to USD 2.7 million, of where USD 2.3 million was related to R&D and USD 0.4 million was related to machinery, leasehold improvements, construction in process and equipment.

2010

Total investments in 2010 amounted to USD 1.3 million, of where USD 1.1 million was related to R&D and USD 0.2 million was related to construction in process and equipment.

10.5.2 Investments in progress and future investments

As mentioned in Section 5.1, the majority of the net proceeds from the Offering will be used to support the Company's growth within the data center business. In late 2012, the Group launched three new products aimed at the data center business, i.e. the RackCDU, the Internal Loop Liquid Cooling and the Inside Server Air Conditioning. The near future will require further testing and also preparing for manufacturing of these data center products. More specifically, the Company expects annual investments in the range USD 5 – 7 million over the next three years, related to market development and manufacturing equipment. At the date of this Prospectus, the Group has not committed to any of the abovementioned investments.

11. CORPORATE INFORMATION AND DESCRIPTION OF SHARE CAPITAL

11.1 COMPANY CORPORATE INFORMATION

The Company's registered name is Asetek A/S. The Company is organised as a public limited liability company in accordance with the Danish Companies Act, and is registered with the Danish Business Authority under company organisation no. (CVR) 34 88 05 22. The Company was incorporated as a shelf company on 6 December 2012 in Denmark and acquired by Asetek Holdings on 16 January 2012. The Company will serve as the listed parent company of the Group.

Asetek's registered office is Saltumvej 27, 9700 Brønderslev, Denmark.

The Shares are registered in book-entry form with VPS under ISIN DK 0060477263. The Company's register of shareholders in the form of the register of VPS is kept by DNB Bank ASA, Registrars Department, 0021 Oslo, Norway.

11.2 ADMISSION TO TRADING

On 30 January 2013, the Company applied for admission to trading of its Shares on Oslo Børs, alternatively Oslo Axess.

On 27 February 2013, the board of directors of Oslo Børs resolved to approve the Company's listing application subject to satisfaction of certain conditions. For more information see Section 5.3 "Conditions of completion of the offering".

The Company expects trading in the Company's Shares on Oslo Børs, or alternatively Oslo Axess, to begin on or about 20 March 2013. Asetek has not applied for admission to trading of the Shares on any other stock exchange or regulated market.

11.3 REORGANISATION

In January 2013, Asetek Holdings acquired a Danish shelf company which became a subsidiary of Asetek Holdings and was renamed Asetek A/S. The previous Danish operating entity was at the same time renamed from "Asetek A/S" to "Asetek Danmark A/S". This had no effect on the Group's operating results. Asetek A/S became 100% owner of the shares in Asetek Holdings through the purchase of all outstanding shares of Asetek Holdings from the shareholders, in exchange for new shares in Asetek A/S, on the extraordinary general meeting held 13 February 2013. Following this transaction, Asetek A/S became the new holding company in the Group.

As discussed further in Section 11.5 below, the Company currently has several share classes and the shares are not freely transferrable. At an extraordinary general meeting scheduled to be held on or about 17 March 2013, the currently various share classes of the Company will be consolidated into one class of shares and all Shares of the Company will be freely transferable. All shareholders of the Company have at the date hereof signed binding and irrevocable undertakings, including proxies to vote as shareholders, to conduct and support the extraordinary general meeting mentioned above, subject to certain conditions, including the Board's approval of the Offering. The consolidation of the share classes is a condition for the Listing.

The Group's legal structure pre- and post the reorganisation is set out below.

Figure11-1: Legal structure of the Group pre reorganisation

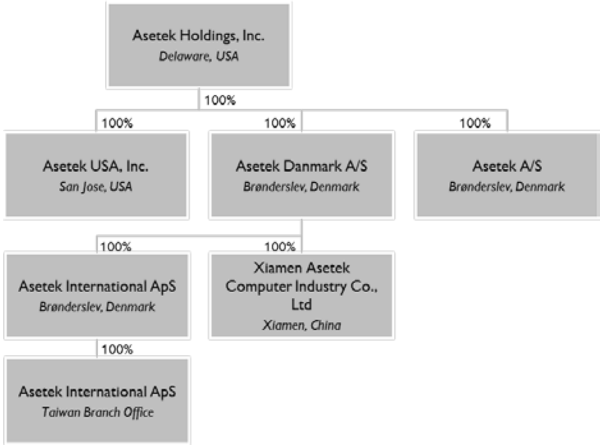
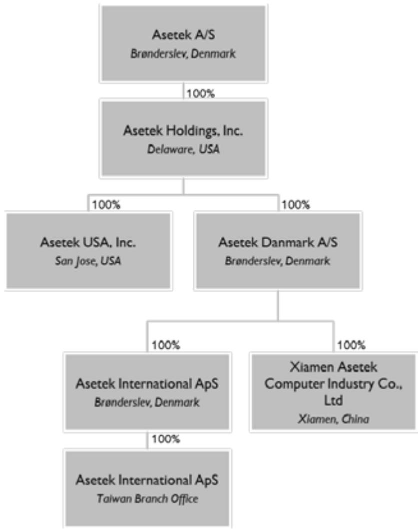


Figure 11-2: Legal structure of the Group post reorganisation



11.4 SHAREHOLDER AGREEMENTS

The Company's current shareholders are all parties to a shareholders' agreement with respect to their shareholding in the Company. This agreement will terminate upon completion of the Listing, and the Company is not aware of any other arrangement between its shareholders that will be in place at such time.

11.5 SHARE CAPITAL

11.5.1 Overview

The Company's current share capital is DKK 1,038,845.70 divided into 10,388,457 shares, each with a nominal value of DKK 0.10. All the shares are validly issued and fully paid. The Company currently has five share classes as set out in the table below.

Common shares	**Preferred Shares**				**Total number of shares**
Series D	Series A-1	Series A-2	Series B	Series C	
2,727,796	2,266,000	209,814	2,317,017	2,867,830	**10,388,457**

The completion of the Offering is subject to the conditions that the extraordinary general meeting of the Company scheduled to be held on or about 17 March 2013 resolves to consolidate the share classes of the Company into one class of shares with equal rights and that the Shares of the Company will be freely transferable. The Company has obtained irrevocable undertakings and voting proxies to consolidate all shares into one class of shares at the extraordinary general meeting, subject to certain conditions, including the Board's approval of the Offering. For more information see Section 11.3 "Reorganisation" above.

11.5.2 Redeemable convertible preferred shares

At the date of this Prospectus, the Company has USD 37.1 million in redeemable convertible preferred shares outstanding, which shall be converted into common shares of the Company upon an initial public offering.

The following is a summary of outstanding redeemable preferred shares per 31 December 2012:

Redeemable convertible shares	Authorised (000')	Issued and outstanding (000')	Liquidation preferences (USD 000')	Proceeds net of issuance costs (USD 000')	Issuance price per share (USD)
Series A-1	2,266	2,266	13,573	10,356	5.99
Series A-2	210	210	1,698	1,575	8.09
Series B	2,700	2,317	15,964	16,253	6.89
Series C	2,868	2,867	11,500	11,483	4.01
Total	**8,044**	**7,660**	**42,735**	**39,667**	

Redeemable convertible shares	Fair value of conversion option	Carrying value of preferred shares	Total carrying value
Series A-1	1,726	10,070	11,796
Series A-2	95	1,238	1,333
Series B	1,387	8,982	10,369
Series C	4,404	9,220	13,624
Total	**7,612**	**29,510**	**37,122**

11.5.3 Convertible loan

The Company's outstanding convertible loan of USD 3.0 million will remain in Asetek Holdings and will be converted into shares in Asetek Holdings in connection with the extraordinary general meeting of the Company scheduled to be held on or about 17 March 2013 (except for any lenders not wanting to be converted), at a price equal to the Offer Price less 20% and immediately hereafter, the shares will be contributed to the Company in consideration of newly issued class-C shares in the Company, which will then be combined with the common shares and listed on Oslo Børs, or alternatively Oslo Axess.

The table below is meant as an illustration of how the conversion mechanism will work assuming full conversion of the convertible loan. Please note that the IPO conversion price is in USD and thus the number of new Shares in the Company will depend on fluctuation in the NOK/USD exchange rate from the Prospectus date until the time of the conversion. The illustration below is based on the final Offer Price set within the Indicative Price Range, as further described in Section 5.7.2. Further, it is based on a total convertible loan value of USD 3,119,178, which consists of the face value of the loan plus accrued interest up until the expected Listing date, i.e. 20 March 2013.

IPO price (NOK/Share)	**33.0**	**36.5**	**40.0**
IPO price (USD[1]/Share)	5.7	6.3	6.9
IPO conversion price (USD/Share)	4.6	5.1	5.6
Number of preferred Series C Shares	680,323	615,087	561,270
Number of new Shares in Asetek A/S	680,323	615,087	561,270
Nominal share capital increase (DKK)	68,032	61,509	56,127

[1]Assumed NOK/USD exchange rate of 5.7581

11.6 SHARE CAPITAL HISTORY

The table below summarises the development in Asetek's share capital since its incorporation on 6 December 2012 and up until the date of this Prospectus. Note that the changes following the Offering are not included in the table below.

Date of registration	Type of change	Change in issued share capital (DKK)	Subscription price per Share (DKK)	Par value per Share (DKK)	No. of issued Shares after change	Total issued share capital after change (DKK)
6 December 2012	Incorporation	500,000	100	100	5,000	500,000
13 February 2013	Share capital decrease	385,000	100	0.10	0	0
13 February 2013	Share capital increase	1,038,845.70	100	0.10	10,388,457*	1,038,845.70

*In connection with the share capital increase a resolution to divide the share capital into different share classes was adopted to the effect that the Company's share capital is nominal DKK 1,038,845.70, divided into shares of DKK 0.10 or any multiple thereof. The share capital is divided into nominally DKK 226,600 A1 Shares (corresponding to 2,266,000 A1 shares), nominally DKK 20,981.40 A2 Shares (corresponding to 209,814 A2 shares), nominally DKK 231,701.70 B Shares (corresponding to 2,317,017 B shares), nominally DKK 286,783 C Shares (corresponding to 2,867,830 C shares) and nominally DKK 272,779.60 D Shares (corresponding to 2,727,796 D-Shares) (A1-Shares, A2-Shares, B-Shares and C-Shares collectively referred to as "Preferred Shares". A1-Shares and A2-Shares collectively referred to as "A Shares" and D-Shares are referred to as "Common Shares"). The Preferred Shares and Common Shares enjoy different rights in terms of (i) preferential dividend, (ii) liquidation preference and (iii) voting rights.

The share capital decrease and the simultaneous share capital increase on 13 February 2013, as listed in the table above, were carried out for the purpose of making Asetek Holdings a subsidiary of the Company. For more information see Section 11.3 "Reorganisation" above.

Upon completion of the Listing, the Shares of the Company will be freely transferable and the Company's Shares will not be subject to ownership restrictions pursuant to law, licensing conditions or the Articles of Association. The shareholders have provided binding and irrevocable proxies and undertakings to effectuate amendments to the articles of associations to such effect. Further, the Company's Articles of Association will upon listing not contain any restriction on voting rights, as the shareholders have given binding and irrevocable undertakings to remove such restrictions.

11.7 OWN SHARES

As of the date of this Prospectus the Company holds 1,150,000 D-Shares.

11.8 OUTSTANDING AUTHORIZATIONS

11.8.1 Authorisation to increase the share capital

The Board of Directors is authorised to increase the Company's share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than DKK 500,000 with right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once. See article 9.1 of the Articles of Association.

Furthermore, the Board of Directors is authorised to increase the Company's share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than DKK 500,000 without right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once. Under this authorisation, the Board of Directors may resolve to increase the share capital without right of pre-emption for existing shareholders at a subscription price below market value (including existing shareholders subscription of such shares) in connection with (i) contribution in kind of shares in Asetek Holdings, Inc. acquired by conversion of a convertible loan to Asetek Holdings, Inc. (or contribution in kind of the relevant convertible loan) and/or (ii) the Company's listing on Oslo Børs or alternatively Oslo Axess. See article 9.2 of the Articles of Association.

The above authorisations for the Board of Directors to increase the share capital are in force until 1 September 2013.

New shares issued pursuant to the authorisations shall be issued as a separate share class. The new shares shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights. The negotiability of the new shares shall be subject to no restrictions.

11.8.2 Authorisation to issue warrants

The Board of Directors is authorised on one or more occasions to issue warrants entitling the holder to subscribe for shares at a nominal value of up to DKK 30,000 in the Company. The warrants may at the discretion of the Board of Directors be issued granting right to subscribe for Shares in such share classes as are existing at the time of issuing the warrants. Such nominal amount may be larger as a result of general adjustment mechanisms adopted by the Board of Directors. The authority is effective until and including 21 January 2018.

The shareholders of the Company shall have no pre-emption right in connection with the issue of warrants according to this authority, as the warrants shall be issued as part of an incentive programme, as determined by the Board of Directors. The Board of Directors shall determine the specific terms of the warrants issued according to the authority.

Furthermore, the Board of Directors is authorised, in the period until and including 21 January 2018, to increase the share capital of the Company on one or more occasions by shares in the Company at a value of up to DKK 30,000. The capital increases shall be implemented by cash payment when the warrants are exercised. The above general adjustment mechanisms may, however, lead to a larger nominal amount which is covered by this authority. The shareholders of the Company shall have no pre-emption right to shares issued through the exercise of warrants.

11.9 SHARE OPTIONS

As of the date of this Prospectus, Asetek Holdings has 960,949 share options and 154,759 warrants outstanding. See Sections 8.5.3 and 8.5.4 for a more thorough description.

11.10 SHAREHOLDER RIGHTS

Subsequent to the extraordinary general meeting scheduled to be held on or about 17 March 2013, the Shares will be equal in all respects and there will be no different voting rights or classes of shares. Each Share will carry one vote at the Company's general meeting.

11.11 CONVERTIBLE INSTRUMENTS

At the date of this Prospectus, the Company has USD 37.1 million in redeemable convertible preferred shares outstanding. For more information see Sections 10.4.2 and 11.5.2.

In addition, as of the date of this Prospectus, Asetek Holdings has a convertible loan of USD 3.0 million, as further described in Section 10.4.1.

11.12 DIVIDEND POLICY

Asetek is investing its capital in the development and marketing of its cooling products and also values the flexibility to be able to pursue strategic opportunities if they should arise. Therefore, the Company has up until now not distributed any dividends and any surplus that the Group’s operations generate in the future is expected to be retained within the Group for further growth.

11.13 SHAREHOLDERS

The table below sets out the Company's shareholders as of the date of this Prospectus.

	Name	Number of Shares	Percentage (%)
1	Sunstone Technology Ventures Fund I	1,785,474	17.2
2	Northzone IV K/S	1,751,436	16.9
3	D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1,306,241	12.6
4	D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1,284,904	12.4
5	Friheden Invest A/S	640,991	6.2
6	ZOAR Invest ApS	491,960	4.7
7	André Eriksen Holding ApS	408,010	3.9
8	KT Venture Group II LLC	387,447	3.7
9	Paul Wallevik	357,903	3.4
10	Kartago Development ApS	334,511	3.2
11	Rubi Iversen ApS	272,817	2.6
12	OTK Holding A/S	182,667	1.8
13	Mikkel Toftløkke Andersen	21,997	0.2
14	Michael Antoniussen	7,000	0.1
15	Todd Berk	3,381	0.0
16	Ratliff Christopher	1,718	0.0
17	Asetek A/S	1,150,000	11.1
	Total shares outstanding	**10,388,457**	**100%**

The following shareholders owned more than 5% of the issued share capital on the date of the Prospectus: Sunstone Technology Ventures Fund I (1,785,474 Shares, representing 17.2% of total share capital), Northzone IV K/S (1,751,436 Shares, representing 16.9% of total share capital), D. E. Shaw Composite Side Pocket Series 12, L.L.C. (1,306,241 Shares, representing 12.6% of total share capital), D. E. Shaw Composite Side Pocket Series 13, L.L.C. (1,284,904 Shares, representing 12.4% of total share capital) and Friheden Invest A/S (640,991 Shares, representing 6.2% of total share capital). The Company's own shares represent 11.1% of total 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 Securities Trading Act, see Section 12.7 below.

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.

12. SHAREHOLDER MATTERS AND COMPANY AND SECURITIES LAW

This section includes certain aspects of Danish and Norwegian legislation relating to shareholding in a Danish public limited company, with its shares listed on Oslo Børs / Oslo Axess, but is however not a full or complete description of the matters described herein. The following summary does not purport to be a comprehensive description of all the legal considerations that may be relevant to a decision to purchase, own or dispose of Shares. Investors are advised to consult their own legal advisors concerning the overall legal consequences of their ownership of Shares.

The Company is a Danish public limited company and is as such subject to, inter alia, Danish company and securities law, including with regard to disclosure of inside information and ongoing disclosure requirements, market abuse, mandatory take-overs, squeeze-out, etc. However, the Company is also subject, inter alia, to certain aspects of Norwegian law, including the Norwegian Securities Trading Act.

As of the date of this Prospectus, the Company’s share capital is nominal DKK 1,038,845.70 divided into 10,388,457 Shares of DKK 0.10. The share capital is divided into five share classes which enjoy different rights in terms of (i) preferential dividend, (ii) liquidation preference and (iii) voting rights. The Company's Articles of Association as of the date of this Prospectus are attached as Appendix A.

However, the Company's shareholders have, subject to certain conditions, provided binding and irrevocable proxies and undertakings to adopt new Articles of Association at an extraordinary general meeting to be held on or about 17 March 2013, whereby all of the shares in the Company will be consolidated into one share class with equal rights for all shareholders. Unless otherwise stated, references to the Company's Articles of Association in this Section 12 refer to the Articles of Association to be adopted at the extraordinary general meeting scheduled to be held on or about 17 March 2013 attached as Appendix B.

12.1 THE GENERAL MEETING OF SHAREHOLDERS

The Company's general meetings shall be held at the Company's registered office, in Copenhagen or in Oslo. See article 8.3 of the Articles of Association.

General meetings shall be convened by the Board of Directors no later than three weeks and no earlier than five weeks before the date of the general meeting by publishing a notice on the Company's website and, where requested, by e-mail to all shareholders registered in the register of shareholders. See article 8.7 of the Articles of Association.

The annual general meeting shall be held every year in time for the audited and adopted annual report to reach the Danish Business Authority (Erhvervsstyrelsen) before expiry of the time limit provided by the Danish Financial Statements Act (årsregnskabsloven). See article 8.5 of the Articles of Association.

Extraordinary general meetings to consider specific issues shall be convened within two weeks of receipt of a written request to such effect from the Board of Directors, the auditor, or shareholders holding no less than 5% of the share capital. See article 8.6 of the Articles of Association.

Shareholders' rights to attend and vote at general meetings shall be determined on the basis of the shares held by the shareholder on the date of registration. The date of registration shall be one week before the date of the general meeting. See article 10.4 of the Articles of Association.

12.2 VOTING RIGHTS – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Each Share of DKK 0.10 carries one vote.

All business transacted by the general meeting shall be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act (selskabsloven) or by the Articles of Association.

A resolution to amend the Articles of Association requires that the resolution be adopted by at least two-thirds of the votes cast as well as the share capital represented at the general meeting, unless the Danish Companies Act requires a larger majority.

The provisions in the Company's Articles of Association relating to a change of the rights of the shareholders or a change to the capital are not more stringent than required by the Danish Companies Act.

12.3 PREEMPTIVE RIGHTS

Under Danish law, all shareholders of the Company will 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 two-thirds of the votes cast and of the share capital represented at the general meeting if the share capital increase is made at market price.

Furthermore, the Board of Directors has an authority to disapply preemption rights. See Section 11.8.1.

The exercise of preemptive rights may be restricted for shareholders resident in certain jurisdictions, including but not limited to the United States, Canada, Japan and Australia, unless the Company decides to comply with applicable local requirements.

12.4 CHANGE OF CONTROL

The Company's Articles of Association do not contain provisions that would have the effect of delaying, deferring or preventing a change of control of the Company.

12.5 MANDATORY TAKEOVER BIDS

The Company is partly subject to the mandatory take-over provisions set out in Part 8 of the Danish Securities Trading Act, and partly the mandatory take-over provisions set out in the Norwegian Securities Trading act chapter 6.

Matters of a legal nature related to the information to be provided to the employees of the Company and matters relating to company law, including matters concerning the thresholds at which mandatory bid obligations are triggered, possible exemptions from the obligation to present a bid and exceptions from the mandatory bid obligation, will be subject to Danish law and be monitored by the Danish Financial Supervisory Authority.

However, for matters of a legal nature related to the bidding process, including questions concerning the compensation offered in connection with the bid, and in particular the bid price, the bid procedure, information on the bidder’s decision to present a bid, the content of the offer document and publication of the bid, will be dealt with under Norwegian law.

12.5.1 Danish law

Section 31 of the Danish Securities Trading Act includes rules concerning public offers for the acquisition of shares in Danish companies admitted to trading on a regulated market (including Oslo Børs and Oslo Axess) or an alternative marketplace.

If a shareholding is transferred, directly or indirectly, in a company with one or several share classes admitted to trading on a regulated market or an alternative marketplace, the acquirer shall enable all shareholders of the company to dispose of their shares on identical terms, if such transfer involves the acquirer obtaining a controlling influence. The rules also apply to multiple acquirers acting in concert.

An acquirer has a controlling influence when he directly or indirectly holds more than half of the voting rights in a company, unless it is possible in special cases to clearly demonstrate that such holding does not constitute a controlling interest.

An acquirer who does not hold more than half of the voting rights in a company, nevertheless has a controlling influence when the acquirer:

- has the right to control the majority of voting rights in the company in accordance with any agreement with other shareholders;
- has the right to control the financial and operational affairs of the company according to the articles of association or an agreement;
- has the right to appoint or dismiss a majority of the members of the supervisory board or equivalent managing body and this body has a controlling influence in the company; or

- holds more than one-third of the voting rights in the company and the actual majority of the votes on the general meeting or any other managing body and thereby possesses actual controlling influence over the company.

Warrants, call options and other potential voting rights, which may currently be exercised or converted must be taken into account in the assessment of whether an acquirer has a controlling influence. Exemptions from the mandatory bid requirement may be granted under certain circumstances by the Danish Financial Supervisory Authority.

12.5.2 Norwegian law

In the case a mandatory bid obligation is triggered, the offeror is required to make an offer document complying with Norwegian law, and such document requires approval by the takeover supervisory authority (the Norwegian FSA) before the bid is made public. In the mandatory bid, all shares of the company must be treated equally. The mandatory bid must be made in cash or contain a cash alternative at least equal in value to any non-cash offer.

12.6 SQUEEZE-OUT

The squeeze-out rules are subject to Danish corporate legislation.

Pursuant to Section 70 of the Danish Companies Act, shares in a company may be redeemed in whole or in part by a shareholder holding more than nine-tenths of the share capital and a corresponding proportion of the voting rights in the company. Furthermore, according to Section 73 of the Danish Companies Act, a minority shareholder may require the majority shareholder holding more than nine-tenths of the shares and the corresponding voting rights to redeem the minority shareholder's shares.

12.7 DISCLOSURE OBLIGATIONS

Pursuant to Section 29 of the Danish Securities Trading Act, a shareholder in the Company is required to notify the Company and the Danish Financial Supervisory Authority as soon as possible when the shareholder's stake (i) represents 5% or more of the voting rights in the Company or 5% or more of the Company's share capital, and (ii) when a change of a holding already notified entails that the thresholds of 5%, 10%, 15% 20%, 25%, 50% or 90% and the thresholds of one-third and two-thirds of the voting rights in the Company or of the Company's share capital are reached or are no longer reached. The disclosure requirements also apply in respect of various synthetic, temporary or joint holdings as set out in Sections 4 and 6 of the Danish Executive Order no. 668 of 25 June 2012 on Major Shareholders.

Pursuant to Section 16 of the Danish Executive Order no. 668 of 25 June 2012 on Major Shareholders, the notification must state the identity of the shareholder, the threshold reached or no longer reached by the major shareholder, including the number of shares in the major shareholder's holding and their nominal value, information about share classes and about the basis of calculation of the holdings and the date on which the thresholds are reached or no longer reached. Any failure to comply with the disclosure requirements is punishable by a fine. After the receipt of a major shareholder notification, the Company will publish the contents thereof without undue delay.

Furthermore, the general notification requirements pursuant to Danish company law will apply.

12.8 RIGHTS OF REDEMPTION AND REPURCHASE OF SHARES

The Company has not issued redeemable shares (i.e. shares redeemable without the shareholder’s consent). The Company’s share capital may be reduced by reducing the par value of the shares. A resolution to decrease the Company's share capital must be passed by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting. Redemption of individual shares requires the consent of the holders of the shares to be redeemed.

If a Danish limited liability company purchases its own shares for consideration, such consideration may only consist of the funds that may be distributed as extraordinary dividends under the Danish Companies Act. As a general rule, a purchase of a company's own shares for consideration requires authorisation from the general meeting to the company's board of directors. Such authorisation may only be given for a specified time, which may not exceed five years. However, where it is necessary in order to avoid significant and imminent detriment to the company, the board of directors may acquire the company's own shares on behalf of the company for consideration without authority from the general meeting.

Notwithstanding the above, Danish limited liability companies may, directly or indirectly, acquire their own shares (i) in connection with a reduction of the share capital; (ii) in connection with a transfer of assets by merger, division or other universal succession; (iii) in satisfaction of a statutory takeover obligation of the company; or (iv) in connection with the purchase of fully paid-up shares in a forced sale for the satisfaction of a claim held by the company.

12.9 DISTRIBUTION OF ASSETS ON LIQUIDATION

In the event of a dissolution or liquidation of the Company, the Company's shareholders are upon completion of the Listing entitled to participate in the distribution of net assets in proportion to their nominal shareholdings after payment of the Company's creditors.

12.10 ARTICLES OF ASSOCIATION

The following is a summary of certain provisions of the Company’s Articles of Association to be adopted at the Company's extraordinary general meeting scheduled to be held on or about 17 March 2013 attached as Appendix B.

12.10.1 Objects of the Company

The Company’s objects are to carry out business in the fields of development, manufacturing and marketing, including by way of holding shares in affiliates and associated companies, and any other activities that the board of directors deems to be ancillary or related thereto. See article 3 of the Articles of Association.

12.10.2 Registered Office

The Company’s registered office is situated in the municipality of Brønderslev. See article 2 of the Articles of Association.

12.10.3 Share Capital and nominal value

As of the date of this Prospectus, the Company’s share capital is nominal DKK 1,038,845.70 divided into 10,388,457 Shares of DKK 0.10. See article 4.1 of the Articles of Association.

12.10.4 Board of Directors and executive board

The Company is managed by a board of directors consisting of six to ten directors elected by the general meeting to hold office until the next annual general meeting. One or more alternate directors may also be elected. The board of directors elects a chairman. No member of the executive board may be elected as chairman. See articles 12.1 and 12.2 of the Articles of Association.

The board of directors forms a quorum when more than half of all directors are represented. All business transacted by the board of directors shall be decided by a simple majority of votes. In the event of an equality of votes, the chairman shall have a casting vote. See article 12.3 of the Articles of Association.

The board of directors shall appoint one to three executive officers to be responsible for the day-to-day management of the Company's business. See article 13.1 of the Articles of Association.

12.11 RESTRICTIONS ON SALE AND TRANSFER

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered hereby.

Other than in Norway, the Company is not taking any action to permit a public offering of the Shares in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer

Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

12.11.1 Selling restrictions

United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A; or (ii) to certain persons in offshore transactions compliance with Regulation S under the U.S. Securities Act, and in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than to QIBs in the United States in accordance with Rule 144A or outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 12.11.2 "Transfer restrictions".

Any offer or sale in the United States will be made by affiliates of the Managers who are broker-dealers registered under the U.S. Exchange Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A of the U.S. Securities Act and in connection with any applicable state securities laws.

United Kingdom

Each Manager has represented, warranted and agreed that:

a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of any Offer Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and

b) it has complied and will comply with all applicable provisions of the FSMA with respect to everything done by it in relation to the Offer Shares in, from or otherwise involving the United Kingdom.

European Economic Area

In relation to each Relevant Member State, with effect from and including the relevant implementation date, an offer to the public of any Offer Shares which are the subject of the offering contemplated by this Prospectus may not be made in that Relevant Member State, other than the offering in Norway as described in this Prospectus, once the Prospectus has been approved by the competent authority in Norway and published in accordance with the EU Prospectus Directive as implemented in Norway, except that an offer to the public in that Relevant Member State of any Offer Shares may be made at any time with effect from and including the relevant implementation date under the following exemptions under the EU Prospectus Directive, if they have been implemented in that Relevant Member State:

a) to legal entities which are qualified investors as defined in the EU Prospectus Directive,

b) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the EU Prospectus Directive), as permitted under the EU Prospectus Directive, subject to obtaining the prior consent of the Joint Bookrunners for any such offer, or

c) in any other circumstances falling within Article 3(2) of the EU Prospectus Directive;

provided that no such offer of Offer Shares shall require the Company, the Selling Shareholder or any Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Directive or supplement a prospectus pursuant to Article 16 of the EU Prospectus Directive. For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Securities to be offered so as to enable an investor to decide to purchase any Offer Shares, as the same may be varied in that Member State by any measure implementing the EU Prospectus Directive in that Member State the expression "EU Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

This EEA selling restriction is in addition to any other selling restrictions set out in this Prospectus.

Australia

This Prospectus has not been lodged with the Australian Securities and Investments Commission as a disclosure document under Chapter 6D of the Corporations Act 2001 (Cwth) of Australia (the "Corporations Act") and is only directed to certain categories of exempt persons. Accordingly, if you receive this Prospectus in Australia:

a) you confirm and warrant that you are either:

   i. a "sophisticated investor" under section 708(8)(a) or (b) of the Corporations Act

   ii. a "sophisticated investor" under section 708(8)(c) or (d) of the Corporations Act and that you have provided an accountant's certificate pursuant to the section 708(8)(c)(i) or (ii) of the Corporations Act and related regulations before the offer has been made

   iii. a person associated with the Company under section 708(12) of the Corporations Act, or

   iv. a "professional investor" within the meaning of section 708(11)(a) or (b) of the Corporations Act,

   and, to the extent that you are unable to confirm or warrant that you are an exempt sophisticated investor, associated person or professional investor under the Corporations Act, any offer made to you under this document is void and incapable of acceptance; and

b) you warrant and agree that you will not offer any of the Offer Shares sold to you pursuant to this Prospectus for resale in Australia within 12 months of those Offer Shares being sold unless any such resale offer is exempt from the requirement to issue a disclosure document under section 708 of the Corporations Act.

Canada

This Prospectus is not, and under no circumstance is to be construed as, a prospectus, an advertisement or a public offering of the Offer Shares in Canada or any province or territory thereof. Any offer or sale of the Offer Shares in Canada will be made only pursuant to an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable provincial securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made.

Hong Kong

No Offer Shares have been offered or sold, or will be offered or sold, in Hong Kong by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. In addition, no advertisement, invitation or document relating to the Offer Shares has been issued or has been in the possession of any person for the purposes of issue, nor will any such advertisement, invitation or document be issued or be in the possession of any person for the purpose of issue, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Offer Shares that are, or are intended to be, disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Japan

The Offer Shares have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the "FIEL"). This Prospectus is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity organised under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEL and otherwise.

12.11.2 Transfer restrictions

United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this section.

Each purchaser of the Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S described in this Prospectus.
- The Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholder, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Offer Shares within the United States pursuant to Rule 144A will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Offer Shares for its own account or for the account of

a QIB, in each case for investment and not with a view to any resale or distribution to the Offer Shares, as the case may be.

- The purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, as the case may be, such Shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and / or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Offer Shares are “restricted securities” within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholder, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

13. LEGAL MATTERS

13.1 LEGAL DISPUTES

From time to time the Company and/or the Group may become engaged in litigation or regulatory proceedings incidental to their business.

Other than the disputes set out below, neither the Company and/or the Group is, or has been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware), as of the date of this Prospectus, and for the preceding 12 months, which may have, or have had in recent past significant negative effects on the Company's and/or the Group's financial position or profitability.

On 27 May 2011 the Company filed a utility model infringement lawsuit against CoolIT before the Düsseldorf District Court. In response, CoolIT requested revocation of the Utility Model in its entirety at the German Patent and Trademark Office claiming that the asserted utility model is invalid. The utility model will expire in May 2015. The Company believes that the German Utility Model will be maintained.

On 27 August 2012, the Company filed a patent infringement lawsuit, regarding U.S. patents, 8,240,362 and 8,245,764 against CoolIT. CoolIT has filed requests for re-examination with the United States Patent and Trademark Office. The U.S. PTO accepted re-examination of one patent based on only one cited reference but denied CoolIT's re-examination on the other patent and as such the Company believes that CoolIT's allegations of invalidity of at least one of the patents will not be successful.

In addition to the re-examination requests, CoolIT filed a motion to stay the case and a motion to dismiss the case. On 17 January 2013 in a hearing in the U.S. District Court, the court denied both motions and let the case move on.

In November 2012, a letter alleging infringement on the same U.S. patents as in the CoolIT lawsuit described above, was sent to the Taiwanese company Cooler Master. Cooler Master did not respond satisfactory and on 1 February 2013, the Company filed a patent infringement lawsuit against Cooler Master USA, Inc., regarding the same two U.S. patents mentioned above.

CoolIT's and Cooler Master's continued infringement of the Group's patent and utility model rights leads to competition and reduces profits that the Company believes that it will be able to claim damages for. However, in the opinion of the Company, a negative outcome of the court proceedings will not significantly impact the Group, since such an outcome is likely to simply uphold the current status where CoolIT and Cooler Master are selling products in the market. Conversely, winning the cases will create an opportunity to increase revenue for the Group and claim damages from CoolIT and Cooler Master.

13.2 RELATED PARTY TRANSACTIONS

Except as described below, there have been no significant transactions with closely related parties in the period from 2010 until the date of this Prospectus.

13.2.1 Agreements with shareholders

Asetek Holdings has entered into a convertible loan agreement with seven investors, including some of the Company's major shareholders. The purpose of the short term loan is to provide financing for the Company's initial public offering. For more information on the loan agreement, please refer to Section 10.4 "Debt Overview" of this Prospectus.

13.2.2 Corsair, Inc.

Samuel Szteinbaum, the Company's Chairman of the Board, is a board member of Corsair, Inc. which is a reseller of the Group's products. During the years ended December 31, 2012, 2011 and 2010, Asetek Holdings had sales of inventory to the reseller of USD 1.2 million, USD 2.6 million and USD 9.4 million, respectively. As of December 31, 2012, 2011 and 2010, Asetek Holdings had outstanding accounts receivable from the reseller of USD 473,000, USD 179,000 and USD 1.3 million, respectively.

13.3 MATERIAL CONTRACTS

At the date of this Prospectus, the Group is part of the following material financing agreements, which are further described in Section 10.4. The Group is considered to be dependent upon these agreements, and they are all in accordance with market practice.

- USD 3.0 million loan from investor Friheden A/S, maturing in February 2014;
- USD 3.0 million unsecured convertible loan from various lenders, including existing investors;
- Up to USD 0.5 million credit line with Comerica Bank, USA; and
- USD 0.353 million credit line with Sydbank A/S, Denmark

14. NORWEGIAN TAXATION

14.1 INTRODUCTION

The following summary of the consequences of Norwegian taxation is based on the rules and regulations applicable at the date of the Prospectus. The summary is based on applicable Norwegian laws, rules and regulations, as they exist as of the date of this Prospectus. Such laws, rules and regulations could be subject to change, possibly on a retroactive basis. The summary is only meant to provide general guidelines and does not deal with all aspects that could be important for potential investors. The tax treatment of each investor may depend on the individual investor's specific situation. Potential investors are encouraged to consult their own tax advisors in order to assess specific taxation consequences associated with investment in the Company and how taxation issues might possibly apply locally and abroad, or what the implications involved are, inter alia, possible changes in applicable taxation.

Any reference to a "Norwegian shareholder" or a "foreign shareholder" in the summary below refers to the tax residency and not the nationality of such shareholder.

14.2 NORWEGIAN SHAREHOLDERS

14.2.1 Taxation of dividends

Personal shareholders

Dividends distributed to personal shareholders who are individuals resident in Norway for tax purposes, are taxed as general income. Personal shareholders tax resident in Norway are in general liable for tax on their worldwide income. General income is taxed at a rate of 28%. However, personal shareholders are entitled to deduct a calculated tax-free allowance when calculating their taxable dividend income. The allowance is calculated as the acquisition cost, including brokerage commission, of the share multiplied by a determined interest rate (the average interest rate for 3 months government fund exchange). Unused allowance may be carried forward and set off against future dividends or gains upon realisation of the same share. The tax-free allowance will be calculated on each individual share, i.e. not on a portfolio basis. The calculated allowance is allocated to personal shareholders holding shares in the Company at the end of each calendar year.

If certain requirements are met, such Norwegian personal shareholders will also be entitled to a tax credit in the Norwegian tax for any withholding tax imposed on the dividends distributed in the jurisdiction where the foreign company is resident for tax purposes.

Corporate shareholders

Dividends received by shareholders that are limited liability companies or similar entities tax-resident in Norway from a limited liability company tax-resident in the European Economic Area (EEA) are comprised by the participation exemption method.

Three per cent of the income from dividends comprised by the participation exemption method is to be entered as general income and taxed at the flat rate of 28%. Hence, dividends distributed form the Company to a resident corporate shareholder are currently taxed at an effective rate of 0.84%.

Corporate shareholders will as a general rule not be entitled to a tax credit in the Norwegian tax for any withholding tax imposed on the dividend distributed in the jurisdiction where the foreign company is resident for tax purposes.

Shares owned through partnerships

Partnerships are as a general rule transparent for Norwegian tax purposes. The taxation occurs at partner level, and each partner is taxed on a current basis for its proportional share of the net income generated by the partnership at a rate of 28%, regardless of whether such income is distributed to the partners or not. However, only 3% of a distributed dividend from the company to the partnership is taxed as general income at a rate of 28%, implying that such dividend is taxed at a rate of 0.84%.

For Norwegian personal shareholders holding shares through a partnership, taxation will also occur when income is distributed from the partnership to such shareholders as partners in the partnership. Distributions are taxable as general income at a rate of 28%. The Norwegian personal shareholders as partners in the partnership are entitled to deduct a calculated allowance when calculating their taxable income related to the distribution, (see above).

For Norwegian Corporate Shareholders holding shares through a partnership, only 3% of distributions from the partnership shall be taxed as general income at a rate of 28%, implying that such distribution is effectively taxed at a rate of 0.84%.

14.2.2 Taxation on capital gains and on disposal of shares

Personal shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. Capital gains generated through a realisation of shares in a foreign limited liability company by a personal shareholder resident in Norway for tax purposes are taxable in Norway as general income, at a flat rate of currently 28%. Losses are tax deductible. Gains are taxable and losses deductable in the year of disposal.

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 or deductible loss is equal to the sales price less the acquisition cost of the share (including transactional expenses). A taxable gain may be reduced by unused calculated allowance (see Section 14.2.1"Personal shareholders") but may not lead to or increase a deductable loss. Furthermore, unused allowance may not be set of against gains from realisation of other shares.

If the personal shareholder has purchased the shares at different points in time, the shares that were purchased first will be regarded as the first to be disposed of, on a first-in first-out basis upon calculating taxable gain or loss.

A personal shareholder who moves abroad and ceases to be tax resident in Norway will be deemed taxable in Norway for potential gain of NOK 500,000 or more, related to all of the shares held at the time the tax residency ceased, as if the shares were realized at this time ("the exit tax rules"). Gains of NOK 500 000 or less are though not taxable. The payment may be postponed with adequate security. If the person moves to a jurisdiction within the EEA, the deferral of payment of taxes is granted without security, provided that the EEA state in question and Norway have a mutual agreement of exchange of information and assistance with collection of taxes. If the person moves to a jurisdiction within the EEA, potential losses of NOK 500,000 or more on all of the shares held at the time tax residency ceases will be tax deductible to the same extent as a gain would be taxable. Losses are determined in the year of emigration, but taxation (loss deduction) will occur at the time the shares are actually sold or otherwise disposed of.

If the shares are realised within five years after the tax residency ceased, the tax assessment might be changed if the actual gain is less than the calculated potential gain, Furthermore the tax assessment might be changed if the gain is regarded taxable in another jurisdiction. However, the recalculation cannot create or increase a deductible loss.

If the shares are not realised within five years after the shareholder ceased to be resident in Norway for tax purposes, the tax liability calculated under these provisions will not apply.

Any tax treaty in force between Norway and the state to which the shareholder has moved may influence the application of these rules.

Corporate shareholders

Norwegian Corporate Shareholders are generally exempt from tax on capital gains upon the realization of shares in a limited liability company tax-resident in a EEA country. Losses suffered from such realization are not tax deductible.

Shares owned through partnerships

Partnerships are as a general rule transparent for Norwegian tax purposes. The taxation occurs at partner level, and each partner is taxed on a current basis for its proportional share of the net income generated by the partnership at a rate of 28%, regardless of whether such income is distributed to the partners or not. However, capital gains from the sale of shares in companies resident within the EEA are not considered taxable income for the partners/partnerships. Thus, Norwegian shareholders holding shares through a partnership are exempt from taxation on realisation of such shares.

Taxation will also occur when distributions are made from the partnership to the partner. Please see Section 14.2.1 above.

14.2.3 Net wealth tax

The value of shares is included in the basis for the computation of wealth tax imposed on personal shareholders resident in Norway for tax purposes. Norwegian corporate shareholders (e.g. limited liability companies and certain other companies) in a similar position are in general not subject to wealth tax.

The marginal wealth tax rate is 1.1% of the market value as of 1 January in the year of assessment.

14.3 TAX CONSEQUENCES RELATED TO THE OWNERSHIP AND DISPOSAL OF SHARES - FOREIGN SHAREHOLDERS

Companies registered and resident for tax purposes abroad will normally not be tax liable to Norway. Tax residency is decided on the basis of the place of effective management of the company. If the company is effectively managed from Norway, through board decisions etc., there is a risk that questions regarding tax residency will arise.

Companies conducting parts of their business in Norway may also be tax liable to Norway through a permanent establishment in Norway.

Tax liability to Norway according to the rules mentioned above is affected by the way the companies operate, and is therefore subject to the companies' own control.

14.3.1 Taxation of dividends

In the case where a non-resident Shareholder is engaged in business activities in Norway and the shares with respect to which the dividend is paid are effectively connected with such activities, the dividend will be taxed in the same manner as dividend paid to a resident Shareholder (see above Section 14.2).

14.3.2 Taxation of capital gains upon realization of shares

Gains from the sale or other disposition of shares by a non-resident holder will in general not be subject to taxation in Norway unless the shares are effectively connected with the conduct of business activities in Norway. If so is the case, the capital gain or loss will be calculated in the same manner as described above with respect to other shareholders that are subject to taxation or domiciled in Norway (see Section 14.2 above).

Net wealth tax Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax. Foreign personal shareholders can, however, be taxable if the shareholding is effectively connected to the conduct of trade or business in Norway.

14.4 DUTIES ON TRANSFER OF SHARES

No stamp or similar duties are currently imposed in Norway on the transfer of shares, whether on acquisition or disposal.

14.5 INHERITANCE TAX

When shares are transferred by way of inheritance or gift, such transfer may give rise to inheritance or gift tax in Norway if the decedent, at the time of death, or the donor, at the time of the gift, is a resident or citizen of Norway for inheritance tax purposes, or if the shares are effectively connected with a business carried out through a permanent establishment in Norway. However, in the case of inheritance tax, if the decedent was a citizen but not a resident of Norway, Norwegian inheritance tax will not be levied if inheritance tax or a similar tax is levied by the decedent's country of residence.

The basis for the computation of inheritance tax is the market value at the time the transfer takes place. The rate is progressive from 0% to 15%. For inheritance and gifts from parents to children, the maximum rate is 10%.

15. DANISH TAXATION

15.1 INTRODUCTION

The following summary of the consequences of Danish taxation is based on the rules and regulations applicable at the date of the Prospectus. The summary is based on applicable Danish laws, rules and regulations, as they exist as of the date of this Prospectus. Such laws, rules and regulations could be subject to change, possibly on a retroactive basis. The summary is only meant to provide general guidelines and does not deal with all aspects that could be important for potential investors. The tax treatment of each investor may depend on the individual investor's specific situation. Potential investors are encouraged to consult their own tax advisors in order to assess specific taxation consequences associated with investment in the Company and how taxation issues might possibly apply locally and abroad, or what the implications involved are, inter alia, possible changes in applicable taxation.

Any reference to a "Danish shareholder" or a "foreign shareholder" in the summary below refers to the tax residency and not the nationality of such shareholder.

15.2 DANISH SHAREHOLDERS

15.2.1 Taxation of dividends

Personal shareholders

Dividends paid to individual investors are taxed as share income. The applicable tax rate varies and depends on the size of share income. Income up until DKK 48,300 (this amount is adjusted annually as from 2014) is taxed at 27%, while a higher tax rate of 42% applies to income exceeding DKK 48,300 (2013). For married couples cohabiting at the end of the income year the maximum limit for applying the 27% tax rate is DKK 96,600 (this amount is adjusted annually as from 2014) irrespective of which spouse receives the share income.

Dividends are subject to withholding tax of 27% upon distribution. If the share income in a given year solely comprises dividend income and does not exceed DKK 48,300/96,600 (2012), the withholding tax constitutes a final tax. The Company is responsible for withholding tax on dividends on behalf of the shareholder.

Corporate shareholders

Taxation of dividends and capital gains of shareholders that are subject to Danish corporate taxation depends on the size of shareholding. In this regard the distinction is made between:

- Shares of subsidiaries (subsidiary shares);
- Shares of group enterprises (group shares); and
- Portfolio shares

“Subsidiary shares” are shares owned by a shareholder holding at least ten per cent of the nominal share capital of the issuing company, provided that the latter is located in the EU/EEA or in a country with which Denmark has concluded a double taxation treaty.

“Group shares” are defined as shares in companies with which the shareholder is subject to Danish tax consolidation or where the requirements for international tax consolidation under Danish law are fulfilled. It is of no importance in which country the companies are resident as long as the companies are affiliated.

If the shares do not constitute group shares, subsidiary shares or other shares, they constitute “portfolio shares”. In general, the shares constitute portfolio shares when the shareholder holds less than ten per cent of the nominal share capital in the issuing company.

Dividends received from subsidiary shares and group shares are tax exempt irrespective of the ownership period. Dividends received on portfolio shares are fully taxable at the general corporate income tax rate of 25% irrespective of the ownership period. These dividends are also subject to withholding tax, at the effective rate of 25%. The Company is responsible for withholding tax on dividends on behalf of the shareholder.

Shares owned through partnerships

Partnerships are as a general rule transparent for Danish tax purposes. However, if controlling shareholders in the partnership is located abroad such partnership may under certain circumstances be treated as a taxable entity instead of a transparent entity.

The taxation occurs at partner level, and each partner is taxed on its proportional share of the net income generated by the limited partnership regardless of whether such income is distributed to the partner or not. Such net income is taxed as if the partner had held the underlying assets personally.

When the net income is actually distributed to the shareholders in the limited partnership no additional taxation will occur.

15.2.2 Taxation upon realization of shares

Personal shareholders

Private individuals should include gain from the sale of shares in calculating taxable income, regardless of the ownership period and size of shareholding.

A gain realized on sale of shares is taxed as share income. The applicable tax rate varies and depends on the size of share income. Income up until DKK 48,300 (this amount is adjusted annually as from 2014) is taxed at 27%, while a higher tax rate of 42% applies to income exceeding DKK 48,300 (2013). For married couples cohabiting at the end of the income year the maximum limit for applying the 27% tax rate is DKK 96,600 (this amount is adjusted annually as from 2014) irrespective of which spouse receives the share income. The gain is calculated as the difference between the average acquisition cost of all shares in the issuing company and the received cash consideration.

Capital losses on listed shares can only be used to offset taxable gains and dividend income received from other listed shares. Losses on listed shares may only be set off against gains and dividends on other listed shares if the tax authorities have received certain information concerning the shares. This information is normally provided to the tax authorities by the securities dealer.

Any excess loss on listed shares of a spouse that cannot be deducted in own capital gain or dividends from listed shares will be transferred for deduction in a spouse’s positive share income on listed shares. Any exceeding loss can be carried forward for subsequent income years and as a priority rule needs to be deducted in own positive share income on listed shares first, before it will be transferred to a spouse. The carried forward losses need to be utilised in the earliest possible income year.

Corporate shareholders

Gains on disposal of subsidiary shares and group shares are tax exempt irrespective of ownership period. This entails that a loss is not deductible. Gains on disposal of listed portfolio shares are taxable at a rate of 25%, while deduction is granted for losses.

Companies’ gains or losses on listed portfolio shares are taxed based on mark-to-market principle. A gain or a loss are calculated as the difference between the value of the listed portfolio shares at the beginning and the end of the income year, beginning with the difference between the acquisition cost and the value at the end of the same income year. Upon realisation of the listed portfolio shares, i.e. redemption or disposal, the taxable income of that income year equals the difference between the value of the listed portfolio shares at the beginning of the income year and the value of the shares at realisation. If the listed portfolio shares have been acquired and realised in the same income year, the taxable income equals the difference between the acquisition cost and the price at realization.

Transition from the status of subsidiary shares/group shares to portfolio shares, and vice versa, is for tax purposes treated as disposal and immediate acquisition at market value at the time of status change.

Shares owned through partnerships

Partnerships are as a general rule transparent for Danish tax purposes. However, if controlling shareholders in the partnership is located abroad such partnership may under certain circumstances be treated as a taxable entity instead of a transparent entity.

The taxation occurs at partner level, and each partner is taxed on its proportional share of the net income generated by the limited partnership regardless of whether such income is distributed to the partner or not. Such net income is taxed as if the partner had held the underlying assets personally. Companies being shareholder in the partnership are taxed each year based on a mark-to-market principle even if the partnership has not sold any shares, see above under "Corporate shareholders".

When the net income is actually distributed to the shareholders in the limited partnership no additional taxation will occur.

15.2.3 Net wealth tax

There is no Danish wealth tax.

15.3 TAX CONSEQUENCES RELATED TO THE OWNERSHIP AND DISPOSAL OF SHARES - FOREIGN SHAREHOLDERS

15.3.1 Taxation of dividends

Personal shareholders

Dividends distributed to non-resident individuals in respect of shares held in a Danish company are generally subject to Danish withholding tax at the rate of 27%. The Company is responsible for withholding tax on dividends on behalf of the shareholder.

Denmark has an extensive double taxation treaty network worldwide. Non-resident shareholders are normally eligible for a refund of a part of the Danish withholding tax paid where they are entitled to claim a reduction to the treaty rate. Shareholders resident in non-treaty states are not eligible for a lower withholding tax rate.

A separate regime for reduction of withholding tax to the relevant treaty rate is available to private individuals who are tax residents of the United States, Canada, Germany, the Netherlands, Belgium, Luxembourg, Norway, Sweden, Ireland, Switzerland, Greece and the United Kingdom. In order to qualify under this regime, a shareholder must deposit his/her shares with a Danish bank, and the shareholding must be registered and administered by VP Securities A/S. In addition, such shareholder must provide certification from the relevant foreign tax authority as to the shareholder's tax residence and eligibility under the relevant treaty.

If the shareholder holds less than ten per cent of the nominal share capital in the issuing company and the shareholder is tax resident in a jurisdiction which has a double taxation treaty or a tax information exchange agreement with Denmark, such dividends are subject to Danish tax at a rate of 15%. However, Danish tax is withheld at a rate of 27% and the recipient must request a refund of Danish tax withheld in excess of the 15% or a lower rate set forth in the applicable double tax treaty. Where the recipient is tax resident in a country outside the EU, but in a country that has entered into an arrangement of exchange of information with Denmark it is an additional condition that the recipient together with associated parties does not own more than 10'% of the shares in the company distributing the dividend.

Corporate shareholders

Non-resident shareholders receiving dividend from subsidiary shares are not liable for Danish withholding tax irrespective of the ownership period, provided that the dividend taxation should have been reduced or relinquished under the European Union Parent-Subsidiary Council Directive (90/435/EEC) or a double taxation treaty between Denmark and the residency state of the shareholder. Furthermore, Danish withholding tax does not apply to dividends paid to foreign shareholders of group shares if the above listed conditions are met and provided that the foreign company is domiciled in the EU/EEA. It is a requirement for applicability of a reduced rate or exemption from withholding tax under double taxation treaties that the non-resident shareholder is the beneficial owner of the dividend in question, while for the protection right under the directive to apply, the generally applicable anti-abuse principles shall not have been violated.

Dividends from portfolio shares are subject to a withholding tax of 27%, regardless of the ownership period. The Company is responsible for withholding tax on dividends on behalf of the shareholder.

If Denmark has entered into a double taxation treaty with the country in which the shareholder is resident, the shareholder may seek a refund from the Danish tax authorities of the part of the tax withheld in excess of the tax to which Denmark is entitled under the relevant double taxation treaty.

If the shareholder holds less than ten per cent of the company's nominal share capital and the shareholder is tax resident in a jurisdiction that has concluded a double taxation treaty or a tax information exchange agreement with Denmark, and the shareholder is eligible for a reduction under the treaty/agreement, then the applicable withholding tax rate is 15%. However, Danish tax is withheld at a rate of 27% and the recipient must request a refund of Danish tax withheld in excess of the 15% or a lower rate set forth in the applicable double tax treaty. If the shareholder is tax resident outside the European Union, it is an additional requirement for eligibility for the 15% rate that the shareholder together with any group related shareholders holds less than ten per cent of the company's nominal share capital.

15.3.2 Taxation of capital gains upon realization of shares

Personal shareholders
Non-resident investors are in general not subject to capital gains taxation in Denmark upon disposal of shares. As an exception, gains and losses on the sale of shares that are attributable to a permanent establishment in Denmark are taxable.

Corporate shareholders
Non-resident investors are in general not subject to capital gains taxation in Denmark upon disposal of shares. As an exception, gains and losses on the sale of listed portfolio shares are taxed under the same rules as for Danish resident investors, in cases where these shares are attributable to a permanent establishment in Denmark.

15.3.3 Net wealth tax

There is no Danish net wealth tax.

15.4 DUTIES ON TRANSFER OF SHARES

There is no Danish share transfer tax or stamp duty upon transfer of shares.

15.5 INHERITANCE TAX

When shares are transferred by way of inheritance, such transfer may give rise to inheritance tax in Denmark if the decedent, at the time of death, is a resident of Denmark for inheritance tax purposes, or if the shares are attributable to a permanent establishment in Denmark.

The basis for the computation of inheritance tax is the market value at the time the transfer takes place. The rate varies between 0% to 36.25%. For inheritance from for example parents to children, the maximum rate is 15%.

16. ADDITIONAL INFORMATION

16.1 APPENDIX

For the life of this Prospectus, the following documents will be available as Appendices to the Prospectus:

Appendix A: Articles of Association
Appendix B: Articles of Association following the extraordinary general meeting scheduled on or about 17 March 2013 (draft)
Appendix C: Financial statements for the years ended 31 December 2012, 2011 and 2010 prepared according to IFRS
Appendix D: Financial statements for the years ended 31 December 2011 and 2010 prepared according to U.S. GAAP
Appendix E: Interim financial information for Asetek A/S for the period 6 December 2012 to 31 January 2013
Appendix F: Application Form for the Retail Offering
Appendix G: Application Form for the Retail Offering in Norwegian

16.2 DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection at the Company's offices at Saltumvej 27, 9700 Brønderslev, Denmark, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus.

- The Company's Articles of Association and Certificate of Incorporation
- The Group's consolidated financial statements as of, and for the years ended, 31 December 2012, 2011 and 2010 prepared according to IFRS and consolidated financial statements for the years ended 31 December 2011 and 2010 prepared according to U.S. GAAP
- Asetek A/S' financial statements for the period from its incorporation on 6 December 2012 to 31 January 2013

16.3 STATEMENT REGARDING SOURCES

The Company confirms that when information in this Prospectus has been sourced from a third party it has been accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

17. NORWEGIAN SUMMARY (NORSK SAMMENDRAG)

This Norwegian summary has been prepared for the Norwegian securities market in connection with the Offering and listing of the Shares in Asetek A/S on Oslo Børs, alternatively Oslo Axess. The information provided in this section is a summary of information provided in the rest of this Prospectus and does not contain any additional information. The information is thus only provided in Norwegian.

Dette norske sammendraget er utarbeidet for det norske verdipapirmarkedet i forbindelse med Tilbudet av aksjer i Asetek A/S og notering av Aksjene i Asetek A/S på Oslo Børs, alternativt på Oslo Axess. Informasjonen i dette kapittelet utgjør et sammendrag av informasjon som fremgår andre steder i dette Prospektet og inneholder ikke noe informasjon ut over dette. Dette norske sammendraget er en oversettelse av Prospektets kapittel 1 "EXECUTIVE SUMMARY". Sammendraget utgjør en del av det engelskspråklige Prospektet. Investeringsgrunnlaget for det norske verdipapirmarkedet består således ikke kun av det norske sammendraget, men av hele Prospektet. Investorer oppfordres til å lese hele Prospektet nøye før en investeringsbeslutning eventuelt treffes. Ved motstrid mellom det norske sammendraget og de deler av Prospektet som er skrevet på engelsk, skal den engelske delen av Prospektet gå foran.

Prospektet har blitt forelagt Finanstilsynet for kontroll og godkjennelse i henhold til verdipapirhandelloven §§ 7-7 og 7-8.

Enhver ny vesentlig omstendighet og enhver vesentlig unøyaktighet i Prospektet som kan få betydning for vurderingen av Aksjene i Asetek A/S, og som oppstår eller oppdages mellom tidspunktet for godkjennelse av Prospektet og tidspunktet for noteringen av aksjene i Asetek A/S på Oslo Børs, alternativt Oslo Axess, vil bli offentliggjort og fremlagt så raskt som mulig i form av et tillegg til Prospektet i samsvar med verdipapirhandelloven § 7-15.

17.1 SAMMENDRAG

Dette sammendraget bør leses som en innledning til og i sammenheng med Prospektet i sin helhet og det trekker frem informasjon som presenteres nærmere i andre deler av Prospektet og vedlegg til Prospektet. Dette sammendraget er ikke fullstendig og enhver investeringsbeslutning bør basere seg på Prospektet i sin helhet.

Dersom det reises sak for domstolene på bakgrunn av informasjon som fremkommer i Prospektet, kan investoren, dersom det følger av relevante rettsregler, bli nødt til å dekke kostnadene med å oversette Prospektet før rettsprosessen starter. Det hviler ikke noe sivilrettslig ansvar på de som har utarbeidet dette sammendraget, herunder oversettelsen av dette, med mindre sammendraget er villedende, unøyaktig eller inkonsekvent når det leses i sammenheng med andre deler av Prospektet.

I dette norske sammendraget skal definerte ord og uttrykk (angitt med stor forbokstav) som er oversatt til norsk forstås i samsvar med tilsvarende engelskspråklige ord eller uttrykk slik disse er definert i det engelskspråklige Prospektet. Noen eksempler på slike engelskspråklige motstykker til definerte ord og uttrykk som er oversatt til norsk er som følger: Med "Prospektet" forstås "Prospectus"; med "Selskapet" forstås "Company"; med "Tilbudet" forstås "Offering"; med "Aksjene" forstås "Shares"; med "Tilbudsaksjene" forstås "Offer Shares"; med "Tilbudsprisen" forstås "Offer Price".

17.2 INTRODUKSJON TIL ASETEK A/S

17.2.1 Generell selskapsinformasjon

Asetek A/S er et dansk allmennaksjeselskap i henhold til dansk selskapslovgivning og Selskapet er registrert hos Erhvervsstyrelsen med organisasjonsnummer (CVR) 34 88 05 22.

Asetek A/S er morselskapet i Konsernet. Selskapet ble stiftet som et hylleselskap 6. desember 2012, og ervervet av Asetek Holdings, Inc. 16. januar 2013. Asetek A/S ble eier av 100 % av aksjene i Asetek Holdings, Inc. gjennom ervervet av alle utestående aksjer i Asetek Holdings, Inc. fra aksjonærene, i bytte mot nye aksjer i Asetek A/S på den ekstraordinære generalforsamlingen 13. februar 2013. Virksomheten som er eiet av Selskapet ble tidligere drevet av et dansk og et amerikansk selskap som begge var heleid av det Amerikanske holdingselskapet Asetek Holdings, Inc.

Selskapets forretningsadresse er Saltumvej 27, 9700 Brønderslev, Danmark.

17.2.2 Beskrivelse av virksomheten

Asetek designer, utvikler og markedsfører termiske løsninger som brukes i datamaskiner og datasenterservere. Selskapet er en verdensledende tilbyder av væskenedkjølingsløsninger for datamaskiner som fører til høyere ytelse, lavere lyd støy, strømsparing og redusering av klimagasser. Løsningene brukes av ledende "Original Equipment Manufacturers" ("OEM") som yter tjenester til spill-pc'er, arbeidsstasjoner og supercomputing og datasenterserver markedene.

Asetek har med suksess startet en ny kategori for robust, fabrikkforseglet, lavkost nedkjølingsløsninger og har nylig trådt inn i det raskt voksende nedkjølingsmarkedet for servere og datasentre med sine miljøvennlige og strømbesparende nedkjølingsløsninger.

Selskapet er registrert i Danmark, hvor det også har sine forsknings- og utviklingsfasiliteter. I tillegg har Konsernet field application engineering, salg og markedsføring lokalisert i San Jose, USA og innkjøp, produksjonstilsyn og kontraktbasert produksjon i China, samt et salgskontor i Taiwan.

17.2.3 Historie og Konsernets utvikling

Stiftet i 2000, Konsernets første produkter rettet seg mot markedet for spill og hardware entusiaster med deres prisvinnende VapoChill produktserie med nedkjølte CPU kjølere. Den nye generasjonen av VapoChill ble introdusert til markedet i 2002, og i partnerskap med ASUS ble den første kommersielt tilgjengelige 3 GHz arbeidsstasjonen presentert på CeBIT. Samme år ble Asetek og ASUS tildelt prisen for deres bidrag til det globale IT-markedet. I 2003 introduserte Konsernet en revolusjon innen serverkjøling, VapoChill Case Cooler, som var et air-condition system utviklet for direkte kjøling av virksomhetskritiske PC'er og innstegsnivåservere. En helt ny produktserie under varemerket WaterChill ble også introdusert i markedet det året. Konsernet gikk sammen med ABIT Computer Corporation, en av verdens ledende hovedkortprodusenter i entusiastklassen på den tiden, og Kingston Technology Company, Inc., verdens største uavhengige produsent av lagringsprodukter, og sammen presenterte de den raskeste generelle ytelses PC'en i verden.

De påfølgende årene slapp Konsernet nyere versjoner og la til flere komponenter til produktseriene WaterChill og VapoChill og innen 2006 hadde produktseriene mottatt mer enn 200 presse priser.

I 2006 tok Konsernet en strategisk avgjørelse om å endre fokus til å tilby vannbaserte kjøleløsninger for OEM-markedet og introduserte det første ferdigmonterte, fabrikkforseglede væskekjølingssytemet. En ny serie av OEM kjøleløsninger for GPU'er og CPU'er ble lansert, noe som ble godt mottatt av pressen og bransjen. I tillegg til å være designet for produksjon og for å tilby opp til 50 000 timer med vedlikeholdsfri drift, hadde Asetek utfordret væskekjølingens prisbarriere.

Per i dag har Asetek blitt den foretrukne selgeren av CPU kjøling for arbeidsstasjoner, spill og entusiastmarkedene, ved å tilby tjenester til Acer, AMD, Corsair, Dell, HP, Intel og andre verdensledende selskap. Mot slutten av 2012 hadde Konsernet levert over 1,3 millioner av sine patenterte forseglede væskekjøleenheter til kunder med stasjonære datamaskiner over hele verden.

Konsernet har til nå primært blitt finansiert av venture capital fond og private investorer.

17.2.4 Forskning og utvikling, patenter og lisenser

Konsernet retter per nå sin forskning og utviklingstiltak mot datasentermarkedet. Etter å ha utviklet stasjonære datamaskin produkter med suksess og deretter distribuert den tilknyttede teknologien over et bredt spekter av kundespesifikke applikasjoner, er forskning- og utviklingsgruppen nå godt forberedt for det som på mange måter er en tilsvarende øvelse på datasenterområdet. Se kapittel 10.5 "Investments" for forskning- og utviklingskostnader som har påløpt i perioden som dekkes av den historiske finansielle informasjonen.

17.3 TILBUDET

17.3.1 Bakgrunnen for tilbudet

Noteringen er et viktig element i Selskapets strategi. Gjennom Noteringen vil Selskapet få mulighet til å tilby en regulert markedsplass for handel av dets Aksjer, hvilket innebærer løpende markedsprising av og likviditet i Aksjene. Noteringen vil videre fasilitere bruken av kapitalmarkedene for å effektivt hente kapital for å støtte fremtidig vekst og virksomhet og muliggjøre for Selskapet å bruke Aksjene som en transaksjonsvaluta i potensielle fremtidige oppkjøp eller fusjoner. I tillegg tror selskapet at en børsnotering vil bidra til og ytterligere styrke Selskapets profil i de markedene der Selskapet opererer.

Hovedformålet med Tilbudet er å styrke Selskapets strategiske og finansielle posisjon. Nettoprovenyet fra Tilbudet vil primært bli brukt til å støtte selskapets vekst innen datasenter bransjen hvor Selskapet forventer en sterk vekst fremover. De globale endringene mot cloud computing og økt etterspørsel for datasentre har åpnet en vesentlig mulighet i markedet med et stort udekket behov for energieffektive væskekjølingsløsninger. Datasentermarkedet vokser raskt og per nå brukes omtrent en prosent av verdens totale forbruk av elektrisitet på å kjøle datasentre.

Tilbudet vil også legge til rette for likviditet i Aksjene og utvidelse av Selskapets aksjonærstruktur.

17.3.2 Tilbudet

Tilbudet består av et primær tilbud på mellom 3,600,000 og 4,350,000 Nye Aksjer tilbudt av Selskapet med målsetning om å hente NOK 144 millioner, tilsvarende ca. USD 25 millioner og et sekundært salg av opp til 2,000,000 Sekundære Aksjer tilbudt av Selgende Aksjonærer (de Nye Aksjene sammen med de Sekundære Aksjene, kalles sammen "Tilbudsaksjene"). I tillegg kan Tilretteleggerne velge å overtildele et antall Tilleggsaksjer tilsvarende opp til 15% av antallet Tilbudsaksjer. Selgerne har gitt Carnegie, på vegne av Tilretteleggerne, en Overtildelingsopsjon til å kjøpe et tilsvarende antall Tilleggsaksjer for å dekke enhver slik overtildeling.

Tilbudet består av:

(i) Et Institusjonelt Tilbud, hvor Tilbudsaksjene blir tilbudt (a) til institusjonelle og profesjonelle investorer i Norge, (b) til investorer utenfor Norge og USA, som i henhold til relevant lovgivning er unntatt fra lokale prospektkrav og innsendelsesplikter, og (c) i USA til kvalifiserte institusjonelle kjøpere ("QIBs") i henhold til Rule 144A under Securities Act. Det Institusjonelle Tilbudet er gjenstand for minimumstegning på NOK 500 000 (det "Institusjonelle Tilbudet")

(ii) Et Offentlig Tilbud hvor Tilbudsaksjene blir tilbudt allmennheten i Norge, som er gjenstand for et minimum bestillingsbeløp på NOK 10 500 og et maksimum bestillingsbeløp på NOK 499 999 per tegner. Hver investor som tegner for NOK 10 500 eller mer i det Offentlige Tilbudet vil få en rabatt på NOK 1 500 på den samlede Tilbudsprisen for Tilbudsaksjene som er allokert til den aktuelle investoren. Investorer som planlegger å plassere en ordre på mer enn NOK 499 999 må gjøre dette i det Institusjonelle tilbudet.

Alle tilbud og salg utenfor USA vil bli gjennomført i henhold til Regulation S.

Det endelige antallet Tilbudsaksjer og den endelige allokeringen mellom transjene vil bli avgjort av Styret i dialog med Tilretteleggerne etter utløpet av Bookbuildingperioden og den Offentlige Bestillingsperioden. I det tilfellet at Tilbudet ikke blir fulltegnet, vil utstedelsen av Nye Aksjer ha prioritet foran salget av Sekundæraksjer. Selskapet forbeholder seg retten til å utstede et høyere eller lavere antall Nye Aksjer i det tilfellet at Tilbudsprisen settes under eller over det Indikative Prisintervallet.

Dette Prospektet utgjør ikke et tilbud om eller invitasjon til, å kjøpe eller tegne Tilbudsaksjer i en jurisdiksjon der et slikt tilbud eller salg vil være ulovlig. Ingen har iverksatt noen tiltak som vil tillate et tilbud til offentligheten av Aksjene utenfor Norge. Det Offentlige Tilbudet vil bli markedsført kun i Norge, mens det Institusjonelle Tilbudet vil bli markedsført i Norge og i enkelte andre jurisdiksjoner.

17.3.3 Tidsplan

Tidsplanen nedenfor viser enkelte indikative nøkkeldatoer for Tilbudet (forbehold om forlengelse):

Bookbuildingperioden begynner	5. mars 2013 kl 09.00
Bookbuildingperiod avsluttes	15. mars 2013 kl 12.00
Den Offentlige Bestillingsperioden begynner	5. mars 2013 kl 09.00
Den Offentlige Bestillingsperioden avsluttes	15. mars 2013 kl 12.00
Ekstraordinær generalforsamling i Selskapet	På eller omkring 17. mars 2013
Nytt styre og vedtekter trer i kraft	På eller omkring 17. mars 2013
Prising og allokering av Tilbudsaksjene	På eller omkring 17. mars 2013
Publisering av resultatet av Tilbudet	På eller omkring 18. mars 2013
Distribuering av allokeringsbrev	På eller omkring 18. mars 2013
Kontoer som betaling skal debiteres fra i det Offentlige Tilbudet må ha tilstrekkelig dekning	På eller omkring 18. mars 2013
Betalingsdato i det Offentlige Tilbudet	På eller omkring 19. mars 2013
Levering av Tilbudsaksjene i det Offentlige Tilbudet	På eller omkring 20. mars 2013
Betalingsdato for det Institusjonelle Tilbudet	På eller omkring 20. mars 2013
Leveringsdato for Tilbudsaksjene i det Institusjonelle Tilbudet	På eller omkring 20. mars 2013
Notering av Aksjene og første handelsdag	På eller omkring 20. mars 2013

Merk at Styret, sammen med Tilretteleggerne forbeholder seg retten til å forlenge Bookbuildingperioden og den Offentlige Bestillingsperioden. I slikt tilfelle, vil datoene som angitt ovenfor måtte forventes og endres tilsvarende.

17.3.4 Selgende aksjonærer

Hver av Selgerne har forpliktet seg til, og hver av Management Selgerne har rett (men ikke plikt), til å selge opp til det maksimale antall aksjer i nedsalget som fastsatt i tabellen nedenfor.

Navn	Forretningsadresse	Maksimalt antall aksjer til salgs
Management Selgere:		
André S. Eriksen	5285 Hellyer Avenue, San Jose, California, USA	37.000*
Peter Dam Madsen	5285 Hellyer Avenue, San Jose, California, USA	14.000*
David Garcia	5285 Hellyer Avenue, San Jose, California, USA	11.000*
John Hamill	5285 Hellyer Avenue, San Jose, California, USA	15.000*
Ole Madsen	Saltumvej 27, 9700 Brønderslev, Danmark	14.000*
Henri Richard	5285 Hellyer Avenue, San Jose, California, USA	8.000*
Chris Christopher	5285 Hellyer Avenue, San Jose, California, USA	2.000*
Totalt		**101.000***
Selgere:		
Sunstone Technology Ventures Fund I	Lautrupsgade 7, 2100 Copenhagen, Danmark	375.000
Northzone IV K/S	Strandvejen 100, 2900 Hellerup, Danmark	347.000
D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	259.000
D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1166 Avenue of the Americas, Sixth Floor, New York, NY 10036, USA	251.000
Friheden Invest A/S	Høsterkøbvej 65, 2970 Hørsholm, Danmark	125.000
ZOAR Invest ApS	Skipperallé 3, 3480 Fredensborg	104.000
Andre Eriksen Holding ApS	Agdrupskoven 55, 9700 Brønderslev, Danmark	80.000
KT Venture Group II L.L.C.	One Technology Drive, Milpitas, California 95035 USA	76.000
Paul Wallevik	Tower B, 23 West Coast Crescent, Singapore 128046	111.000
Kartago Development ApS	Tuborg Havnevej 19, 2900 Hellerup, Danmark	64.000
Rubi Iversen ApS	Furesøvej 11, 2830 Virum, Danmark	53.000
OTK Holding A/S	Parkovsvej 19, 2820 Gentofte, Danmark	54.000
Totalt		**1.899.000**

Maksimalt antall Sekundære Aksjer til salgs	**2.000.000**

*Opsjoner og rett til å kjøpe aksjer

Enhver selgende aksjonær kan be om at et ytterligere antall aksjer selges i nedsalget. Et slikt salg kan da utføres, med forbehold om samtykke fra Styret og ledelsen.

17.3.5 Utgifter og netto emisjonsproveny

Brutto emisjonsproveny til Selskapet for de Nye Aksjene som tilbys i Tilbudet forventes å være ca. NOK 144 millioner (~USD 25 millioner). Selskapet vil ikke motta noe proveny fra salget av de Sekundære Aksjene.

Transaksjonskostnader og alle andre kostnader som kan tilskrives Noteringen vil bli dekket av Selskapet. De totale kostnadene beløper seg til ca. NOK 12 millioner, noe som impliserer et netto emisjonsproveny på ca. NOK 132 millioner (~USD 23 millioner).

17.3.6 Utvanning

Forutsatt at Tilbudsprisen fastsettes innenfor det indikative prisintervallet, vil utvanningseffekten av Tilbudet være på mellom 26% og 30%, avhengig av Tilbudspris og antall Nye Aksjer som tildeles i Tilbudet.

	Før Tilbudet	**Etter tilbudet 3,600,000 Nye Aksjer**	**Etter Tilbudet 4,350,000 Nye Aksjer**
Antall Aksjer	10,388,457	13,988,457	14,738,457
Antall eksisterende Aksjer i % av det nye antall aksjer	-	74%	70%

17.4 STYRET, LEDELSEN OG ANSATTE

17.4.1 Styret

Selskapet har for tiden et midlertidig Styre, bestående av 8 aksjonærvalgte styremedlemmer, som angitt i tabellen under, som vil utgjøre Styremedlemmer frem til gjennomføringen av Noteringen. På den ekstraordinære generalforsamlingen som er planlagt rundt 17. mars 2013 vil Ib Sønderby, Gregers Kronborg og André S. Eriksen bli skiftet ut med Bengt Olof Thuresson og Knut Øversjøen (de "Nye Styremedlemmene") i Selskapets Styre.

Styremedlem	**Styremedlem siden**	**Nåværende periode avsluttes**	**Forretningsadresse:**
Samuel Szteinbaum, Styreformann	18. februar 2009	N/A	Saltumvej 27, 9700 Brønderslev, Danmark
Chris J. Christopher	23. januar 2012	N/A	Saltumvej 27, 9700 Brønderslev, Danmark
Jørgen Smidt	30. januar 2012	N/A	Lautrupsgade 7, 2100 Copenhagen, Danmark
Henri Richard	20. november 2007	N/A	Saltumvej 27, 9700 Brønderslev, Danmark
Alexander Wong	10. juni 2010	N/A	Saltumvej 27, 9700 Brønderslev, Danmark
Ib Sønderby	15. januar 2012	På eller omkring 17. mars 2013	Skipperalle 3, 3480 Fredensborg, Danmark
Gregers Kronborg	13. desember 2005	På eller omkring 17. mars 2013	Saltumvej 27, 9700 Brønderslev, Danmark
André S. Eriksen	15. februar 2000	På eller omkring 17. mars 2013	5285 Hellyer Avenue, San Jose, California, USA
Nye styremedlemmer etter Notering:			
Knut Øversjøen	På eller omkring 17. mars 2013	N/A	Halden Terrasse 25, 1367 Snarøya, Norge
Bengt Olof Thuresson	På eller omkring 17. mars 2013	N/A	Holstetajet 26, 3022 Drammen, Norge

17.4.2 Ledelsen

Tabellen nedenfor viser medlemmene av Konsernledelsen og andre med ledende stillinger i Selskapet på datoen for dette Prospektet.

Navn	Stilling	Forretningsadresse:
Konsernledelsen:		
André S. Eriksen	Chief Executive Officer	5285 Hellyer Avenue, San Jose, California, USA
Peter Dam Madsen	Chief Financial Officer	5285 Hellyer Avenue, San Jose, California, USA
Andre med ledende stillinger:		
David Garcia	General Manager, Data Center Division	5285 Hellyer Avenue, San Jose, California, USA
John Hamill	Vice President Worldwide Sales	5285 Hellyer Avenue, San Jose, California, USA
Ole Madsen	Vice President Engineering and Quality	Saltumvej 27, 9700 Brønderslev, Danmark
Csaba Vesei	Senior Director, Operations	5285 Hellyer Avenue, San Jose, California, USA
Scott Chambers	Senior Director, Marketing	5285 Hellyer Avenue, San Jose, California, USA

17.4.3 Ansatte

På datoen for dette Prospektet har Konsernet 61 ansatte.

17.5 SAMMENDRAG AV DRIFTS- OG FINANSIELL INFORMASJON

Asetek Holdings, Inc. vedtok IFRS 1. januar 2011 med en overgangsdato fra 1. januar 2010. Før overgangen til IFRS, ble Asetek Holdings, Inc.'s konsernregnskap utarbeidet i samsvar med U.S. GAAP. Den følgende tabellen presenterer et sammendrag av utvalgt finansiell informasjon hentet fra Asetek Holdings, Inc.'s reviderte konsernregnskap for 2012, 2011 og 2010 utarbeidet i samsvar med IFRS, og fra Asetek Holdings, Inc.'s reviderte konsernregnskap utarbeidet i samsvar med U.S. GAAP for årene 2011 og 2010.

Tall i tusen USD	**2012 IFRS Revidert**	**2011 IFRS Revidert**	**2010 IFRS Revidert**	**2011 US GAAP Revidert**	**2010 US GAAP Revidert**
Driftsinntekter	18 681	15 574	15 749	15 574	15 749
Varekostnader	11 893	9 871	10 926	9 750	10 853
Bruttofortjeneste	**6 788**	**5 703**	**4 823**	**5 824**	**4 896**
Samlede driftskostnader	11 660	9 410	9 038	10 016	10 150
Driftsresultat	**(4 872)**	**(3 707)**	**(4 215)**	**(4 192)**	**(5 254)**
Finansinntekter (kostnader), netto	(3 693)	1 838	(2 274)	(473)	426
Negativt resultat før skatt	**(8 565)**	**(1 869)**	**(6 489)**	**(4 665)**	**(4 828)**
Inntektsskatt	7	(8)	(10)	(8)	(10)
Årets negative resultat	**(8 558)**	**(1 877)**	**(6 499)**	**(4 673)**	**(4 838)**
Omregningsdifferanser	67	110	(538)	110	(538)
Årets negative resultat etter omregningsdifferanser	**(8 491)**	**(1 767)**	**(7 037)**	**(4 563)**	**(5 376)**

Urevidert oversikt over resultatregnskapet for regnskapsåret 31. desember 2012

Fra Selskapets ståsted er det viktig å forstå at selv om Selskapet driver i ett segment, er det to hovedkomponenter som medfører driftskostnadene, nemlig den stasjonære datamaskin virksomheten og datasentervirksomheten. Når man splitter driftskostnadene fra det reviderte resultatregnskapet i disse to komponentene har Selskapet gjort sitt beste for å vurdere kostnadene i hver del av virksomheten. Ved å gjøre dette har Selskapet utnyttet sitt ansatte/prosjekt sporingssystem så vel som prosjektkodene fra regnskapssystemet. Kostnader som av natur ikke kan deles opp (husleie, telefon, etc.) har blitt delt ved å bruke en nøkkel utviklet ved å vurdere faktisk tid brukt på de to virksomhetene. Ved tvil har Selskapet brukt sine beste estimater for å finne korrekt informasjon. Fra Selskapets ståsted bør visse utgifter som relaterer seg til det pågående søksmålet mot CoolIT så vel som utgifter knyttet til IPO-prosessen ikke deles og fremgår således separat.

Tall i USD tusen	2012 Stasjonær Urevidert	2012 Datasenter Urevidert	2012 Ikke-distribuerte utgifter Urevidert
Driftsinntekter	18 681	-	
Varekostnader	11 748	-	
Bruttofortjeneste	**6 933**	**-**	
Forskning og utvikling	1 125	1 653	
Salg, generelle og administrative kostnader	2 662	3 517	
Samlede driftskostnader	**3 787**	**5 170**	
EBITDA, justert	**3 146**	**(5 170)**	
Justert EBITDA margin	17%	n/a	
Avskrivninger og nedskrivninger	2 025	27	
EBIT, justert	**1 121**	**(5 197)**	
Justert EBIT margin	6%	n/a	
Ikke-distribuerte engangsutgifter (IPO/juridisk relatert)			796
EBIT			**(4 872)**
Finansposter			(3 693)
Inntektsskatt			7
Omregningsdifferanser			67
Nettotap			**(8 491)**

17.5.1 Sammenfatning av konsernets balanse

Tall i USD tusen	2012 IFRS Revidert	2011 IFRS Revidert	2010 IFRS Revidert	2011 US GAAP Revidert	2010 US GAAP Revidert
Sum anleggsmidler	1 888	2 817	2 210	328	275
Sum omløpsmidler	6 274	5 686	6 541	5 686	6 541
Sum eiendeler	**8 162**	**8 503**	**8 751**	**6 014**	**6 816**
Sum egenkapital	(40 642)	(32 294)	(30 613)	(39 172)	(34 710)
Mezzaninkapital	-	-	-	39 300	36 184
Sum langsiktig gjeld	7 451	15	28	15	28
Sum kortsiktig gjeld	41 353	40 782	39 336	5 871	5 314
Sum egenkapital og gjeld	**8 162**	**8 503**	**8 751**	**6 014**	**6 816**

Konsernets balanse er betydelig påvirket av klassifiseringen av de innløselige konvertible preferanseaksjer som kortsiktig gjeld. På den ekstraordinære generalforsamlingen som er planlagt 15. mars 2013, vil de per nå forskjellige aksjeklassene i Selskapet bli konsolidert til en aksjeklasse, hvilket innebærer at fortrinnsretten vil opphøre og preferanseaksjene vil bli omklassifisert til egenkapital. For mer informasjon se kapittel 9.2.2 og 11.5.2.

17.5.2 Sammenfatning av konsolidert kontantstrømoppstilling

Tall i USD tusen	2012 IFRS Revidert	2011 IFRS Revidert	2010 IFRS Revidert	2011 US GAAP Revidert	2010 US GAAP Revidert
Kontantstrøm fra driftsaktiviteter	(3 633)	(240)	(4 600)	(2 868)	(5 906)
Kontantstrøm fra investeringsaktiviteter	(1 253)	(2 665)	(1 329)	(219)	(50)
Kontantstrøm fra finansieringsaktiviteter	3 318	2 906	2 841	3 088	2 759
Effekt av valutakursendringer	148	167	(99)	167	(99)
Netto endring i kontanter og kontantekvivalenter	**(1 420)**	**168**	**(3 187)**	**168**	**(3 296)**
Kontanter og kontantekvivalenter i begynnelsen av perioden	2 668	2 500	5 687	2 500	5 796
Kontanter og kontantekvivalenter i slutten av perioden	**1 248**	**2 668**	**2 500**	**2 668**	**2 500**

17.5.3 Kapitalisering og gjeldsforpliktelser

Se kapittel 10 "Capital Resources" for mer informasjon om Konsernets kapitalisering og gjeldsforpliktelser.

17.5.4 Vesentlige endringer i Konsernets finansielle stilling eller markedsstilling siden 31. desember 2012

Reorganisering
I januar 2013 ervervet Asetek Holdings et dansk hylleselskap som ble registrert som et datterselskap av Asetek Holdings og fikk navnet Asetek A/S. Den tidligere danske operasjonelle enheten endret samtidig navn fra "Asetek A/S" til "Asetek Danmark A/S". Dette påvirket ikke Konsernets driftsresultat. Asetek A/S ble eier av 100 % av aksjene i Asetek Holdings gjennom kjøpet av alle utestående aksjer i Asetek Holdings fra aksjonærene i bytte mot nye aksjer i Asetek A/S, på den ekstraordinære generalforsamlingen som ble avholdt 13. februar 2013. Etter denne transaksjonen ble Asetek A/S det nye morselskapet i Konsernet. Reorganiseringen er ytterligere beskrevet i kapittel 11.3 i dette Prospektet.

Bortsett fra det ovennevnte, har det ikke vært noen vesentlige endringer i Konsernets finansielle stilling eller markedsstilling som har inntruffet siden slutten av 2012 og frem til datoen for dette Prospektet.

17.5.5 Trendinformasjon

Konsernet har ikke opplevd noen vesentlige endringer eller trender innen produksjon, salg, varelager og kostnader og salgspriser siden slutten av 2012 og frem til datoen for dette Prospektet.

17.6 AKSJONÆRER OG NÆRSTÅENDE TRANSAKSJONER

17.6.1 Aksjonærer

Tabellen under viser Selskapets aksjonærer på datoen for dette Prospektet.

	Navn	Antall aksjer	Prosent (%)
1	Sunstone Technology Ventures Fund I	1.785.474	17,2
2	Northzone IV K/S	1.751.436	16,9
3	D. E. Shaw Composite Side Pocket Series 12, L.L.C.	1.306.241	12,6
4	D. E. Shaw Composite Side Pocket Series 13, L.L.C.	1.284.904	12,4
5	Friheden Invest A/S	640.991	6,2
6	ZOAR Invest ApS	491.960	4,7
7	André Eriksen Holding ApS	408.010	3,9
8	KT Venture Group II LLC	387.447	3,7
9	Paul Wallevik	357.903	3,4
10	Kartago Development ApS	334.511	3,2
11	Rubi Iversen ApS	272.817	2,6
12	OTK Holding A/S	182.667	1,8
13	Mikkel Toftløkke Andersen	21.997	0,2
14	Michael Antoniussen	7.000	0,1
15	Todd Berk	3.381	0,0
16	Ratliff Christopher	1.718	0,0
17	Asetek A/S	1.150.000	11,1
	Totalt antall utestående aksjer	**10.388.457**	**100%**

Følgende aksjonærerer eier mer enn 5 % av utstedt aksjekapital på datoen for Prospektet: Sunstone Technology Ventures Fund I (1 785 474 Aksjer, tilsvarende 17,2 % av aksjekapitalen), Northzone IV K/S (1 751 436 Aksjer, tilsvarende 16,9 % av aksjekapitalen), D.E. Shaw Composite Side Pocket Series 12, L.L.C. (1 306 241 Aksjer, tilsvarende 12,6 % av aksjekapitalen), D.E. Shaw Composite Side Pocket Series 13, L.L.C. (1 284 904 Aksjer, tilsvarende 12,4 % av aksjekapitalen) og Friheden Invest A/S (640 991 Aksjer, tilsvarende 6,2 % av aksjekapitalen). Selskapets egne aksjer tilsvarer 11,1 % av aksjekapitalen.

17.6.2 Nærstående transaksjoner

Bortsett fra det som er nevnt nedenfor har det ikke skjedd noen betydelige transaksjoner mellom nærstående parter i perioden fra 2010 og frem til datoen for dette Prospektet.

Avtale med aksjonærene
Asetek Holdings har inngått en konvertibel låneavtale med syv investorer, inkludert noen av de største aksjonærene. Formålet med det kortsiktige lånet er å tilby finansiering til Selskapets IPO. For mer informasjon om låneavtalen, vennligst se kapittel 10.4 "Debt Overview" i dette Prospektet.

Corsair, Inc.
Samuel Szteinbaum, Selskapets styreformann er styremedlem i Corsair, Inc. som er en forhandler av Konsernets produkter. Gjennom årene som sluttet 31. desember 2012, 2011 og 2010 har Asetek Holdings solgt varelager til forhandleren på henholdsvis USD 1,2 millioner, USD 2,6 millioner og USD 9,4 millioner. Per 31. desember 2012, 2011 og 2010 har Asetek Holdings hatt utestående kundefordringer fra forhandleren på henholdsvis USD 473 000, USD 179 000 og USD 1,3 millioner.

17.7 REVISOR, TILRETTELEGGERE OG JURIDISKE RÅDGIVERE

Selskapets lovpålagte revisor er PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, medlem av FSR – Danske Revisorer med organisasjonsnummer 33 77 12 31. Deres forretningsadresse er Skelagervej 1A, 9000 Aalborg, Danmark.

Carnegie og Arctic Securities opptrer som Joint Coordinators og Joint Bookrunners i tilknytning til Tilbudet.

Advokatfirmaet Schjødt AS er norsk juridisk rådgiver for Selskapet i tilknytning til Tilbudet. Kromann Reumert er dansk juridisk rådgiver.

17.8 SAMMENDRAG AV RISIKOFAKTORER

Investering i Tilbudsaksjene innebærer iboende risiko. Nedenfor er en kort oppsummering av risikofaktorene som er beskrevet i kapittel 2 "Risk Factors".

Hvis disse risikoene materialiserer seg, individuelt eller sammen med andre forhold, kan de vesentlig forringe virksomheten i Konsernet og ha vesentlig negative effekter på Konsernets utsikter, finansielle stilling eller resultat av virksomheten og prisen på Selskapets verdipapirer kan falle, noe som kan føre til at investorer taper hele eller deler av deres investerte kapital.

Rekkefølgen som risikofaktorene er presentert i nedenfor er ikke ment å gi noen indikasjon på sannsynligheten at de inntreffer, heller ikke alvorlighetsgraden eller betydelsen av den individuelle risikoen. En investering i Selskapet er kun egnet for investorer som forstår risikofaktorene som knytter seg til denne type investering og som har råd til å tape hele eller deler av deres investering.

17.8.1 Risikofaktorer knyttet til Konsernet og bransjen den operer i

- Konsernets prestasjoner vil avhenge av kommersialiseringen og markedets mottagelse av nye produkter for datasenterkjølingsmarkedet
- Konsernet kan bli nødt til å vokse, og kan oppleve problemer med å håndtere veksten
- Konsernet er eksponert mot risiko knyttet til internasjonal virksomhet
- Konsernet er avhengig av kundenes salgsresultater. Betydelige endringer i sluttbrukeretterspørsel kan ha vesentlig negativ effekt på Konsernet
- Konsernet er avhengig av tredjeparter, herunder leverandører og kontraktsprodusenter
- Konsernet er avhengig av å tiltrekke seg og ansette nøkkelpersoner

- Risiko knyttet til rettssaker, herunder Konsernet påventende patentinngrepssaker
- Konsernet kan utilsiktet bryte tredjeparters immatrialrettigheter
- Tredjeparter kan ulovlig kopiere Konsernets produkter eller bryte deres patenter og bruksmønstre
- Konsernet er eksponert mot risiko knyttet til endringer i den generelle økonomien
- Konsernet møter betydelig konkurranse

17.8.2 Risikofaktorer knyttet til verdipapirene og Tilbudet

- Markedsprisen for Tilbudsaksjene kan være veldig volatile og investorer i Tilbudsaksjene kan lide betydelige tap
- Det er ikke noe tidligere marked for Aksjene, og et aktivt handlende marked vil muligens ikke utvikle seg
- Fremtidig salg av Aksjene kan senke prisen på Aksjene
- Investorer i Tilbudsaksjene vil oppleve betydelig og umiddelbar utvanning
- Selskapet vil ha utstrakt diskresjon når det gjelder bruk av nettoproveny fra Tilbudet og vil muligens ikke bruke det effektivt
- Interessene til Selskapets største aksjonærer kan være annerledes fra andre investorer i Selskapet
- Selskapet planlegger ikke å utbetale utbytte i nær fremtid, og investorer i Tilbudet kan bli nødt til å selge Aksjene for å realisere gevinst på investeringen deres
- Fortrinnsrett vil muligens ikke gjelde for amerikanske aksjonærer eller andre aksjonærer
- Investorer kan muligens ikke utøve stemmeretter for Aksjer registrert på forvalterkonto
- Investorer kan muligens ikke vinne tilbake tap i sivilrettslig rettergang i andre jurisdiksjoner enn Danmark
- Dansk rett kan begrense aksjonærers mulighet til å foreta tiltak mot Selskapet
- Aksjonærer utenfor Norge er gjenstand for valutavekslingsrisiko
- Markedsrente kan påvirke prisen på Aksjene

17.9 TILLEGGSINFORMASJON

17.9.1 Aksjekapital

Selskapets nåværende aksjekapital er DKK 1 038 845,70 fordelt på 10 388 457 aksjer, hver med en nominell verdi på DKK 0,10. På datoen for dette Prospektet har Selskapet fem aksjeklasser; imidlertid vil disse aksjeklassene bli konvertert til én aksjeklasse før Noteringen. For mer informasjon, se kapittel 11.5 "Share Capital".

17.9.2 Vedtekter

Selskapets vedtekter på datoen for dette Prospektet er beskrevet i kapittel 12.10 "Articles of Association", og er vedlagt til dette Prospektet som Appendix A.

17.9.3 Utstilte dokumenter

Kopier av følgende dokumenter, vil i livsløpet for dette Prospektet, være tilgjengelig i løpet av vanlig arbeidstid på enhver virkedag på Selskapets forretningsadresse, Saltumvej 27, 9700 Brønderslev, Danmark:

- Selskapets vedtekter og firmaattest
- Konsernregnskapet per, og for årene som sluttet 31. desember 2012, 2011 og 2010 utarbeidet i samsvar med IFRS og konsernregnskap for årene som endte 31. desember 2011 og 2010 utarbeidet i samsvar med U.S. GAAP
- Asetek A/S' regnskap for perioden fra dets stiftelse 6. desember 2012 til 31. januar 2013

18. DEFINITIONS AND GLOSSARY OF TERMS

The following definitions and glossary apply in this Prospectus unless otherwise dictated by the context, including the foregoing pages of this Prospectus.

Additional Shares	The additional shares sold pursuant to the over-allotment by the Stabilisation Manager of up to 15% of the number of Offer Shares
Applicant	The investor applying for Offer Shares through submission of the Application Form
Application	The submission of the Application Form to the Managers
Application Form	Application for Offer Shares in the Retail Offering must be made either online or by filling out the application form attached as Appendix F to this Prospectus
Application Offices	Carnegie AS and Arctic Securities ASA
Arctic	Arctic Securities ASA
Articles of Association	The articles of association of Asetek A/S
Asetek	Asetek A/S
Asetek Holdings, Inc.	Asetek Holdings
Board of Directors or Board	The board of directors of Asetek A/S
Bookbuilding Period	The bookbuilding period for the Institutional Offering which will take place from 09:00 CET on 5 March 2013 to 12:00 CET on 15 March 2013
CAD	Computer-aided design
CAGR	Compounded annual growth rate
Carnegie	Carnegie AS
CEO	Chief executive officer
CET	Central European Time
CFO	Chief financial officer
Company	Asetek A/S
CPU	Central processing unit
CRAC	Computer room air conditioning
Danish Corporate Governance	Danish Code of Practice for Corporate Governance as latest expressed by the Committee on Corporate Governance in August 2011
DKK	Danish Kroner, the lawful currency of Denmark
Equity Incentive Plan or the Plan	Share option program adopted by the board in 2008
EU Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, and amendments thereto, including the 2010 PD Amending Directive to the extent implemented in the Relevant Member State.
GPU	Graphics processing unit
Group	The Company and its subsidiaries
HPC	High performance computing
IFRS	International Financial Reporting Standards
Institutional Offering	An Institutional Offering, in which Offer Shares are offered (a) to institutional and professional investors in Norway, (b) to investors outside Norway and the United States, pursuant to applicable exemptions from local prospectus requirements and other filing requirements, and (c) in the United States to qualified institutional buyers ("QIBs") in reliance on Rule 144A under the Securities Act. The Institutional Offering is subject to a minimum application of NOK 500,000
ISIN	Securities number in the Norwegian Registry of Securities (VPS)

Lending Option	A lending option granted to the Stabilisation Manager by the Sellers, pursuant to which the Stabilisation Manager may require the Sellers to lend to the Stabilisation Manager, on behalf of the Managers, up to a number of Shares equal to the number of Additional Shares
Listing	The listing of the Shares on Oslo Børs or alternatively Oslo Axess
Management Sellers	André Sloth Eriksen, Peter Dam Madsen, David Garcia, John Hamill, Ole Madsen, Richard Henri and Chris Christopher
Managers	Carnegie AS and Arctic Securities ASA
New Shares	The offering of up to 4,350,000 new shares to be issued by the Company in the Offering
NOK	Norwegian Kroner, the lawful currency of Norway
OEM	Original equipment manufacturer
Offer Price	The price payable for the Offer Shares of NOK 33 – NOK 40
Offer Shares	Offering of up to 6,350,000 Offer Shares consisting of up to 4,350,000 New Shares and up to 2,000,000 Secondary Shares in a public offering through this Prospectus
Offering	The Offering of up to 6,350,000 Offer Shares in a public offering and listing on Oslo Børs or alternatively Oslo Axess
Oslo Børs	Oslo Børs ASA
PCI	Peripheral Component Interconnect
Prospectus	This Prospectus dated 4 March 2013 prepared in connection with the Listing on Oslo Børs or alternatively Oslo Axess
QIB	Qualified Institutional Buyer, as defined in Rule 144A under the U.S. Securities Act
R&D	Research & Development
Relevant Member State	Each Member State of the European Economic Area which has implemented the EU Prospectus Directive.
Retail Application Period	The application period in the retail offering in which the Applicants must either submit the Application Form to one of the Managers or subscribe online, being from and including 5 March 2013, to and including 12:00 CET on 15 March 2013
Retail Offering	An offering to the public in Norway subject to a lower limit per application of an amount of NOK 10,500 and an upper limit per application of an amount of NOK 499,999 for each investor
Secondary Shares	The sale of up to 2,000,000 Shares by the Selling Shareholders in the Offering
Sellers	Sunstone Technology Ventures Fund I, Northzone IV KS, D. E. Shaw Composite Side Pocket Series 12, L.L.C., D. E. Shaw Composite Side Pocket Series 13, L.L.C., Friheden Invest A/S, Zoar Invest ApS, Andre Eriksen Holding ApS, KT Venture Group II, L.L.C., Paul Wallevik, Kartago Development ApS, Rubi Iversen ApS and OTK Holding A/S
Selling Shareholders	The Management Sellers and the Sellers
Stabilisation Manager	Carnegie AS
TAM	Total addressable market
TCO	Total cost of ownership
USD	United States Dollar, the lawful currency of the United States of America
U.S. GAAP	The generally accepted accounting principles in the US
U.S. Securities Act or Securities Act	The Securities Act of 1933, as amended
VPS	Verdipapirsentralen (Norwegian Central Securities Depository), which organizes the Norwegian paperless securities registration system

Appendix A ARTICLES OF ASSOCIATION

KØBENHAVN . AARHUS . LONDON . BRUXELLES

KROMANN
REUMERT

ADVOKATFIRMA

RÅDHUSPLADSEN 3
DK-8000 AARHUS C
TEL. +45 70 12 12 11
FAX. +45 70 12 14 11

VEDTÆGTER / ARTICLES OF ASSOCIATION

For/of Asetek A/S
Central business reg. (CVR) no. 34 88 05 22

JHB/OMH/1019746/18299524-5

CVR-NR.: DK 62 60 67 11 . REG. ADR.: SUNDKROGSGADE 5 . DK-2100 KØBENHAVN Ø WWW.KROMANNREUMERT.COM

KROMANN
REUMERT

VEDTÆGTER / ARTICLES OF ASSOCIATION

	Oversættelsen af den engelske tekst til dansk er uautoriseret og ved enhver uoverensstemmelse mellem den engelske tekst og den danske oversættelse, skal den engelske tekst anses for gældende.	*The Danish text is an office translation of the English text, and in case of any discrepancy between the English text and the Danish translation, the English text prevails.*
1.	**NAVN**	**NAME**
1.1	Selskabets navn er Asetek A/S.	The Company's name is Asetek A/S.
2.	**HJEMSTED**	**REGISTERED OFFICE**
2.1	Selskabets hjemsted er i Brønderslev Kommune.	The Company's registered office is situated in the municipality of Brønderslev.
3.	**FORMÅL**	**OBJECTS**
3.1	Selskabets formål er at drive udviklingsvirksomhed, produktion og handel, herunder ved besiddelse af ejerandele i søsterselskaber og associerede selskaber, samt al virksomhed, som efter bestyrelsens skøn er beslægtet hermed.	The Company's objects are to carry out business in the fields of development, manufacturing and marketing, including by way of holding shares in affiliates and associated companies, and any other activities that the Board of Directors deems to be ancillary or related thereto.
4.	**AKTIEKAPITAL**	**CAPITAL**
4.1	Selskabets aktiekapital udgør nominelt DKK 1.038.845,70, fordelt på aktier á DKK 0,10 eller multipla heraf. Aktiekapitalen er opdelt i nominelt DKK 226.600 A1-Aktier (svarende til 2.266.000 A1-Aktier, nominelt DKK 20.981,40 A2-Aktier (svarende til 209.814 A2-Aktier), nominelt DKK 231.701,70 B-Aktier (svarende til 2.317.017 B-Aktier), nominelt DKK 286.783 C-Aktier (svarende til 2.867.830 C-Aktier) og nominelt DKK	The Company's share capital is nominally DKK 1,038,845.70, divided into shares of DKK 0.10 or any multiple thereof. The share capital is divided into nominally DKK 226,600 A1-Shares (corresponding to 2,266,000 A1-Shares), nominally DKK 20,981.40 A2-Shares (corresponding to 209,814 A2-Shares), nominally DKK 231,701.70 B-Shares (corresponding to 2,317,017 B-Shares), nominally DKK 286,783 C-Shares (corresponding to

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	272.779,60 D-Aktier (svarende til 2.727.796 D-Aktier) (A1-Aktier, A2-Aktier, B-Aktier og C-Aktier under et benævnt "**Præferenceaktier**". A1-Aktier og A2-Aktier under et benævnt "**A-Aktier**" og D-Aktier benævnt "**Ordinære Aktier**"). Præferenceaktierne og de Ordinære Aktier nyder forskellige privilegier for så vidt angår (i) præferenceudbytte, (ii) likvidationspræference og (iii) stemmerettigheder.	2,867,830 C-Shares) and nominally DKK 272,779.60 D-Shares (corresponding to 2,727,796 D-Shares) (A1-Shares, A2-Shares, B-Shares and C-Shares collectively referred to as "**Preferred Shares**". A1-Shares and A2-Shares collectively referred to as "**A-Shares**" and D-Shares are referred to as "**Common Shares**"). The Preferred Shares and Common Shares enjoy different rights in terms of (i) preferential dividend, (ii) liquidation preference and (iii) voting rights.
4.2	Indehavere af A1-Aktier, B-Aktier og C-Aktier har til enhver tid ret til at konvertere deres respektive A1-Aktier, A2-Aktier, B-Aktier og C-Aktier til D-Aktier, i begyndelsen på én-til-én basis. A1-Aktierne, A2-Aktierne, B-Aktierne og C-Aktierne konverteres automatisk til D-Aktier på én-til-én basis i tilfælde af børsnotering af Selskabets aktier på en internationalt anerkendt fondsbørs.	Holders of A1-Shares, A2-Shares, B-Shares and C-Shares shall have the right to convert their A1-Shares, A2-Shares, B-Shares and C-Shares respectively into D-Shares, at any time, initially on a one-for-one basis. The A1-Shares, A2-Shares, B-Shares and C-Shares shall automatically be converted into D-Shares on a one-for-one basis in the event of a listing of the shares of the Company on an internationally recognized stock exchange.
4.3	Aktiekapitalen er fuldt indbetalt.	The share capital has been fully paid up.
4.4	Selskabets aktionærer er i forbindelse med eventuelle kontante kapitalforhøjelser berettiget til at tegne nye aktier i deres respektive aktieklasser proportionelt med deres aktiebeholdning, medmindre generalforsamlingen beslutter at tilsidesætte fortegningsrettighederne til fordel for andre.	In connection with any cash capital increase, the Company's shareholders are entitled to subscribe for the new shares within their respective share classes in proportion to their shareholdings, unless the general meeting resolves to override the pre-emption rights in favour of others.
5.	**AKTIER**	**SHARES**
5.1	Selskabets aktier er udstedt på navn og	The Company's shares are registered in the

KROMANN REUMERT

	skal noteres på navn i selskabets ejerbog.	names of the holders and shall be entered in the Company's register of shareholders.
5.2	Aktierne er ikke-omsætningspapirer.	The shares shall be non-negotiable instruments.
5.3	Selskabet udsteder ikke ejerbeviser. Selskabet vil efter anmodning udstede en meddelelse, der bekræfter registreringen i Selskabets ejerbog.	The Company does not issue share certificates. On request, the Company will issue a notice confirming the registration in the Company's register of shareholders.
5.4	Enhver overgang af aktier kræver bestyrelsens skriftlige forudgående samtykke. Den, som har anmodet om samtykke, skal senest 4 uger efter anmodningens modtagelse underrettes om selskabets stillingtagen til anmodningen, idet samtykke ellers anses for givet.	Any transfer of shares shall be subject to the prior written consent of the Board of Directors. The shareholder requesting consent shall be notified of the Company's decision no later than four weeks after receipt of the request. Otherwise, consent will be deemed to be given.
5.5	Ejerbogen føres af selskabet på selskabets hjemsted. Ejerbogen skal være tilgængelig for besigtigelse af aktionærerne.	The register of shareholders shall be kept by the Company at the Company's registered office. The register of shareholders shall be available for inspection by the shareholders.
6.	**PRÆFERENCEUDBYTTE**	**PREFERENTIAL DIVIDEND**
6.1	**Præferenceudbytte af C-Aktier.** I hvert regnskabsår er indehaverne af udstedte C-Aktier berettiget til at modtage udbytte, hvis og såfremt et sådant udbytte deklareres af generalforsamlingen eller af bestyrelsen. Udbyttet betales ud af de aktiver, som på det pågældende tidspunkt retmæssigt kan anvendes hertil, og størrelsen af udbyttet vil være den ekvivalente værdi i DKK af USD 0,3208 for hver af de pågældende C-Aktier. Udbyttet vil blive betalt som præferenceudbytte forud for eventuel deklarering eller betaling af udbytte af B-Aktier, A-Aktier eller Ordinære Aktier i Selskabet i det	**Class C Preferential Dividend**. In any financial year, the holders of outstanding shares of C-Shares shall be entitled to receive dividends, when, as and if declared by the general meeting or Board of Directors, as the case may by, out of any assets at the time legally available therefor, with the DKK equivalent of USD 0.3208 for such each share of C-Shares, payable in preference and priority to any declaration or payment of any distribution on the shares of B-Shares, A-Shares or Common Shares of the Company in such financial year. No distributions shall be made with respect to the B-Shares, A-Shares or Common Shares

pågældende regnskabsår. Der vil ikke blive foretaget udlodning af udbytte af B-Aktier, A-Aktier eller Ordinære Aktier, hvis ikke der er blevet deklareret udbytte af C-Aktier i overensstemmelse med de præferencer, der er anført i dette pkt. 6.1, og hvis ikke ethvert deklareret udbytte af C-Aktierne forinden er blevet betalt eller sat til side til betaling til indehaverne af C-Aktier. Retten til at modtage udbytte af C-Aktier er ikke kumulativ, og indehaverne af C-Aktier vil ikke akkumulere nogen ret til udbytte som følge af, at der ikke deklareres eller betales udbytte til de nævnte aktier.

unless dividends on the C-Shares have been declared in accordance with the preferences stated in this Section 6.1 and all declared dividends on the C-Shares have been paid or set aside for payment to the C-Shares shareholders. The right to receive dividends on shares of C-Shares shall not be cumulative, and no right to dividends shall accrue to holders of C-Shares by reason of the fact that dividends on said shares are not declared or paid.

6.2 **Aktieklasse B Præferenceudbytte**. I hvert regnskabsår, efter betaling eller tilsidesættelse til betaling af det fulde beløb nævnt i pkt. 6.1 til indehavere af C-Aktier, er indehavere af udstedte B-Aktier berettiget til at modtage udbytte, hvis og såfremt et sådant udbytte deklareres af generalforsamlingen eller af bestyrelsen. Udbyttet betales ud af de aktiver, som på det pågældende tidspunkt retmæssigt kan anvendes hertil, og størrelsen af udbyttet vil være den ekvivalente værdi i DKK af USD 0,5512 for hver af de pågældende B-Aktier. Udbyttet vil blive betalt som præferenceudbytte forud for eventuel deklarering eller betaling af udbytte af A-Aktier eller Ordinære Aktier i Selskabet i det pågældende regnskabsår. Der vil ikke blive foretaget udlodning af udbytte af A-Aktier eller Ordinære Aktier, hvis ikke der er blevet deklareret udbytte af B-Aktierne i overensstemmelse med de præferencer, der er anført i dette pkt. 6.2, og hvis ikke al deklareret udbytte af B-Aktierne først er blevet betalt eller sat til side til betaling til indehaverne af B-Aktierne. Retten til at mod-

Class B Preferential Dividend. In any financial year, after payment or setting aside for payment to the holders of C-Shares of the full amounts specified in Section 6.1, the holders of outstanding B-shares shall be entitled to receive dividends, when, as and if declared by the general meeting or Board of Directors, as the case may be, out of any assets at the time legally available therefor, with the DKK equivalent of USD 0.5512 for such each share of B-Shares payable in preference and priority to any declaration or payment of any distribution on the shares of A-Shares or Common Shares of the Company in such financial year. No Distributions shall be made with respect to the A-Shares or Common Shares unless dividends on the B-Shares have been declared in accordance with the preferences stated in this Section 6.2 and all declared dividends on the B-Shares have been paid or set aside for payment to the B-Shares shareholders. The right to receive dividends on shares of B-shares shall not be cumulative, and no right to dividends shall accrue to holders of B-Shares by reason of the fact that dividends on said

tage udbytte af B-Aktier er ikke kumulativ, og indehaverne af B-Aktier vil ikke akkumulere nogen ret til udbytte som følge af, at der ikke deklareres eller betales udbytte til de nævnte aktier.

shares are not declared or paid.

6.3 **Aktieklasse A Præferenceudbytte**. I hvert regnskabsår, efter betaling eller tilsidesættelse til betaling af det fulde beløb nævnt i pkt. 6.1 og 6.2 til indehavere af henholdsvis C-Aktier og B-Aktier, er indehavere af udstedte A-Aktier berettiget til at modtage udbytte, hvis og såfremt et sådant udbytte deklareres af generalforsamlingen eller af bestyrelsen. Udbyttet betales ud af de aktiver, som på det pågældende tidspunkt retmæssigt kan anvendes hertil, og størrelsen af udbyttet vil være den ekvivalente værdi i DKK af USD 0,4792 for A1-Aktier og USD 0,6472 for A2-Aktier for hver af de pågældende A-Aktier. Udbyttet vil blive betalt som præferenceudbytte forud for eventuel deklarering eller betaling af udbytte af Ordinære Aktier i Selskabet i det pågældende regnskabsår. Der vil ikke blive foretaget udlodning af udbytte af Ordinære Aktier, hvis ikke der er blevet deklareret udbytte af A-Aktierne i overensstemmelse med de præferencer, der er anført i dette pkt. 6.3, og hvis ikke al deklareret udbytte af A-Aktierne først er blevet betalt eller sat til side til betaling til indehaverne af A-Aktier. Retten til at modtage udbytte af A-Aktier er ikke kumulativ, og indehaverne af A-Aktier vil ikke akkumulere nogen ret til udbytte som følge af, at der ikke deklareres eller betales udbytte til de nævnte aktier.

Class A Preferential Dividend. In any financial year, after payment or setting aside for payment to the holders of C-Shares and B-Shares of the full amounts specified in Sections 6.1 and 6.2, respectively, the holders of outstanding shares of A-Shares shall be entitled to receive dividends, when, as and if declared by the general meeting or the Board of Directors, as the case may be, out of any assets at the time legally available therefor, with the DKK equivalent of USD 0.4792 for Class A1 Shares and with the DKK equivalent of USD 0.6472 for Class A2 Shares for such each share of A-Shares payable in preference and priority to any declaration or payment of any distribution on Common Shares of the Company in such financial year. No Distributions shall be made with respect to the Common Shares unless dividends on the A-Shares have been declared in accordance with the preferences stated in this Section 6.3 and all declared dividends on the A-Shares have been paid or set aside for payment to the A-Shares shareholders. The right to receive dividends on A-Shares shall not be cumulative, and no right to dividends shall accrue to holders of A-Shares by reason of the fact that dividends on said shares are not declared or paid.

6.4 **Yderligere Udbytte**. Efter betaling eller tilsidesættelse til betaling af de fulde udbyttebeløb nævnt i pkt. 6.1, 6.2 og 6.3,

Additional Dividends. After the payment or setting aside for payment of the dividends described in Sections 6.1, 6.2 and skal eventuelt yderligere udbytte som er tilsidesat eller betalt i det relevante regnskabsår (udover udbytte på Ordinære Aktier som alene skal betales i Ordinære Aktier) tilsidesættes eller betales pro rata blandt indehavere af de på dette tidspunkt udstedte Ordinære Aktier og Præferenceaktier proportionelt med det antal Ordinære Aktier, som en sådan indehaver ville eje, såfremt de blev konverteret til Ordinære Aktier.

6.3, any additional dividends (other than dividends on Common Shares payable solely in Common Shares) set aside or paid in any financial year shall be set aside or paid on a pro rata basis among the holders of the Common Shares and Preferred Shares then outstanding in proportion to the number of shares of Common Shares which would be held by each such holder on an as converted to Common Shares basis.

7. **LIKVIDATIONSPRÆFERENCE**

LIQUIDATION PREFERENCE

7.1 **Aktieklasse C Likvidationspræference**. I tilfælde af Selskabets konkursbehandling, opløsning eller likvidation er indehavere af C-Aktier berettiget til at modtage et beløb pr. aktie for hver af dem ejet C-Aktie svarende til summen af (i) den ekvivalente værdi i DKK af USD 4,01 pr. C-Aktie og (ii) ethvert deklareret, men endnu ikke udbetalt udbytte af sådanne C-Aktier, forud og frem for enhver udlodning af Selskabets aktiver til indehavere af B-Aktier, A-Aktier eller Ordinære Aktier. Såfremt der efter Selskabets likvidation, opløsning eller afvikling ikke er tilstrækkelige midler til rådighed til udlodning af de fulde beløb angivet i dette pkt. 7.1 til indehaverne af C-Aktierne, skal Selskabets samlede aktiver, som lovligt er til rådighed for udlodning, fordeles med lige prioritet og pro rata blandt indehavere af C-Aktier proportionelt med de fulde beløb, de ellers ville være berettiget til at modtage i henhold til dette pkt. 7.1.

Class C Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Company the holders of C-Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of B-Shares, A-Shares or Common Shares by reason of their ownership of such shares, an amount per share for each share of C-Shares held by them equal to the sum of (i) the DKK equivalent of USD 4.01 per each such C-Share and (ii) all declared but unpaid dividends (if any) on such share of C-Shares. If upon the liquidation, dissolution or winding up of the Company, the assets of the Company legally available for distribution to the holders of C-Shares are insufficient to permit the payment to such holders of the full amounts specified in this Section 7.1, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the C-Shares in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 7.1.

7.2 **Aktieklasse B Likvidationspræference**. Efter betaling eller tilsidelæggelse til

Class B Liquidation Preference. After payment or setting aside for payment to

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betaling til indehavere af C-Aktier af de fulde beløb angivet i pkt. 7.1 ovenfor, er indehavere af B-Aktier i tilfælde af Selskabets konkursbehandling, opløsning eller likvidation berettiget til at modtage et beløb pr. aktie for hver af dem ejet B-Aktie svarende til summen af (i) den ekvivalente værdi i DKK af USD 6,89 pr. B-Aktie og (ii) ethvert deklareret, men endnu ikke udbetalt udbytte af sådanne B-Aktier, forud og frem for enhver udlodning af Selskabets aktiver til indehavere af A-Aktier eller Ordinære Aktier. Såfremt der efter Selskabets likvidation, opløsning eller afvikling ikke er tilstrækkelige midler til rådighed til udlodning af de fulde beløb angivet i dette pkt. 7.2 til indehaverne af B-Aktierne, skal Selskabets samlede aktiver, som lovligt er til rådighed til udlodning, fordeles med lige prioritet og pro rata blandt indehavere af B-Aktier proportionelt med de fulde beløb, de ellers ville være berettiget til at modtage i henhold til dette pkt. 7.2.

the holders of C-Shares of the full amounts specified in Section 7.1 above, in the event of any liquidation, dissolution or winding up of the Company, the holders of B-Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of A-Shares or Common Shares by reason of their ownership of such shares, an amount per share for each share of B-Shares held by them equal to the sum of (i) the DKK equivalent of USD 6.89 per each such B-Share and (ii) all declared but unpaid dividends (if any) on such share of B-Shares. If upon the liquidation, dissolution or winding up of the Company, the assets of the Company legally available for distribution to the holders of B-Shares are insufficient to permit the payment to such holders of the full amounts specified in this Section 7.2, then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the B-Shares in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 7.2.

7.3 **Aktieklasse A Liquidationspræference**. Efter betaling eller tilsidelæggelse til betaling til indehavere af C-Aktier og B-Aktier af de fulde beløb angivet i henholdsvis pkt. 7.1 og 7.2 ovenfor er indehavere af A-Aktier i tilfælde af Selskabets konkursbehandling, opløsning eller likvidation berettiget til at modtage et beløb pr. aktie for hver af dem ejet A-Aktie svarende til summen af (i) den ekvivalente værdi i DKK af USD 5,99 pr. A1-Aktie og den ekvivalente værdi i DKK af USD 8,09 pr. A2-Aktie og (ii) ethvert deklareret, men endnu ikke udbetalt udbyt-

Class A Liquidation Preference. After payment or setting aside for payment to the holders of C-Shares and B-Shares of the full amounts specified in Sections 7.1 and 7.2, respectively, above, in the event of any liquidation, dissolution or winding up of the Company, the holders of the A-Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of Common Shares by reason of their ownership of such shares, an amount per share for each share of A-Shares held by them equal to the sum of (i) the DKK equivalent

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te for sådanne A-Aktier, forud og frem for enhver udlodning af Selskabets aktiver til indehavere af Ordinære Aktier. Såfremt der efter Selskabets likvidation, opløsning eller afvikling ikke er tilstrækkelige retmæssige aktiver til at betale indehaverne af A-Aktier de fulde beløb angivet i dette pkt. 7.3, skal Selskabets samlede midler, som lovligt er til rådighed til udlodning, fordeles med lige prioritet og pro rata blandt indehavere af A-Aktier proportionelt med de fulde beløb, de ellers ville være berettiget til at modtage i henhold til dette pkt. 7.3.

of USD 5.99 for each such Class A1 Share and the DKK equivalent of USD 8.09 for each such Class A2 Share and (ii) all declared but unpaid dividends (if any) on such share of A-Shares. If upon the liquidation, dissolution or winding up of the Company, the assets of the Company legally available for distribution to the holders of the A-Shares are insufficient to permit the payment to such holders of the full amounts specified in this Section 7.3 then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the A-Shares in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 7.3.

7.4 **Resterende Aktiver**. Efter betaling til indehavere af Præferenceaktier af de fulde præferencebeløb angivet i pkt. 7.1, 7.2 og 7.3 ovenfor, skal Selskabets resterende samlede aktiver, som retmæssigt er tilgængelige for udlodning, fordeles med lige prioritet og pro rata blandt indehaverne af Præferenceaktier og Ordinære Aktier proportionelt med det antal Ordinære Aktier de ejer, hvor Præferenceaktierne til dette formål betragtes som om de var blevet konverteret til Ordinære Aktier.

Remaining Assets. After the payment to the holders of Preferred Shares of the full preferential amounts specified in Sections 7.1, 7.2 and 7.3 above, the entire remaining assets of the Company legally available for distribution by the Company shall be distributed with equal priority and pro rata among the holders of the Preferred Shares and Common Shares in proportion to the number of shares of Common Shares held by them, with the shares of Preferred Shares being treated for this purpose as if they had been converted to shares of Common Shares.

8. BEMYNDIGELSE TIL AT UDSTEDE WARRANTS

AUTHORISATION TO ISSUE WARRANTS

8.1 Bestyrelsen bemyndiges til ved en eller flere lejligheder at udstede warrants, der giver indehaveren ret til at tegne aktier til en nominel værdi af op til DKK 30.000 i Selskabet. Warrantsene kan efter besty-

The Board of Directors is authorised on one or more occasions to issue warrants entitling the holder to subscribe for shares at a nominal value of up to DKK 30,000 in the Company. The warrants may at the discre-

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relsens skøn udstedes med ret til at tegne aktier i de aktieklasser, der eksisterer på tidspunktet for udstedelsen af warrants. Det nominelle beløb kan være højere som konsekvens af de generelle tilpasningsmekanismer, som bestyrelsen har godkendt.

tion of the Board of Directors be issued granting right to subscribe for Shares in such share classes as are existing at the time of issuing the warrants. Such nominal amount may be larger as a result of general adjustment mechanisms adopted by the Board of Directors.

Denne bemyndigelse er i kraft til og med den 21. januar 2018.

The authority shall be effective until and including 21 January 2018.

Selskabets aktionærer har ingen fortegningsret i forbindelse med udstedelsen af warrants i henhold til denne bemyndigelse, da warrantsene udstedes som en del af et incitamentsprogram vedtaget af bestyrelsen. Bestyrelsen vedtager de specifikke betingelser, der gælder for de warrants der er udstedt i henhold til denne bemyndigelse.

The shareholders of the Company shall have no pre-emption right in connection with the issue of warrants according to this authority, as the warrants shall be issued as part of an incentive programme, as determined by the Board of Directors. The Board of Directors shall determine the specific terms of the warrants issued according to the authority.

8.2 Bestyrelsen er i perioden til og med 21. januar 2018 bemyndiget til at forhøje Selskabets aktiekapital en eller flere gange med en værdi op til DKK 30.000. Kapitalforhøjelserne skal gennemføres ved kontant betaling, når warrantsene er udnyttet. Ovenstående generelle tilpasningsmekanismer kan dog medføre et større nominelt beløb, som er dækket af denne bemyndigelse. Selskabets aktionærer har ingen fortegningsret til aktier udstedt ved udnyttelse af warrants.

The Board of Directors is authorised, in the period until and including 21 January 2018, to increase the share capital of the Company on one or more occasions by shares in the Company at a value of up to DKK 30,000. The capital increases shall be implemented by cash payment when the warrants are exercised. The above general adjustment mechanisms may, however, lead to a larger nominal amount which is covered by this authority. The shareholders of the Company shall have no pre-emption right to shares issued through the exercise of warrants.

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9.	**BEMYNDIGELSE TIL AT FORHØJE SELSKABETS AKTIEKAPITAL**	**AUTHORISATION TO INCREASE THE SHARE CAPITAL OF THE COMPANY**
9.1	Bestyrelsen kan beslutte at forhøje aktiekapitalen ved kontantindskud, apportindskud og/ eller ved gældskonvertering alt efter omstændighederne ved udstedelse af nye aktier svarende til et maksimalt beløb på DKK 500.000 med fortegningsret for de eksisterende aktionærer. En sådan forhøjelse kan gennemføres gradvist eller med det samme.	The Board of Directors may resolve to increase the share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than DKK 500,000 with right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once.
	Bestyrelsens bemyndigelse til at forhøje aktiekapitalen er kraft indtil den 1. september 2013.	The power of the Board of Directors to increase the share capital shall be in force until 1 September 2013.
	De nye aktier udstedes som en separat aktieklasse. De nye aktier skal være omsætningspapirer, navneaktier og skal ikke have fortegningsret. Aktiernes omsættelighed skal ikke være genstand for begrænsninger.	The new shares shall be issued as a separate share class. The new shares shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights. The negotiability of the new shares shall be subject to no restrictions.
9.2	Bestyrelsen kan beslutte at forhøje aktiekapitalen ved kontantindskud, apportindskud og/ eller ved gældskonvertering alt efter omstændighederne ved udstedelse af nye aktier svarende til et maksimalt beløb på DKK 500.000 uden fortegningsret for de eksisterende aktionærer. En sådan forhøjelse kan gennemføres gradvist eller på én gang. Bestyrelsen kan i henhold til denne bemyndigelse beslutte at forhøje aktiekapitalen uden fortegningsret for eksisterende aktionærer til en tegningskurs under markedsværdi (inklusive eksisterende aktionærers tegning af sådanne aktier) i forbindelse med (i) apportindskud af aktier i Asetek Holdings, Inc. erhvervet ved konvertering af et konvertibelt lån til Asetek Holdings,	The Board of Directors may resolve to increase the share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than DKK 500,000 without right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once. Under this authorisation, the Board of Directors may resolve to increase the share capital without right of pre-emption for existing shareholders at a subscription price below market value (including existing shareholders subscription of such shares) in connection with (i) contribution in kind of shares in Asetek Holdings, Inc. acquired by conversion of a convertible loan to Asetek Holdings, Inc. (or contribution in kind of

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	Inc. (eller apportindskud af det pågældende konvertible lån) og/eller (ii) Selskabets børsnotering på Oslo Børs eller alternativt Oslo Axess.	the relevant convertible loan) and/or (ii) the Company's listing on the Oslo Stock Exchange or alternatively Oslo Axess.
	Bestyrelsens bemyndigelse til at forhøje aktiekapitalen er i kraft indtil den 1. september 2013.	The power of the Board of Directors to increase the share capital shall be in force until 1 September 2013.
	De nye aktier udstedes som en separat aktieklasse. De nye aktier skal være omsætningspapirer, navneaktier og skal ikke have fortegningsret. Aktiernes omsættelighed skal ikke være genstand for begrænsninger.	The new shares shall be issued as a separate share class. The new shares shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights. The negotiability of the new shares shall be subject to no restrictions.
10.	**GENERALFORSAMLINGEN, KOMPETENCE, STED OG INDKALDELSE**	**GENERAL MEETINGS; POWERS, VENUE AND NOTICE**
10.1	Aktionærernes beslutningskompetence udøves på generalforsamlingen. De på generalforsamlingen vedtagne beslutninger kan dog fravige lovens og vedtægternes form- og fristkrav, herunder ved skriftlig procedure, såfremt samtlige aktionærer er enige herom. Alle vedtagne beslutninger skal dog noteres i Selskabets mødeprotokol.	The shareholders' authority to pass resolutions shall be exercised at the general meeting. The shareholders' resolutions passed at general meetings may, however, derogate from the formal requirements and deadlines under Danish law and the Articles of Association, including by written transaction, if so agreed by all shareholders. All resolutions shall, however, be recorded in the Company's minute book.
10.2	Generalforsamlingen har den højeste myndighed i alle Selskabets anliggender, inden for de i lovgivningen og disse vedtægter fastsatte grænser.	The general meeting has the supreme authority in all the Company's affairs, subject to the limits set by statute and to these Articles of Association.
10.3	Selskabets generalforsamlinger skal afholdes på selskabets hjemsted eller i København.	General meetings shall be held at the Company's registered office or in Copenhagen.

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10.4	Den ordinære generalforsamling skal afholdes hvert år i så god tid, at den godkendte årsrapport kan modtages i Erhvervsstyrelsen inden udløbet af fristen i årsregnskabsloven.	The annual general meeting shall be held every year in time for the adopted annual report to reach the Danish Business Authority (*Erhvervsstyrelsen*) before expiry of the time limit provided by the Danish Financial Statements Act (*årsregnskabsloven*).
10.5	Bestyrelsen skal senest 8 uger før den ordinære generalforsamling offentliggøre den påtænkte dato for generalforsamlingens afholdelse samt datoen for den seneste fremsættelse af krav om optagelse af et bestemt emne på dagsordenen.	No later than eight weeks before the date of the annual general meeting, the Board of Directors shall announce the scheduled date of the general meeting as well as the latest date for the submission of requests by shareholders to have specific issues included on the agenda.
10.6	Ekstraordinær generalforsamling til behandling af et bestemt angivet emne skal indkaldes senest 2 uger efter, at det skriftligt er begæret af bestyrelsen, revisor eller aktionærer, der ejer mindst 5 % af aktiekapitalen.	Extraordinary general meetings to consider specific issues shall be convened within two weeks of receipt of a written request to such effect from the Board of Directors, the auditor, or shareholders holding no less than 5% of the share capital.
10.7	Generalforsamlinger indkaldes af bestyrelsen senest 2 uger og tidligst 4 uger før generalforsamlingen ved almindeligt brev, telefax eller e-mail til alle i ejerbogen noterede aktionærer.	General meetings shall be convened by the Board of Directors no later than two weeks and no earlier than four weeks before the date of the general meeting by regular post, fax or e-mail to all shareholders registered in the register of shareholders.
10.8	Eventuelle forslag fra aktionærer, som skal behandles på generalforsamlingen, skal indsendes skriftligt til bestyrelsen. En aktionær er berettiget til at få et forslag optaget på generalforsamlingens dagsorden, såfremt forslaget modtages senest 6 uger før generalforsamlingen. Såfremt et forslag modtages senere end 6 uger før generalforsamlingens afholdelse, afgør bestyrelsen, om forslaget blev modtaget i tide til at blive optaget på ge-	Any proposals from shareholders to be transacted at the general meeting shall be submitted in writing to the Board of Directors. A shareholder is entitled to have a proposal included in the agenda of the general meeting provided that the proposal is received no later than 6 weeks before. If a proposal is received later than 6 weeks before the annual general meeting, the Board of Directors shall determine whether the proposal was submitted in time for such

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	neralforsamlingens dagsorden.	proposal to be included in the agenda of the annual general meeting.
10.9	Selskabets generalforsamlinger er ikke åbne for offentligheden.	The Company's general meetings shall not be open to the public.
10.10	Bestyrelsen skal gøre ejerbogen tilgængelig for enhver aktionærs gennemgang, for ethvert formål der er relevant for generalforsamlingen i en periode på mindst 10 dage forud for mødet: (i) på et rimeligt tilgængeligt elektronisk netværk, forudsat at den information der er nødvendig for at få adgang til en sådan liste fremsendes sammen med indkaldelsen, eller (ii) på Selskabets hovedkontor inden for normal arbejdstid. For det tilfælde at Selskabet beslutter at gøre listen tilgængelig på et elektronisk netværk, kan Selskabet i fornødent omfang sikre, at informationen alene gøres tilgængelig for Selskabets aktionærer. Såfremt generalforsamlingen skal afholdes på et sted, skal listen fremskaffes og opbevares på dette sted under hele generalforsamlingen og kan undersøges af enhver tilstedeværende aktionær. Såfremt generalforsamlingen alene afholdes via fjernkommunikation, skal listen ligeledes være tilgængelig for gennemgang for enhver aktionær under hele mødet på et rimeligt tilgængeligt elektronisk netværk, og den information, der er nødvendig for at få adgang til listen, skal fremsendes sammen med indkaldelsen til generalforsamlingen.	The Board of Directors shall make the register of shareholders open to the examination of any shareholder, for any purpose relevant to the general meeting for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the general meeting or (ii) during ordinary business hours, at the Company's principal placec of business. In the event that the Company determines to make the list available on an electronic network, the Company may take reasonable steps to ensure that such information is available only to shareholders of the Company. If the general meeting is to held at a place, then the list shall be produced and kept at the time and place of the general meeting during the whole time thereof, and may be inspected by any shareholder who is present. If the general meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any shareholder during the whole time of the meeting on a reasonably accesible electronic network, and the information required to access such list shall be provided with the notice of the general meeting.
11.	**GENERALFORSAMLINGEN, DAGSORDEN**	**GENERAL MEETINGS; AGENDA**
11.1	Dagsordenen samt den fuldstændige tekst for ethvert forslag der skal behand-	No later than 2 weeks before the date of any general meeting, the agenda and the

	les på generalforsamlingen samt, for så vidt angår den ordinære generalforsamling, årsrapporten, skal gøres tilgængelig for aktionærerne senest 2 uger før datoen for afholdelse af generalforsamlingen.	full text of any proposal to be transacted at the general meeting as well as, in the case of the annual general meeting, the annual report, shall be made available for inspection by the shareholders.
11.2	På den ordinære generalforsamling skal dagsordenen være følgende:	The agenda of the annual general meeting shall be as follows:
	1. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår	1. The report of the Board of Directors on the Company's activities during the past financial year
	2. Godkendelse af den reviderede årsrapport	2. Adoption of the annual report
	3. Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport	3. Appropriation of profit or loss as recorded in the adopted annual report
	4. Valg af bestyrelsesmedlemmer og eventuelle suppleanter	4. Election of directors and any alternates
	5. Valg af revisor(er)	5. Election of auditor(s)
	6. Eventuelle forslag fra bestyrelsen og/eller aktionærerne	6. Any proposal by the Board of Directors and/or shareholders
12.	**GENERALFORSAMLINGEN, STEMME- OG REPRÆSENTATIONSRET MV.**	**GENERAL MEETINGS; VOTING RIGHTS AND RIGHTS OF REPRESENTATION, ETC.**
12.1	Hvert aktiebeløb på DKK 0,10 giver én stemme.	Each share of DKK 0.10 shall carry one vote.
12.2	En aktionær har ret til at møde på generalforsamlingen personligt eller ved fuldmægtig og i begge tilfælde sammen med en rådgiver.	Shareholders may attend general meetings in person or by proxy and may, in both cases, be accompanied by an adviser.

12.3	En fuldmægtig kan udøve stemmeret på aktionærens vegne mod forevisning af skriftlig og dateret fuldmagt. Selskabet stiller en skriftlig eller elektronisk fuldmagtsblanket til rådighed for enhver aktionær, der er berettiget til at stemme på generalforsamlingen.	Proxies may exercise voting rights on behalf of shareholders subject to presenting a written and dated instrument of proxy. The Company shall make a written or electronic proxy form available to all shareholders entitled to vote at the general meeting.
12.4	En aktionærs ret til at deltage i en generalforsamling og afgive stemme på sine aktier fastsættes i forhold til de aktier, som aktionæren besidder på registreringsdatoen. Registreringsdatoen er én uge før generalforsamlingens afholdelse. Hver aktionærs aktiebesiddelse skal være fastlagt på registreringsdatoen baseret på antallet af aktier, som en aktionær besidder som registreret i ejerbogen samt enhver meddelelse om ejerskab, som er modtaget af Selskabet med henblik på registrering i ejerbogen, men som endnu ikke er registreret.	Shareholders' rights to attend and vote at general meetings shall be determined on the basis of the shares held by the shareholder on the date of registration. The date of registration shall be one week before the date of the general meeting. The shareholding of each shareholder shall be determined at the date of registration, based on the number of shares held by that shareholder as registered in the register of shareholders and on any notice of ownership received by the Company for the purpose of registration in the register of shareholders, but not yet registered.
12.5	En aktionær kan indtil 1 uge før datoen for generalforsamlingens afholdelse stille skriftlige spørgsmål til selskabets ledelse om forhold, der er af betydning for bedømmelsen af årsrapporten og kapitalselskabets stilling i øvrigt eller for forhold, hvorom der skal tages beslutning på generalforsamlingen.	Until one week before the date of any general meeting, any shareholder may submit questions in writing to the Company's management about matters of significance to the assessment of the annual report and the general position of the company or of significance to any proposed resolution to be submitted to the general meeting.
12.6	Sproget på generalforsamlingen er engelsk uden simultantolkning til og fra dansk. Dokumenter udarbejdet til generalforsamlingens brug i forbindelse med eller efter generalforsamlingen	The language at general meetings shall be English without any simultaneous interpretation to and from Danish. All documents prepared for use by the general meeting at or after the general meeting

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udarbejdes på engelsk.

shall be in English.

13. GENERALFORSAMLINGEN, DIRIGENT, BESLUTNINGER OG PROTOKOL

GENERAL MEETINGS; CHAIRMAN, RESOLUTIONS AND MINUTES

13.1 Bestyrelsen udpeger en dirigent, der leder generalforsamlingen og sikrer, at generalforsamlingen afholdes på en forsvarlig og hensigtsmæssig måde. Dirigenten afgør alle spørgsmål vedrørende sagernes behandling og stemmeafgivning.

The Board of Directors shall appoint a chairman to preside over the general meeting and to ensure that the meeting is held in an orderly and proper manner. The chairman shall decide all matters relating to the transaction of business and voting.

13.2 På generalforsamlingen træffes alle beslutninger ved simpelt flertal, medmindre andet følger af selskabsloven eller af disse vedtægter. Såfremt en beslutning, der kræver godkendelse ved simpelt flertal af alle stemmer i henhold til den udstedte aktiekapital, godkendes ved simpelt flertal af de afgivne stemmer, men ikke ved simpelt flertal af alle stemmer i henhold til den udstedte aktiekapital, skal bestyrelsen indkalde til en ny ekstraordinær generalforsamling, hvor forslaget skal afgøres ved simpelt flertal.

All business transacted at the general meeting shall be decided by a simple majority of all votes pertaining to the issued share capital, unless otherwise provided for by the Danish Companies Act (*selskabsloven*) or by these Articles of Association. If a resolution requiring approval by a simple majority of all votes pertaining to the issued share capital has been approved by a simple majority of the votes cast, but not a simple majority of all votes pertaining to the issued share capital, then the Board of Directors shall call a new extraordinary general meeting at which meeting the proposal shall be decided by a simple majority.

13.3 Over forhandlingerne på generalforsamlingen føres en protokol, der underskrives af dirigenten. Protokollen eller en bekræftet udskrift af denne skal senest 2 uger efter generalforsamlingens afholdelse være tilgængelig for aktionærerne på selskabets hjemsted.

Minutes shall be kept of the proceedings at general meetings, which shall be signed by the chairman of the meeting. The minutes or a certified copy of the minutes shall be available for inspection by the shareholders at the Company's registered office no later than two weeks after the general meeting.

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13.4 **Præferenceaktier - Særlige Stemmerettigheder**. I tillæg til eventuelle særlige flertalskrav anført i disse vedtægter eller i selskabsloven, kan ingen af følgende beslutninger vedtages, medmindre de godkendes af indehavere af mere end halvtreds procent (50 %) af Præferenceaktierne (der stemmer samlet som én aktieklasse og som var de konverteret):

(i) rette, ændre eller tilbagekalde enhver bestemmelse i vedtægterne, såfremt denne handling ville ændre på de til Præferenceaktierne hørende rettigheder, præferencer, privilegier, beføjelser eller indskrænkninger,

(ii) forøge eller formindske det anmeldte antal Ordinære Aktier eller Præferenceaktier eller enhver serie deraf,

(iii) bemyndige eller frembringe (ved reklassifikation eller på anden måde), eller forpligte Selskabet til at udstede, en ny klasse eller serie af kapitalandele (herunder ethvert værdipapir, der kan konverteres til eller udnyttes som kapitalandel) der har rettigheder, præferencer og privilegier for så vidt angår udbytte, betalinger i forbindelse med likvidation der har højere rang eller er ligestillet med nogen serie af Præferenceaktier, eller har stemmerettigheder ud over dem, der er tildelt Præferenceaktierne generelt,

(iv) gennemføre en transaktion eller en serie af forbundne transaktioner, der anses for at udgøre en konkursbehandling, opløsning eller li-

Preferred Shares Special Voting Rights. In addition to any special majority requirements set out in these Articles or by the Danish Companies Act, none of the following resolutions shall be adopted unless approved by the holders of more than fifty per cent (50%) of the Preferred Shares (voting together as a single class and on an as-converted basis):

(i) amend, alter or repeal any provision of the Articles of Association if such action would alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Preferred Shares;

(ii) increase or decrease the authorized number of shares of Common Shares or Preferred Shares or any series thereof;

(iii) authorize or create (by reclassification or otherwise), or obligate the Company to issue, any new class or series of equity security (including any security convertible into or exercisable for any equity security) having rights, preferences or privileges with respect to dividends, or payments upon liquidation senior to or on a parity with any series of Preferred Shares or having voting rights other than those granted to the Preferred Shares generally;

(iv) consummate any transaction or series of related transactions deemed to be a liquidation, dissolution or kvidation af Selskabet (dvs. (i) en anden enheds erhvervelse af Selskabet gennem en transaktion eller en serie af forbundne transaktioner, hvori Selskabet er part (inklusive men ikke begrænset til aktiekøb, omstrukturering, fusion eller konsolidering, men eksklusiv et eventuelt salg af aktier med det formål at tilvejebringe kapital), bortset fra hvis der er tale om en transaktion eller en serie af transaktioner, hvor indehaverne af de stemmerettigheder i Selskabet, der er udstedt umiddelbart forud for en sådan transaktion, som minimum bevarer - umiddelbart efter gennemførelsen af den pågældende transaktion eller serie af transaktioner og som følge af aktier, som de pågældende indehavere ejede i Selskabet forud for den pågældende transaktion - et flertal af de samlede stemmerettigheder, som repræsenteres af den udstedte aktiekapital i Selskabet eller i en sådan anden fortsættende eller ny enhed (eller moderselskabet for Selskabet eller en sådan anden fortsættende eller ny enhed, hvis Selskabet eller den fortsættende eller nye enhed bliver en 100% ejet dattervirksomhed umiddelbart efter den pågældende erhvervelse); (ii) salg, udlejning eller anden disponering over alle eller de fleste af aktiverne i Selskabet og dets dattervirksomheder, set som helhed, gennem en transaktion eller en serie af forbundne transaktioner eller gennem afgivelse af en eksklusiv licens til at benytte alle eller de fleste immaterielle rettigheder i Sel-

winding up of the Company (i.e
(i) the acquisition of the Company by another entity by means of any transaction or series of related transactions to which the Company is party (including, without limitation, any share acquisition, reorganization, merger or consolidation but excluding any sale of shares for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting rights of the Company outstanding immediately prior to such transaction retain, immediately after such transaction or series of transactions, as a result of shares in the Company held by such holders prior to such transaction, at least a majority of the total voting rights presented by the outstanding share capital of the Company or such other surviving or resulting entity (or if the Company or such other surviving or resulting entity is a wholly-owned subsidiary immediately following such acquisition, its parent);
(ii) a sale, lease or other disposition of all or substantially all of the assets of the Company and its subsidiaries, taken as a whole, by means of any transaction or series of related transactions or an exclusive license of all or substantially all of the intellectual property of the Company and its subsidiaries, taken as a whole, except where such sale, lease, other disposition or license is to a wholly-owned subsidiary of the Company; or
(iii) any liquidation, dissolution or winding up of the Company);

skabet og dets dattervirksomheder set som helhed, medmindre et sådant salg eller en sådan udlejning, anden disposition eller licensgivning sker til en 100% ejet dattervirksomhed til Selskabet; eller (iii) enhver konkursbehandling, opløsning eller likvidation af Selskabet;

(v) forøge eller nedsætte antallet af bestyrelsesmedlemmer;

(vi) behæfte eller bevilge en sikkerhedsret i alle eller de fleste af Selskabets aktiver i forbindelse med nogen af Selskabets gældsforpligtelser;

(vii) deklarere eller foretage udlodning for så vidt angår Selskabets Præferenceaktier eller Ordinære Aktier; eller

(viii) ændre dette pkt. 13.4.

13.5 **Stemmerettigheder for særlige aktieklasser**. I tillæg til eventuelle særlige flertalskrav anført i disse vedtægter eller i selskabsloven, kan ingen af følgende beslutninger vedtages, medmindre de godkendes af indehavere af mere end halvtreds procent (50%) af de udstedte aktier i klasse (i) A (der stemmer samlet som én aktieserie og som var de konverteret), (ii) B (der stemmer samlet som én aktieserie og som var de konverteret), eller (iii) C (der stemmer samlet som én aktieserie og som var de konverteret):

(1) forøge eller formindske det autoriserede aktieantal i sådan serie, eller

(v) increase or decrease the size of the Board of Directors;

(vi) encumber or grant a security interest in all or substantially all of the assets of the Company in connection with any indebtedness of the Company;

(vii) declare or pay any distribution with respect to the Preferred Shares or Common Shares of the Company; or

(viii) amend this Section 13.4.

Special Class Voting Rights. In addition to any special majority requirements set out in these Articles or by the Danish Companies Act, none of the following resolutions shall be adopted unless approved by the holders of more than fifty per cent (50%) of the outstanding shares of (i) A-Shares (voting together as a single series and on an as-converted basis), (ii) B-Shares (voting together as a single series and on an as-converted basis), or (iii) C-Shares (voting together as a single series and on an as-converted basis):

(1) increase or decrease the authorized number of shares of such series; or

	(2) modificere eller ændre beføjelserne, præferencerne eller de særlige rettigheder knyttet til aktierne i en sådan serie, hvor sådan modificering eller ændring således ikke påvirker den samlede klasse af Præference Aktier.	(2) alter or change the powers, preferences, or special rights of the shares of such series, which alteration or change does not so affect the entire class of Preferred Shares.
14.	**BESTYRELSE**	**BOARD OF DIRECTORS**
14.1	Selskabet ledes af en bestyrelse på 6 - 10 medlemmer valgt af generalforsamlingen for tiden indtil næste ordinære generalforsamling. Der kan tillige vælges en eller flere suppleanter.	The Company is managed by a Board of Directors consisting of three to six - ten directors elected by the general meeting to hold office until the next annual general meeting. One or more alternate directors may also be elected.
	Indehaverne af A1 og A2 Aktier, som stemmer samlet som en enkelt aktieserie, er berettiget til at udpege to (2) medlemmer af bestyrelsen. Indehaverne af B-Aktier, som stemmer samlet som en enkelt aktieserie, er berettiget til at udpege et (1) medlem af bestyrelsen. Indehaverne af Ordinære Aktier, som stemmer samlet som en enkelt aktieserie, er berettiget til at udpege to (2) medlemmer af bestyrelsen. Øvrige medlemmer af bestyrelsen udpeges af indehaverne af Ordinære Aktier og Præferenceaktier, som stemmer samlet som en enkelt aktieklasse. Såfremt der bliver en plads ledig i bestyrelsen, skal denne udfyldes af bestyrelsen. Kun bestyrelsesmedlemmer, som er valgt af den samme aktieklasse eller aktionærserie, som ville være berettiget til at udpege et nyt bestyrelsesmedlem, er berettiget til at stemme med henblik på at udfylde en sådan ledig plads.	The holders of A1 and A2 shares voting together as a single series shall be entitled to elect two (2) members of the Board of Directors. The holders of B Shares, voting together as a single series shall be entitled to elect one (1) member of the Board of Directors. The holders of Common Shares voting together as a single class, shall be entitled to elect two (2) members of the Board of Directors. Any additional members of the Board of Directors shall be elected by the holders of Common Shares and Preferred Shares voting together as a single class. If a vacancy on the Board of Directors is to be filled by the Board of Directors, only directors elected by the same class or series of shareholders as those who would be entitled to vote to fill such vacancy shall vote to fill such vacancy.

14.2	Bestyrelsen vælger en formand. En direktør kan ikke vælges til formand.	The Board of Directors elects a chairman. No member of the Executive Board may be elected as chairman.
14.3	Bestyrelsen er beslutningsdygtig, når over halvdelen af samtlige bestyrelsesmedlemmer er repræsenteret. Bestyrelsens beslutninger træffes ved simpelt flertal. Formandens stemme er afgørende ved stemmelighed.	The Board of Directors forms a quorum when more than half of all directors are represented. All business transacted by the Board of Directors shall be decided by a simple majority of votes. In the event of an equality of votes, the chairman shall have a casting vote.
14.4	Bestyrelsen skal vedtage en forretningsorden om udførelsen af sit hverv.	The Board of Directors shall adopt rules of procedure governing the performance of its duties.
14.5	Referater af bestyrelsesmøder skal underskrives af samtlige tilstedeværende bestyrelsesmedlemmer.	Minutes of board meetings shall be signed by all directors present at the meeting.
14.6	Selskabets koncernsprog er engelsk. Møder i bestyrelsen afholdes på engelsk.	The Company's corporate language shall be English. Meetings of the Board of Directors shall be held in English.
15.	**DIREKTION**	**EXECUTIVE BOARD**
15.1	Bestyrelsen ansætter 1-3 direktører til at varetage den daglige ledelse af selskabets virksomhed.	The Board of Directors shall appoint one to three executive officers to be responsible for the day-to-day management of the Company's business.
16.	**ELEKTRONISK KOMMUNIKATION**	**ELECTRONIC COMMUNICATION BETWEEN THE COMPANY AND SHAREHOLDERS**
16.1	Selskabet kan anvende elektronisk do-	The Company and its shareholders may ex-

kumentudveksling samt elektronisk post (e-mail) i kommunikation mellem selskabet og aktionærerne. Dette omfatter indkaldelse af aktionærerne til ordinær og ekstraordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapport m.v. samt øvrige generelle oplysninger fra selskabet til aktionærerne. Selskabet kan altid benytte almindelig brevpost som alternativ til elektronisk kommunikation. Det er aktionærernes ansvar at sikre, at selskabet er i besiddelse af korrekte elektroniske kontaktoplysninger. Aktionærerne kan ved henvendelse til selskabet få oplysninger om kravene til de anvendte systemer samt om fremgangsmåden i forbindelse med elektronisk kommunikation.

change documents electronically and communicate by e-mail. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, and any other general information from the Company to its shareholders. The Company may use regular post as an alternative to electronic communication at any time. The shareholders are responsible for ensuring that the Company has their correct electronic contact information. Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained from the Company

17. **TEGNINGSREGEL**

17.1 Selskabet tegnes af bestyrelsens formand i forening med en direktør, af 2 bestyrelsesmedlemmer i forening eller af den samlede bestyrelse.

POWER TO BIND THE COMPANY

The Company is bound by the joint signatures of the chairman of the Board of Directors and a member of the Executive Board, or by the joint signatures of two members of the Board of Directors, or by the joint signatures of all members of the Board of Directors.

18. **REVISION**

18.1 Selskabets årsrapport revideres af én eller to statsautoriserede revisorer valgt af generalforsamlingen for tiden indtil næste ordinære generalforsamling.

AUDITING

The Company's annual report shall be audited by one or two state-authorised public accountants elected by the general meeting to hold office until the next annual general meeting.

19. **REGNSKABSÅR**

19.1 Selskabets regnskabsår er kalenderåret. Det første regnskabsår løber fra stiftelsen den 6. december 2012 til den 31. december 2013.

Således vedtaget på generalforsamlingen den 13. februar 2013.

FINANCIAL YEAR

The Company’s financial year shall be the calendar year. The first financial year shall run from the incorporation of the Company on 6 December 2012 to 31 December 2013.

As adopted upon an extraordinary general meeting held on 13 February 2013.

Appendix B ARTICLES OF ASSOCIATION FOLLOWING THE EXTRAORDINARY GENERAL MEETING SCHEDULED ON OR ABOUT 17 MARCH 2013 (DRAFT)

[DRAFT]

KROMANN REUMERT

ARTICLES OF ASSOCIATION

of

Asetek A/S

[DRAFT]

KROMANN REUMERT

ARTICLES OF ASSOCIATION

1. **NAME**

1.1 The Company's name is Asetek A/S.

2. **REGISTERED OFFICE**

2.1 The Company's registered office is situated in the municipality of Brønderslev.

3. **OBJECTS**

3.1 The Company's objects are to carry out business in the fields of development, manufacturing and marketing, including by way of holding shares in affiliates and associated companies, and any other activities that the Board of Directors deems to be ancillary or related thereto.

4. **CAPITAL**

4.1 The Company's share capital is nominal DKK [•], divided into shares of DKK 0.10 or any multiple thereof.

4.2 The share capital has been fully paid up.

4.3 In connection with any cash capital increase, the Company's shareholders are entitled to subscribe for the new shares in proportion to their shareholdings, unless the general meeting resolves to override the pre-emption rights in favour of others.

5. **SHARES**

5.1 The Company's shares are registered in the names of the holders and shall be entered in the Company's register of shareholders. The shares shall be negotiable instruments.

5.2 The shares shall be freely transferable and non-redeemable, unless otherwise provided by statute.

5.3 The shares are registered with the Norwegian central securities depository Verdipapirsentralen ASA, and therefore the Company shall not issue any physical share certificates. All rights attaching to the shares shall be notified to Verdipapirsentralen ASA in accordance with the applicable rules. If the Company's shares cease to be listed on Oslo Stock Exchange, the Board of Directors may determine that the shares shall no longer be registered with Verdipapirsentralen ASA.

5.4 The register of shareholders in the form of the register of Verdipapirsentralen ASA shall be kept by DNB Bank ASA, Registrars Department, 0021 Oslo, Norway. The register of

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shareholders shall not be available for inspection by the shareholders except that the identity of the 20 largest shareholders shall be available to the public.

6. AUTHORISATION TO INCREASE THE SHARE CAPITAL OF THE COMPANY

6.1 The Board of Directors may resolve to increase the share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than nominally DKK [•] with right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once.

The power of the Board of Directors to increase the share capital shall be in force until 1 September 2013.

The new shares shall be issued as a separate share class. The new shares shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights. The negotiability of the new shares shall be subject to no restrictions.

6.2 The Board of Directors may resolve to increase the share capital by cash contribution, contribution in kind and/or conversion of debt as the case may be by issuance of new shares at an amount of no more than nominally DKK [•] without right of pre-emption for existing shareholders. Such increase may be effected either gradually or at once.

The power of the Board of Directors to increase the share capital shall be in force until 1 September 2013.

The new shares shall be issued as a separate share class. The new shares shall be negotiable instruments, shall be registered in the names of the holders and shall enjoy no preferential rights. The negotiability of the new shares shall be subject to no restrictions.

7. AUTHORISATION TO ISSUE WARRANTS

7.1 The Board of Directors is authorised on one or more occasions to issue warrants entitling the holder to subscribe for shares at a nominal value of up to DKK 30,000 in the Company. The warrants may at the discretion of the Board of Directors be issued granting right to subscribe for shares in such share classes as are existing at the time of issuing the warrants. Such nominal amount may be larger as a result of general adjustment mechanisms adopted by the Board of Directors.

The authority shall be effective until and including 21 January 2018.

The shareholders of the Company shall have no pre-emption right in connection with the issue of warrants according to this authority, as the warrants shall be issued as part of an incentive programme, as determined by the Board of Directors. The Board of Di-

rectors shall determine the specific terms of the warrants issued according to the authority.

7.2 The Board of Directors is authorised, in the period until and including 21 January 2018, to increase the share capital of the Company on one or more occasions by shares in the Company at a nominal value of up to DKK 30,000. The capital increases shall be implemented by cash payment when the warrants are exercised. The above general adjustment mechanisms may, however, lead to a larger nominal amount which is covered by this authority. The shareholders of the Company shall have no pre-emption right to shares issued through the exercise of warrants.

8. GENERAL MEETINGS; POWERS, VENUE AND NOTICE

8.1 The shareholders' authority to pass resolutions shall be exercised at the general meeting.

8.2 The general meeting has the supreme authority in all the Company's affairs, subject to statute and to these Articles of Association.

8.3 General meetings shall be held at the Company's registered office, in Copenhagen or in Oslo.

8.4 The annual general meeting shall be held every year in time for the audited and adopted annual report to reach the Danish Business Authority (*Erhvervsstyrelsen*) before expiry of the time limit provided by the Danish Financial Statements Act (*årsregnskabsloven*).

8.5 No later than eight weeks before the date of the annual general meeting, the Board of Directors shall announce the scheduled date of the general meeting as well as the latest date for the submission of requests by shareholders to have specific issues included on the agenda.

8.6 Extraordinary general meetings to consider specific issues shall be convened within two weeks of receipt of a written request to such effect from the Board of Directors, the auditor, or shareholders holding no less than 5% of the share capital.

8.7 General meetings shall be convened by the Board of Directors no later than three weeks and no earlier than five weeks before the date of the general meeting by publishing a notice on the Company's website and, where requested, by e-mail to all shareholders registered in the register of shareholders.

8.8 The Company's general meetings shall not be open to the public.

9. **GENERAL MEETINGS; AGENDA**

9.1 For a continuous period of three weeks beginning no later than three weeks before the date of any general meeting (including the date of the meeting), the Company shall make the following information available to the shareholders on the Company's website:

1. The notice convening the general meeting.
2. The aggregate number of shares and voting rights at the date of the notice.
3. The documents to be submitted to the general meeting, including, in the case of the annual general meeting, the audited annual report.
4. The agenda of the general meeting and the full text of any proposal to be submitted to the general meeting.
5. Proxy and postal voting forms, if applicable, unless such forms are sent directly to the shareholders.

9.2 The agenda of the annual general meeting shall be as follows:

1. The report of the Board of Directors on the Company's activities during the past financial year.
2. Adoption of the audited annual report.
3. Appropriation of profit or loss as recorded in the adopted annual report.
4. Election of directors.
5. Election of auditor(s).
6. Any proposal by the Board of Directors and/or shareholders.

10. **GENERAL MEETINGS; VOTING RIGHTS AND RIGHTS OF REPRESENTATION, ETC.**

10.1 Each share of DKK 0.10 shall carry one vote.

10.2 Shareholders may attend general meetings in person or by proxy and may, in both cases, be accompanied by an adviser.

10.3 Proxies may exercise voting rights on behalf of shareholders subject to presenting a written and dated instrument of proxy. The Company shall make a written or electronic proxy form available to all shareholders entitled to vote at the general meeting.

10.4 Shareholders' rights to attend and vote at general meetings shall be determined on the basis of the shares held by the shareholder on the date of registration. The date of registration shall be one week before the date of the general meeting.

10.5 Shareholders shall notify the Company of their attendance or their proxy's attendance at any general meeting no later than three days before the date of the meeting. This requirement shall also apply to any adviser. The Company shall issue admission cards to shareholders and others entitled to attend the general meeting.

10.6 Shareholders may vote by post. Postal votes shall reach the Company before the beginning of the general meeting. For purposes of identification of individual shareholders exercising their right to vote by post, postal votes shall be signed by the shareholder and specify, in block letters or printed letters, the shareholder's full name and address. If the shareholder is a legal person, the shareholder's Central Business Register (CVR) number or other similar identification shall also be clearly set out on the postal vote.

10.7 Within the three months immediately preceding the date of any general meeting, any shareholder may submit questions in writing to the Company's management about matters of significance to the assessment of the annual report and the general position of the company or of significance to any proposed resolution to be submitted to the general meeting.

10.8 The language at general meetings shall be English without any simultaneous interpretation to and from Danish. All documents prepared for use by the general meeting at or after the general meeting shall be in English.

11. **GENERAL MEETINGS; CHAIRMAN, RESOLUTIONS AND MINUTES**

11.1 The Board of Directors shall appoint a chairman to preside over the general meeting and to ensure that the meeting is held in an orderly and proper manner. The chairman shall decide all matters relating to the transaction of business and voting.

11.2 All business transacted by the general meeting shall be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act (*selskabsloven*) or by these Articles of Association.

11.3 Minutes shall be kept of the proceedings at general meetings, which shall be signed by the chairman of the meeting. The minutes or a certified copy of the minutes shall be available for inspection by the shareholders at the Company's registered office no later than two weeks after the general meeting. No later than two weeks after the general meeting, the results of voting at the meeting shall be announced on the Company's website.

12. **BOARD OF DIRECTORS**

12.1 The Company is managed by a Board of Directors consisting of six to ten directors elected by the general meeting to hold office until the next annual general meeting. One or more alternate directors may also be elected.

12.2 The Board of Directors elects a chairman. No member of the Executive Board may be elected as chairman.

12.3 The Board of Directors forms a quorum when more than half of all directors are represented. All business transacted by the Board of Directors shall be decided by a simple majority of votes. In the event of an equality of votes, the chairman shall have a casting vote.

12.4 The Board of Directors shall adopt rules of procedure governing the performance of its duties.

12.5 Minutes of board meetings shall be signed by all directors present at the meeting.

12.6 The Company's corporate language shall be English. Meetings of the Board of Directors shall be held in English.

13. **EXECUTIVE BOARD**

13.1 The Board of Directors shall appoint one to three executive officers to be responsible for the day-to-day management of the Company's business.

14. **ELECTRONIC COMMUNICATION BETWEEN THE COMPANY AND SHAREHOLDERS**

14.1 The Company and its shareholders may exchange documents electronically and communicate by e-mail. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, and any other general information from the Company to its shareholders. The Company may use regular post as an alternative to electronic communication at any time. The shareholders are responsible for ensuring that the Company has their correct electronic contact information. Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained from the Company.

15. **POWER TO BIND THE COMPANY**

15.1 The Company is bound by the joint signatures of the chairman of the Board of Directors and a member of the Executive Board, or by the joint signatures of two members of the Board of Directors, or by the joint signatures of all members of the Board of Directors.

16. **AUDITING**

16.1 The Company's annual report shall be audited by one or two state-authorised public accountants elected by the general meeting to hold office until the next annual general meeting.

17. **FINANCIAL YEAR**

17.1 The Company's financial year shall be the calendar year. The first financial year shall run from the incorporation of the Company on 6 December 2012 to 31 December 2013.

As adopted by the general meeting of the Company on [15 March 2013].

Chairman of the meeting:

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Appendix C FINANCIAL STATEMENTS FOR THE YEARS ENDED 31 DECEMBER 2012, 2011 AND 2010 PREPARED ACCORDING TO IFRS

Asetek Holdings, Inc.

Annual Report 2012

Management's review

Company Information

Asetek Holdings, Inc.
5285 Hellyer Avenue
San Jose, CA 95138
United States of America

Phone:	+1 408 998 9002
Fax:	+1 408 578 9022
Web site:	www.asetek.com
email:	info@asetek.com
Company Reg.-#:	4587448
Federal ID-#:	26-3331137
Incorporated in:	Delaware, USA on August 13, 2008

Board of Directors

Sam Szteinbaum, Chairman
Henri Richard
Chris J. Christopher
André Eriksen
Alexander Wong
Joergen Smidt
Gregers Kronborg
Ib Sonderby

Audit Committee

Alexander Wong
Gregers Kronborg

Executive Management

André Eriksen, CEO
Peter D. Madsen, CFO/company secretary

Auditor

PricewaterhouseCoopers LLP
San Jose

Management's review

Company background

Asetek Holdings, Inc. ('the Company'), and its subsidiaries (together, 'Asetek Group', 'the Group' or 'Asetek') is a privately held company that designs, develops and markets thermal management solutions used in computers and data center servers. The Group's core products utilize liquid cooling technology to provide improved performance, acoustics and energy efficiency. The Company is incorporated in Delaware, USA and headquartered in San Jose, California, USA with offices in Denmark and China.

Group organizational chart and legal structure

As of December 31, 2012, the Group was organized as follows:

The year 2012 in brief

- Asetek continued its mission as the leading supplier of liquid cooling solutions for high-end computing. The Company shipped 414 thousand units of its patented sealed liquid cooling units in 2012. From inception of the Company, total shipments of this type of product have exceeded one million units.
- The Company made significant progress developing and marketing its new product lines that will help to reduce the huge cost and negative environmental impact of cooling servers and data centers.
- Revenues in 2012 totaled $18.7 million, a 20% increase over 2011 ($15.6 million).
- Product gross margin of 36.3% was stable compared with 2011 (36.6%).
- Operating losses of $4.9 million (2011: $3.7 million) increased due to continued investment in the development of the data center product line and administrative expenses associated with preparation for new financing.
- Asetek secured $3.0 million in long-term convertible debt financing to bridge the Company's short-term cash needs and enable it to prepare for a potential initial public offering of shares.

Management's review

Financial position and operating results for 2012

Profit and loss. In 2012, Asetek Group had revenue of $18.7 million compared to $15.6 million in 2011. Average selling prices in 2012 declined 4% from 2011 due to the mix of products sold. Sales volumes increased by 24% from 2011 due principally to the increase in sales to customers acquired in late 2011 and 2012. In 2011, Asetek expanded its customer base by signing significant top-tier resellers Intel, AMD and Antec, and added ThermalTake as a reseller in 2012. In 2012, the Company's two largest customers comprised 43% of revenues compared with 45% in 2011 and 78% in 2010. Gross margin remained flat in 2012 compared with 2011.

In 2012, activities associated with reorganization and a planned initial public offering resulted in increased legal and administrative costs compared with 2011. In addition, Asetek incurred increased legal costs in efforts to defend the Company's intellectual property. As a result, general and administrative costs increased by 23% in 2012 compared with 2011. In 2011, the Company expanded its operational activities in China and evaluated critical functions for optimal performance. This enabled Asetek to achieve increased productivity for less cost, through consolidation of support functions and other process improvements. This focus on efficiency enabled the Company to reduce overhead costs by over 9% from 2010 to 2011.

As a result of continued focus on new product development, intellectual property defense and efforts directed at an initial public offering, Asetek incurred an operating loss of $4.9 million in 2012, compared with operating losses of $3.7 million in 2011 and $4.2 million in 2010.

Financial costs in 2012 increased from 2011 due to a financial loss associated with the change in fair value on the convertible preferred shares of $1.8 million, interest costs and a loss on the fair value of a $3.0 million convertible loan issued in October 2012 totaling $1.4 million, and drawdowns against lines of credit. Income on fair value of convertible preferred shares in 2011 resulted from a decrease in the value of the conversion option at December 31, 2011 due to uncertainty in the Company's operating forecasts at that time prior to development of the data center/server cooling business plan. During 2012, the Company developed and expanded the data center cooling strategy and business plan, resulting in an increase in value of the conversion option liability and recognized loss.

Balance sheet. Asetek's total assets at the end of 2012 were $8.2 million, a decrease from $8.5 million as of the end of 2011. The principal change in assets was the result of offsetting effects. Cash and cash equivalents decreased by $1.4 million associated with the operating losses incurred, after considering the effects of $3.0 million convertible debt issued. Intangible assets decreased by $0.7 million due to higher amortization costs. Trade receivables and other assets increased by $1.8 million from 2011 principally due to increased sales in the fourth quarter of 2012 compared with 2011. Inventories increased by $0.2 million associated with supporting increased revenue levels and product transitions.

Current liabilities, which include preferred shares and their embedded convertible option, increased to a total of $41.4 million at the end of 2012, from $40.8 million at the end of 2011, primarily due to an increase in fair value of the conversion option. Because the holders' ability to redeem the preferred shares upon change in control generates an unavoidable obligation to deliver cash, the host instrument and equity conversion option are each classified as a current liability on the balance sheet. The increase in other current liabilities was principally due to an increase in accrued administrative expenditures associated with our financing initiatives. These increases were partially offset by extending the maturity of a previously existing short-term $3.0 million note, resulting in classification of the note as long-term debt in 2012. Long-term debt also increased due to the $3.0 million convertible loan secured in October 2012.

Statement of cash flows. Net cash used by operating activities was $3.6 million for 2012, compared with $0.2 million used in 2011. The change was mainly attributed to the increased net loss, and increases in trade receivables and inventories. Cash used by investing activities was $1.3 million, related to additions in capitalized development costs. Cash provided by financing activities was relatively flat at $3.3 million in 2012 compared to $2.9 million in 2011. The Company secured a $3.0 million convertible loan in 2012 and issued $3.0 million of Series C convertible preferred shares in 2011. Net change in cash and cash equivalents was an outflow of $1.4 million in 2012, compared with an inflow of $0.2 million in 2011.

Management's review

Liquidity and financing. As is typical for venture capital backed companies, Asetek has incurred losses from operations and negative cash flows since its inception. During this time, Asetek has financed operations principally through the issuance of convertible preferred shares totaling $37.1 million. As of December 31, 2012, the Company has accumulated losses of $44.2 million, and negative equity of $40.6 million. The Company has taken various steps to add or extend other credit facilities. In September 2012, Asetek secured a $0.3 million (Danish Krone 2 million) line of credit with Sydbank in Denmark. In October 2012, the Company secured $3.0 million in funds from the issuance of a convertible loan payable primarily to existing shareholders. In December 2012, Asetek extended the maturity of a $3.0 million note payable to shareholder to February 2014. Notwithstanding the foregoing, the Company continues to seek additional financing, including directing efforts toward a possible initial public offering of its shares in 2013. While there is no assurance that the Company will generate sufficient revenues or operating profits in the future, based on financial forecasts, management estimates that the Company's operating activities and plans to secure additional financing in 2013 will enable Asetek Group to achieve its short-term goals. Accordingly, the accompanying financial statements have been prepared on a going concern basis. See Note 1 to the consolidated financial statements for additional details.

Management's review

Historical financial review

Accounting principles of preparation:	*IFRS*	*IFRS*	*IFRS*	*U.S. GAAP*	*Danish GAAP*	*Danish GAAP*
Fiscal Year	**2012**	**2011**	**2010**	**2009**	**2008**	**2007**
				Unaudited	*Unaudited*	*Unaudited*
Financial highlights: ($000's)						
Revenue	18,681	15,574	15,749	4,737	3,471	574
Gross profit	6,788	5,703	4,823	(966)	451	(2,755)
Gross margin %	36.3%	36.6%	30.6%	-20.4%	13.0%	-480.0%
EBITDA *(unaudited)*	(2,820)	(1,918)	(3,170)	(10,452)	(3,233)	(5,500)
Operating loss	(4,872)	(3,707)	(4,215)	(10,800)	(3,442)	(5,982)
Net income (loss)	(8,558)	(1,877)	(6,499)	(10,653)	(2,717)	(4,788)
Purchases of property and equipment	88	386	183	102	1,627	204
Units shipped (000's) *(unaudited)*	414	333	354	103	54	8
Year-end values ($000's):						
Total assets	8,162	8,503	8,751	11,266	11,251	3,417
Total equity	(40,642)	(32,294)	(30,613)	(29,437)	(18,748)	(22,690)
Inventories	1,055	838	1,607	1,940	934	1,111
Total liabilities	48,804	40,797	39,364	40,703	29,999	26,108
Total liabilities and shareholders' equity	8,162	8,503	8,751	11,266	11,251	3,417
Employees *(unaudited)*	60	51	58	52	37	31
Key ratios: *(unaudited)*						
Average selling price per unit ($)	45.1	46.8	44.5	46.0	64.3	71.8
Revenue per employee ($000's)	311	305	272	91	94	19
Days sales outstanding	65	48	55	250	131	59
Inventory turns per year	12.6	8.1	6.2	4.0	3.0	6.0

The financial reports for years 2007, 2008, 2009 were not prepared under IFRS accounting principles. The following are some of the significant accounting adjustments that would be required to report these years under IFRS:

- Capitalization (and amortization) of intangible assets related to internal development projects;
- Revaluation of convertible option on preferred shares;
- Elimination of deferred tax assets in 2007 and 2008 related to net operating loss carryforwards recorded under Danish GAAP;
- Reclassification of foreign currency gains from equity to operating expenses; and
- Accounting for share based payments under IFRS 2

The above adjustments have not been quantified and other additional adjustments may be required.

Management's review

Report of executive management

Since its inception in 2000, Asetek has been a pioneer and market leader in the development of liquid cooling for personal computers. Starting in 2007 and accelerating significantly in 2009, we commercialized our solutions and secured significant original equipment manufacturers (OEMs) and resellers including Dell, HP, and Corsair. Through the end of 2012, we had delivered over 1.2 million of our patented sealed liquid cooling units to desktop customers worldwide, serving principally the PC enthusiast and professional workstation markets.

Beginning in 2011 and continuing through 2012, we increased the focus on a large sector with an unserved need for liquid cooling solutions – high performance computer servers and data centers – and began to shift our product development efforts to this new opportunity. We are applying our extensive experience with desktop liquid cooling to the market for inside-rack/server liquid cooling solutions, and driving to build leadership within this new market by following our proven desktop strategy and leveraging our key existing desktop customers.

Market development. The commercial market for liquid cooling solutions is relatively new and is still in development. Asetek is one of the few enterprises solely focused on the liquid cooling sector. We view the addressable market in segments as follows:

- Gaming and Do-it-yourself (DIY) enthusiasts. Computer gaming is growing, and DIY enthusiasts who build their own PC's need a better cooling solution. Asetek has made liquid cooling the standard in OEM gaming PC's, as we see PC suppliers in need for differentiation in the high-end market to maintain and increase margins.
- Enterprise workstations. Professionals who demand low acoustic noise and higher performance from their workstations.
- Supercomputing. Financial services enterprises, military agencies, and similar operations that have non-stop, mission critical needs for supercomputer processing power. Supercomputing demands high performance, density and significant power for massive operating centers. Advanced liquid cooling reduces the cost of high power consumption and increases performance.
- General purpose data centers. The huge growth in both social media and mobile computing is driving significant growth in large general purpose data centers for storage, cloud solutions and other advancing markets. Liquid cooling can significantly reduce the total cost of ownership.
- Custom tailored solutions. Customer-specific needs for improved cooling and reduced noise and energy cost.

Product lines. To the above listed market segments, we offer the following product lines:

- CPU /GPU liquid cooling for the desktop – our market-leading array of cooling solutions for a wide range of PC's and workstations, available on a retail and OEM basis. The major part of Asetek's revenue from inception through 2011 has been generated through shipment of these products.
- Internal loop liquid cooling – server cooling system offered on an individual blade basis
- Rack CDU liquid cooling –two loop, fully integrated, closed and sealed system that eliminates heat from CPUs, GPUs and memory on a full server rack.
- Sealed server liquid cooling – completely sealed server cooling system, eliminating virtually all server-generated heat, with no need for air cooling.

Future outlook. The future performance of Asetek is most importantly impacted by:

- the growth of the high performance DIY and enterprise workstation markets, and
- the Company's ability to generate revenue from new products and applications offered in untested markets such as servers and data centers.

In 2013, management expects modest revenue growth in our gaming/DIY and enterprise workstation markets. Predicting revenues from the server and data center markets is inherently difficult, as these markets are new to commercial liquid cooling solutions. We are currently completing the development of our first generation server

Management's review

cooling products and working with customers in various stages of proof-of-concept designs. We therefore do not anticipate significant revenue in the server and data center markets. While we have much work to complete, we are excited about the market response and the opportunity for server and data center liquid cooling solutions, and are confident that Asetek's products will be well suited to achieve success in this market.

Internal environment and human resources. We recognize that Asetek's key assets are its employees and we are committed to maintaining a stimulating working environment that offers opportunity for both personal and professional development. We maintain a team-oriented culture where all employees have the opportunity to contribute significantly to the success of the Company. This is also necessary to continue to attract and retain highly qualified employees within the computer industry. Asetek welcomes applications for employment from all sectors of the community and strives to promote equal opportunity of employment to all. The Group maintains a positive working environment and sick leave and turnaround is not significant. No working accidents or injuries occurred in 2012.

External environment. Asetek Group operations' effect on the environment is minimal and is typical for a supplier of computer components. Our manufacturing operations are outsourced to a commercial manufacturer in China, which we continuously monitor on various factors relating to the environment and other social responsibilities. The principal source of strain on the environment from our business is related to shipment of inventory, which is conducted in accordance with normal routine commerce.

Social responsibility. While the Company has not yet developed a formal program of CSR policies, Asetek complies with the laws and regulations in each of the countries in which it operates.

Dividends. Asetek is investing its capital in the development and marketing of its cooling products and also values the flexibility to be able to pursue strategic opportunities if they should arise. The Company will therefore retain within the Company any surplus cash that it generates.

Events after the reporting period. After the reporting period there have been subsequent events that are detailed in Note 23 in the Notes to the Consolidated Financial Statements in this Annual Report.

Risk management. Refer to Note 3 of the consolidated financial statements.

Corporate governance

The work of the board of directors

Board responsibilities. The Board's main tasks include participating in developing and adopting the Company's strategy, performing the relevant control functions and serving as an advisory body for the executive management. The Board reviews and adopts the Company's plans and budgets. Items of major strategic or financial importance for the Company are items processed by the Board. The Board is responsible for hiring the CEO and defining his or her work instructions as well as setting of his or her compensation. The Board periodically reviews the Company's policies and procedures to ensure that the Group is managed in accordance with good corporate governance principles, upholding high ethics.

Financial reporting. The Supervisory Board receives regular financial reports on the Company's economic and financial status.

Notification of meetings and discussion of items. The Board schedules regular meetings each year. Ordinarily, the Board meets 3-4 times a year, normally in San Jose. Additional meetings may be convened on an ad hoc basis.

All Board members receive regular information about the Company's operational and financial progress in advance of the scheduled Board meetings.

The Board members also regularly receive operations reports and participate in operations reviews. The Company's business plan, strategy and risks are regularly reviewed and evaluated by the Board. The Board Members are free to consult the Company's senior executives as needed. Ordinarily, the Chairman of the Board proposes the agenda for each Board meeting. Besides the Board Members, Board meetings are attended by the CEO. Other participants are summoned as needed. The Board approves decisions of particular importance to the Company including the strategies and strategic plans, the approval of significant investments, and the approval of business acquisitions and disposals.

Conflicts of interest. In a situation involving the Chairman of the Board personally, this matter will be chaired by some other member of the board.

Use of Board Committees. Currently, the Company has an Audit Committee and a Compensation Committee.

- The Audit Committee has responsibilities related to financial reporting, the independent auditor, internal reporting and risk management. The Committee consists of two shareholder-elected Board Members. The other Board Members are entitled to attend if they so desire. Members: Alexander Wong (Chairman) and Gregers Kronborg.
- The Compensation Committee has responsibilities related to developing proposals for the applicable remuneration policy and execution of the Management Board and the Board. Members: Sam Szteinbaum (Chairman), Alexander Wong (Member) and Henri Richard (Member).

The Board's self-evaluation. The Board's composition, competencies, working methods and interaction are discussed on an ongoing basis. In this connection, the Board also evaluates its efforts in terms of corporate governance.

Remuneration of the board of directors

As a consequence of the nature of the ownership structure, directors have not been paid any remuneration for the years leading up to, and including 2012. Independent board members received share option grants in lieu of cash remuneration in 2012.

Remuneration of the executive staff

The Remuneration Committee recommends to the Board, and the Board sets, the terms of employment of the members of the Management Board. Each year, the Remuneration Committee undertakes a review of salary and other remuneration to the CEO as well as for other members of the Management Board.

The option program and the allocation of options to the Management Board and Board members are decided upon by the Board.

Statement by Management

The Executive Board and the Board of Directors have today considered and approved the annual report of Asetek Holdings, Inc. for the financial year January 1 to December 31, 2012. The annual report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU.

We hereby confirm that, to the best of our knowledge, the consolidated financial statements for the years ending December 31, 2012, 2011 and 2010, have been prepared in accordance with applicable standards and give a true and fair review of the assets, liabilities, financial position and profit and loss of the Group taken as whole.

The directors' report gives a true and fair review of the development and performance of the business and the position of the Group, as well as a description of the principal risks and uncertainties facing the Group.

San Jose, California
February 12, 2013

Executive Board:

Andre Sloth Eriksen Chief Executive Officer	Peter Dam Madsen Chief Financial Officer and Corporate Secretary

Board of Directors:

Sam Szteinbaum, chairman	Alexander Wong
Andre Sloth Eriksen	Chris J. Christopher
Gregers Kronborg	Henri Richard
Ib Sonderby	Joergen Smidt

Independent Auditor's Report

To the Board Of Directors and Shareholders of

Asetek Holdings, Inc.

We have audited the accompanying consolidated financial statements of Asetek Holdings, Inc and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2012, 2011 and 2010, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the three years then ended, which as described in Note X to the consolidated financial statements, have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Asetek Holdings, Inc. and it subsidiaries at December 31, 2012, 2011 and 2010, and the results of their operations and their cash flows for the three years then ended in accordance with International Financial Reporting Standards adopted by the European Union.

Emphasis of Matter

As discussed in Note 2 to the consolidated financial statements, the Company prepares its financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, which differ from accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to

continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

PricewaterhouseCoopers LLP

San Jose, CA
February 12, 2013

Asetek Holdings, Inc.
Consolidated Statement of Comprehensive Income
For the years ended December 31, 2012, 2011 and 2010

USD 000's	Note	2012	2011	2010
Revenue	4	$ 18,681	$ 15,574	$ 15,749
Cost of sales	7	11,893	9,871	10,926
Gross profit		6,788	5,703	4,823
Research and development		(3,717)	(2,926)	(2,667)
Selling, general and administrative		(7,878)	(6,400)	(7,024)
Foreign exchange (loss)/gain		(65)	(84)	653
Total operating expenses	7	(11,660)	(9,410)	(9,038)
Operating loss		(4,872)	(3,707)	(4,215)
Finance income	8		2,227	-
Finance costs	8	(3,693)	(389)	(2,274)
Total financial income (expenses)		(3,693)	1,838	(2,274)
Loss before tax		(8,565)	(1,869)	(6,489)
Income tax	9, 10	7	(8)	(10)
Loss for the year		$ (8,558)	$ (1,877)	$ (6,499)
Foreign currency translation adjustments		67	110	(538)
Total comprehensive loss		$ (8,491)	$ (1,767)	$ (7,037)

All operations are continuing.

The Notes on the following pages are an integral part of these consolidated financial statements.

Asetek Holdings, Inc.
Consolidated Balance Sheet
As of December 31,

USD 000's	Note	2012	2011	2010
ASSETS				
Non-current assets				
Property and equipment	13	$ 440	$ 640	$ 532
Intangible assets	12	1,448	2,139	1,631
Other assets		-	38	47
Total non-current assets		1,888	2,817	2,210
Current assets				
Inventory	15	1,055	838	1,607
Trade receivables and other	14	3,971	2,180	2,434
Cash and cash equivalents		1,248	2,668	2,500
Total current assets		6,274	5,686	6,541
Total assets		$ 8,162	$ 8,503	$ 8,751
EQUITY AND LIABILITIES				
Equity				
Share capital	16	$ 2	$ 2	$ 2
Share premium	16	3,935	3,792	3,706
Accumulated deficit		(44,218)	(35,660)	(33,783)
Translation reserves		(361)	(428)	(538)
Total equity		(40,642)	(32,294)	(30,613)
Non-current liabilities				
Long-term debt	17	7,451	15	28
Total non-current liabilities		7,451	15	28
Current liabilities				
Redeemable preferred shares	17	29,510	29,242	26,756
Convertible option on preferred shares	17	7,612	5,669	7,266
Short-term debt	17	314	3,035	3,076
Accrued liabilities		1,393	601	403
Accrued compensation and employee benefits		534	550	594
Trade payables		1,990	1,685	1,241
Total current liabilities		41,353	40,782	39,336
Total liabilities		48,804	40,797	39,364
Total equity and liabilities		$ 8,162	$ 8,503	$ 8,751

The Notes on the following pages are an integral part of these consolidated financial statements.

Asetek Holdings, Inc.
Consolidated Cash Flow Statement
For the years ended December 31, 2012, 2011 and 2010

USD 000's	Note	2012	2011	2010
Cash flows from operating activities				
Loss for the year		$ (8,558)	$ (1,877)	$ (6,499)
Depreciation and amortization	12, 13	2,052	1,789	1,045
Finance costs (income)	8	3,693	(1,838)	2,047
Income tax expense (income)	9, 10	(7)	8	10
Impairment of intangible assets		74	268	-
Cash payments for income tax		(2)	(2)	(36)
Share based payments expense	6	140	64	105
Changes in trade receivables, inventories, other assets		(2,070)	1,082	1,527
Changes in trade payables and accrued liabilities		1,045	266	(2,799)
Net cash used in operating activities		(3,633)	(240)	(4,600)
Cash flows from investing activities				
Additions to intangible assets	12	(1,165)	(2,279)	(1,146)
Purchase of property and equipment	13	(88)	(386)	(183)
Net cash used in investing activities		(1,253)	(2,665)	(1,329)
Cash flows from financing activities				
Proceeds from debt issuance	17	3,306	-	3,000
Cash payments for interest on debt		(322)	(176)	(12)
Proceeds from issuance of share capital		3	22	-
Proceeds from issuance of convertible preferred shares	17	366	3,116	-
Principal and interest payments on finance leases	18	(35)	(56)	(147)
Net cash provided by financing activities		3,318	2,906	2,841
Effect of exchange rate changes on cash and cash equivalents		148	167	(99)
Net changes in cash and cash equivalents		(1,420)	168	(3,187)
Cash and cash equivalents at beginning of period		2,668	2,500	5,687
Cash and cash equivalents at end of period		$ 1,248	$ 2,668	$ 2,500

The Notes on the following pages are an integral part of these consolidated financial statements.

Asetek Holdings, Inc.
Consolidated Statement of Changes in Equity
For the years ended December 31, 2012, 2011 and 2010

(USD 000's)	Share capital	Share premium	Translation reserves	Accumulated deficit	Total
Equity at January 1, 2010	$ 2	$ 3,601	-	(27,284)	(23,681)
Total comprehensive income for 2010					
Loss for the year	-	-	-	(6,499)	(6,499)
Foreign currency translation adjustments	-	-	(538)	-	(538)
Total comprehensive loss for 2010	-	-	(538)	(6,499)	(7,037)
Transactions with owners in 2010					
Share based payment expense	-	105	-	-	105
Transactions with owners in 2010	-	105	-	-	105
Equity at December 31, 2010	$ 2	$ 3,706	(538)	$ (33,783)	(30,613)
Total comprehensive income for 2011					
Loss for the year	-	-	-	(1,877)	(1,877)
Foreign currency translation adjustments	-	-	110	-	110
Total comprehensive loss for 2011	-	-	110	(1,877)	(1,767)
Transactions with owners in 2011					
Shares issued	-	22	-	-	22
Share based payment expense	-	64	-	-	64
Transactions with owners in 2011	-	86	-	-	86
Equity at December 31, 2011	$ 2	$ 3,792	(428)	$ (35,660)	(32,294)
Total comprehensive income for 2012					
Loss for the year	-	-	-	(8,558)	(8,558)
Foreign currency translation adjustments	-	-	67		67
Total comprehensive loss for 2012	-	-	67	(8,558)	(8,491)
Transactions with owners in 2012					
Shares issued	-	3	-	-	3
Share based payment expense	-	140	-	-	140
Transactions with owners in 2012	-	143	-	-	143
Equity at December 31, 2012	$ 2	$ 3,935	$ (361)	$ (44,218)	(40,642)

The Notes on the following pages are an integral part of these consolidated financial statements.

1. General information

Asetek Holdings, Inc. ('the Company'), and its subsidiaries (together, 'Asetek Group', 'the Group' or 'Asetek') is a privately held company that designs, develops and markets thermal management solutions used in computers and data center servers. The Group's core products utilize liquid cooling technology to provide improved performance, acoustics and energy efficiency. The Company is incorporated in Delaware, USA and headquartered in San Jose, California, USA with offices in Denmark and China.

1.1 Going concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred losses from operations and negative cash flows from operations since inception. As of December 31, 2012, the Company had an accumulated deficit of $44.2 million. Management plans to obtain funding in the first half of 2013 through an initial public offering of its shares on the Oslo Stock Exchange. In the event that an initial public offering is delayed or unsuccessful, management believes that the Company can secure additional funding from its current investors. Although management continues to pursue these plans, there is no assurance that the Company will be successful in completing an initial public offering or other financing on terms acceptable to the Company, or at all. Failure to generate sufficient revenues or raise sufficient funds may require the Company to modify, delay or abandon some of its plans and investments, which would have a material adverse effect on the Company's business, operating results, and financial condition and the Company's ability to achieve its intended business objectives. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of preparation

The consolidated financial statements have been prepared on a historical cost convention, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and International Financial Reporting Interpretation Committee interpretations. These are the Group's first IFRS financial statements.

2.2. Consolidation

The consolidated financial statements comprise the Company and its consolidated subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Intercompany transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from the intercompany transactions that are recognized in assets are also eliminated. Accounting policies of subsidiaries are consistent with the policies adopted by the Group.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. The excess of the consideration transferred, the amount of any non-controlling interest in the

acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the income statement.

2.3. Foreign currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Company's entities in the United States of America, Denmark and China are the U.S. dollar, Danish kroner, and Chinese yuan renminbi, respectively. The consolidated financial statements are presented in U.S. dollars, which is the Group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized as operating expense in the income statement in foreign exchange (loss)/gain.

Group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement are translated at average exchange rates;
- All resulting exchange differences are recognized in other comprehensive income

2.4. Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is provided over the estimated useful lives of the depreciable assets, generally three to five years, using the straight-line method. The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized as operating expenses in the consolidated income statement. Property and equipment is grouped as follows:

Group	Estimated Useful Life
Leasehold improvements	Lesser of 5 years or lease term
Plant and machinery	5 years
Tools, equipment, fixtures	3 to 5 years

2.5. Research and development

Research costs are expensed as incurred. Costs directly attributable to the design and testing of new or improved products to be held for sale by the Group are recognized as intangible assets within development projects when all of the following criteria are met:

- It is technically feasible to complete the product so that it will be available for sale;
- management intends to complete the product and use or sell it;
- there is an ability to use or sell the product;

- it can be demonstrated how the product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the product are available; and
- the expenditure attributable to the product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the product include the employee costs associated with development and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognized as expense when incurred. Development costs previously recognized as expense are not recognized as an asset in a subsequent period. Development costs recognized as assets are amortized on a straight-line basis over their estimated useful lives, which generally range between three and twenty-four months. Amortization expense related to capitalized development costs is included in research and development expense.

2.6. Impairment of non-financial assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of 1) an asset's fair value less costs to sell or 2) its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that previously suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.7. Financial assets

Recognition and Measurement. The Group determines the classification of its financial assets at initial recognition. Financial assets within the scope of IAS 39 are classified as follows:

- 'Financial assets at fair value through profit or loss' are financial assets held for trading, and are classified as current if they are expected to be settled within twelve months.
- 'Loans and receivables' are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets except when they have maturities of twelve months or more from the balance sheet date.
- 'Available-for-sale financial assets' are all others that are designated in this category or not classified in the other categories.

For all years presented, the Group's financial assets include only 'loans and receivables'.

Impairment of financial assets. For financial assets carried at amortized cost, the Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the reversal of the previously recognized impairment loss is recognized in the consolidated income statement. As of December 31, 2012, the Company has not incurred any impairment losses on financial assets.

2.8. Financial liabilities

Recognition and measurement. Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or other liabilities. The Group determines the classification of its financial liabilities at initial recognition. Financial liabilities are recognized initially at fair value less, in the case of other liabilities, directly attributable transaction costs. The measurement of financial liabilities depends on their classification as follows:

- 'Financial liabilities at fair value through profit or loss' are liabilities entered into that do not meet the hedge accounting criteria as defined by IAS 39. Gains or losses on liabilities held for trading are recognized in profit and loss.
- 'Other liabilities' – After initial recognition, interest bearing debt is subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the income statement when the liabilities are derecognized as well as through the amortization process. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate.
- 'Trade payables' are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Trade payables are classified as current liabilities if payment is due within one year or less.
- Redeemable convertible preferred shares and convertible debt are accounted for as specified in Note 2.14

Offsetting of financial instruments. Financial assets and financial liabilities are offset and the net amount reported in the consolidated balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

2.9. Inventories

Inventories are stated at the lower of actual cost or net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence, or impaired balances.

2.10. Trade receivables

Trade receivables are amounts due from customers for product sold in the ordinary course of business. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less any provision for impairment. If collection is expected in one year or less, trade receivables are classified as current assets.

2.11. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits with banks, overdrafts and other short-term highly liquid investments with original maturities of three months or less.

2.12. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.13. Share-based payments

The Company's 2008 Equity Incentive Plan allows management and key personnel to acquire shares in the Company. The plan is an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (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 (based on historical volatility of comparable companies with publicly available share prices), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on the U.S. Treasury yield curve). 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.

2.14. Redeemable convertible preferred shares and convertible debt

The Company has redeemable convertible preferred shares and convertible debt outstanding that can be converted to share capital at the option of the holder.

Redeemable convertible preferred shares. The redeemable preferred shares are recognized initially upon issuance at the difference between the net proceeds of the instrument as a whole and the fair value of the equity conversion option. Because the holders' ability to redeem these shares upon change in control generates an unavoidable obligation to deliver cash, the host instrument and equity conversion option are each classified as a current liability on the balance sheet. Due to the financial protection provided to its holders in the event of subsequent offerings, the equity conversion component is accounted for as a derivative liability and carried at fair value. Changes in the fair value of the equity conversion component are recorded as finance income or cost. Any dividend payments on these preferred shares are recognized in the income statement as finance income or cost.

Convertible debt. The Company's convertible debt includes terms allowing the holders to convert their portion of the loan to common shares at a discount below the share price in the event of an initial public offering, therefore making it a financial instrument with embedded derivative features. As a result, the Company has designated this financial instrument in its entirety to be valued at fair value through profit or loss as allowed under IAS 39. Changes in the fair value of the convertible debt are recorded as finance income or cost.

2.15. Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Management establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at

the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.16. Revenue recognition

Revenue represents sale of the Group's products to customers which are principally resellers and original equipment manufacturers. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, sales tax, returns and after eliminating sales within the Group.

The Group recognizes revenue when shipment or delivery has occurred, the amount of revenue can be reliably measured, and it is probable that future economic benefits will flow to the entity. Customer purchase orders and/or contracts are used as evidence of an arrangement. Delivery occurs when products are shipped to the specified location and the risks of obsolescence and loss have been transferred to the reseller. For certain customers with vendor-managed inventory, delivery does not occur until product is acquired by the vendor from the vendor-managed inventory location. The Company assesses collectability based primarily on the creditworthiness of the customer as determined by credit checks and customer payment history. Customers do not generally have a right of return.

2.17. Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight line basis over the period of the lease.

The Group leases certain property and equipment. Leases of property and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases and the asset is accounted for as if it has been purchased outright. The amount initially recognized as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments over the term of the lease.

Finance lease payments are allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. Amounts due within one year are classified as current liabilities. The interest element of the finance cost is charged to the statement of comprehensive income over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.18. Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. If the impact of time value is significant, the provision is calculated by discounting anticipated future cash flow using a discount rate before tax that reflects the market's pricing of the present value of money and, if relevant, risks specifically associated with the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

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2.19. Contingent liabilities

Contingent liabilities are not recognized in the financial statements. Significant contingent liabilities are disclosed, with the exception of contingent liabilities where the probability of the liability occurring is remote.

2.20. Segment reporting

The CEO is the Group's chief operating decision-maker. The CEO assesses the performance of the Group principally on measures of revenue, gross margins, overheads, EBITDA and inventory levels of the Group as a whole.

Business segmentation. The Group has only one business segment as all of its products are related to liquid cooling. Sales statistics reviewed for various customer groups are considered to be within the same business segment. Consequently, the revenue and expenses, assets and liabilities for the Group are not divided between multiple business segments for key operating decision-making.

Geographical segmentation. Each of the Group's offices in its three principal geographies fulfills a particular function that serves the Asetek 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 Note 4, Geographical information.

2.21. Cash flow statement

The cash flow statement is prepared using the indirect method.

2.22. Critical accounting estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Areas where significant judgment has been applied are:

- Capitalization of development costs: the Group's business includes a significant element of research and development activity. Under IAS 38, there is a requirement to capitalize and amortize development spend to match costs to expected benefits from projects deemed to be commercially viable. The application of this policy involves the ongoing consideration by management of the forecasted economic benefit from such projects compared to the level of capitalized costs, together with the selection of amortization periods appropriate to the life of the associated revenues from the product. If customer demand for products or the useful lives of products vary from management estimates, impairment charges on intangibles could increase.
- Fair value of financial liabilities: the Company's conversion option on its preferred shares and convertible loan are accounted for at fair value under IAS 39. In order to determine fair value, management must make estimates of future Company performance, revenue growth and identify similar companies for valuation comparisons. In addition, management must provide probability weighting of alternative financing scenarios for the Company and project the related timing of such outcomes. If management revises its assumptions or changes its estimates, gains or losses on these financial liabilities could fluctuate significantly.
- Provision for excess/obsolete inventory: management's forecast of revenue by product is a factor in determination of inventory reserves. If future customer demand or ordering patterns vary from management estimates, inventory may be overstated.
- Share based compensation: expenditures related to share based compensation are sensitive to assumptions used in calculation of fair value. If the volatility, expected life or risk-free interest rates differ materially from management's assumptions, the share based compensation expense could fluctuate.

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2.23. Defined contribution plan

In 2008, the Company established a defined contribution savings plan (the "Plan") in the U.S. that meets the requirements under Section 401(k) of the U.S. Internal Revenue Code. This Plan covers substantially all U.S. employees who meet the minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pre-tax basis. Company contributions to the Plan may be made at the discretion of the board of directors. Through December 31, 2012, there have been no contributions made to the Plan by the Company.

2.24. Transition to IFRS

These are the Company's first IFRS financial statements and the Company adopted IFRS with a transition date (opening balance sheet date) of January 1, 2010. The Company's consolidated financial statements were previously prepared in accordance with U.S. generally accepted accounting principles (GAAP). U.S. GAAP differs in some areas from IFRS. In preparing these consolidated financial statements, the Company has amended certain accounting and measurement methods previously applied in the U.S. GAAP financial statements to comply with IFRS. Note 24 of these consolidated financial statements contains reconciliations and descriptions of the impact of the transition from U.S. GAAP to IFRS on equity, income and comprehensive income as of January 1, 2010 and for fiscal years ended December 31, 2011 and 2010.

2.25. Changes in accounting policy and disclosures

(a) New and amended standards adopted by the group

These are the Group's first IFRS financial statements. Accordingly, in accordance with IFRS 1, "First-time adoption of International Financial Reporting Standards", the Group has used the same accounting policies in its opening IFRS statement of financial position and throughout all periods presented in these IFRS financial statements.

(b) Standards early adopted by the Group

The Group has early adopted the amendment to IAS 1, 'Financial statement presentation' regarding the composition of a complete set of financial statements and the minimum comparative information.

The Group has adopted IFRS 10, Consolidated financial statements'. The standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. As stated above, the Group has used the same accounting policies in its opening IFRS statement of financial position and throughout all periods presented in these IFRS financial statements.

The Group is therefore also required to adopt IFRS 12, 'Disclosures of interests in other entities'. This standard includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Group has no such interests in other entities.

(c) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2012, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the group, except the following set out below:

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The group is yet to assess IFRS 9's full impact and intends to adopt IFRS 9 no later than the accounting period beginning on or after 1 January 2015. The group will also consider the impact of the remaining phases of IFRS 9 when completed by the Board.

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The group is yet to assess IFRS 13's full impact and intends to adopt IFRS 13 no later than the accounting period beginning on or after 1 January 2013.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the group.

3. Risk management and debt

The group's activities expose it to a variety of risks: liquidity risk, market risk (including foreign exchange risk and interest rate risk) and credit risk. The primary responsibility for Asetek's risk management and internal controls in relation to the financial reporting process rests with executive management. Asetek's internal control procedures are integrated in the accounting and reporting systems and include procedures with respect to review, authorization, approval and reconciliation. Management is in charge of ongoing efficient risk management, including the identification of material risks, the development of systems for risk management, and that significant risks are routinely reported to the board of directors.

Liquidity risk. The Group has incurred losses from operations and negative cash flows from operations since inception. To date, the Group has maintained liquidity by issuing convertible preferred shares, convertible debt and notes payable to shareholders, and securing bank lines of credit and trade receivables financing. The Group's corporate finance team monitors risk of a shortage of funds through regular updates and analysis of cash flow projections and maturities of financial assets and liabilities. The finance teams also review liquidity, balance sheet ratios (such as days' sales outstanding, inventory turns) and other debt covenant metrics on a regular basis to ensure compliance both on a short- and long-term basis.

The following are contractual maturities of financial liabilities, including estimated interest payments on an undiscounted basis. Management expects that its outstanding redeemable convertible preferred shares will be converted to equity in the event of a public offering. For purposes of the following table, liquidation of the preferred shares is assumed to be on demand, due to the holders' ability to redeem these shares upon a change in control.

Debt Maturities

As of December 31, 2012

(USD 000's)	On Demand (1)	Less than 3 months	3 to 12 months	1 to 5 years	Total
Redeemable preferred shares	$ (29,510)	$ -	$ -	$ -	$ (29,510)
Convertible option on preferred shares	(7,612)	-	-	-	(7,612)
Note payable (2)	-	-	-	(3,001)	(3,001)
Convertible loan	-	-	-	(4,443)	(4,443)
Line of credit	(306)	-	-	-	(306)
Finance leases	-	(2)	(6)	(7)	(15)
Trade payables and accrued liabilities	-	(3,612)	(305)	-	(3,917)
	$ (37,428)	$ (3,614)	$ (311)	$ (7,451)	$ (48,804)

As of December 31, 2011

(USD 000's)	On Demand (1)	Less than 3 months	3 to 12 months	1 to 5 years	Total
Redeemable preferred shares	$ (29,242)	$ -	$ -	$ -	$ (29,242)
Convertible option on preferred shares	(5,669)	-	-	-	(5,669)
Note payable (2)	-	-	(3,000)	-	(3,000)
Finance leases	-	(21)	(14)	(15)	(50)
Trade payables and accrued liabilities	-	(2,485)	(351)	-	(2,836)
	$ (34,911)	$ (2,506)	$ (3,365)	$ (15)	$ (40,797)

As of December 31, 2010

(USD 000's)	On Demand (1)	Less than 3 months	3 to 12 months	1 to 5 years	Total
Redeemable preferred shares	$ (26,756)	$ -	$ -	$ -	$ (26,756)
Convertible option on preferred shares	(7,266)	-	-	-	(7,266)
Note payable (2)	-	-	(3,000)	-	(3,000)
Finance leases	-	(29)	(47)	(28)	(104)
Trade payables and accrued liabilities	-	(1,868)	(370)	-	(2,238)
	$ (34,022)	$ (1,897)	$ (3,417)	$ (28)	$ (39,364)

(1) Redeemable on demand, contingent upon a change in control of the Company
(2) In December 2012, the maturity date on the note payable was extended to February 2014.

Market risk factors. The Group's principal financial liabilities consist of short-term debt on revolving lines of credit, notes payable, convertible debt and redeemable convertible preferred shares. The Group's financial assets mainly comprise trade receivables, cash and deposits. The Group's operations are exposed to market risks, principally foreign exchange risk and interest rate risk.

(a) Foreign exchange risk. With few exceptions, the Group's inventory purchase and sale transactions are denominated in U.S. dollars. The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures, principally with respect to the Danish kroner. Foreign exchange risk arises from operating results and net assets associated with Denmark-based operations where the Danish kroner is the functional currency. The Company's Denmark entity has a revolving line of credit available totaling 2 million Danish kroner ($353,000). The Group does not enter into derivatives or other hedging transactions to manage foreign exchange risk. Management mitigates this exposure through timely settlement of intercompany operating liabilities.

The ending exchange rate at December 31, 2012 was 5.66 Danish kroner to one U.S. dollar (5.75 and 5.61 to the U.S. dollar at December 31, 2011 and 2010, respectively). The effect of a 10% strengthening (weakening) of the Danish kroner against the U.S. dollar for the reporting period would have resulted in an increase (decrease) in post-

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tax loss for fiscal year 2012 of $127,000. The comparative effects for prior years are increases of $278,000 and $487,000 increase for fiscal years 2011 and 2010, respectively.

(b) Interest rate risk. As of December 31, 2012, Asetek has the following debt that is subject to interest rate risk:

- Convertible loan due to investors – The Company borrowed $3.0 million in October 2012 under a convertible loan requiring 10% interest payments beginning September 2014. The loan is payable in October 2015 with a total effective interest rate of 18% if not converted by the investors. Due to the fixed repayment schedule if not converted, interest rate risk is not significant.
- Note payable to shareholder – a $3.0 million note due February 28, 2014 carries 10% interest which is paid annually. Due to the short-term nature of the loan and the fixed rate, interest rate risk is not significant.
- Line of credit with Comerica Bank – $1.0 million revolving line of credit available to the Company, payable at the bank prime rate plus two percentage points. As of December 31, 2012, the Company had no amounts outstanding under this line.
- Line of credit with Sydbank – 2 million Danish kroner revolving line of credit available to Asetek A/S (approximately $306,000 outstanding at December 31, 2012). The line carries interest at the Danish CIBOR 3 rate plus 4.5 percentage points, which in total was 4.8% at December 31, 2012. Based on the line's revolving, short-term nature, interest rate risk is not significant.

Capital and debt management. Because the Company is in the relatively early stages of developing its market, its primary focus has been to support its product development initiatives, maintain liquidity through use of financing alternatives, and maximize shareholder value. The Group manages its capital and debt structure with consideration of economic conditions, and has secured short-term debt and convertible debt or issued convertible preferred shares to support its market strategies and liquidity needs. In order to achieve the Group's objectives, executive management is considering an initial public offering of its common shares on a public exchange.

Credit risk factors. Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk primarily through trade receivables and cash deposits. Management mitigates credit risk through standard review of customer credit-worthiness and maintaining its liquid assets principally with reputable banks, principally Comerica Bank in the U.S. and Sydbank in Denmark. The carrying amount of the financial assets represents the maximum credit exposure. Trade receivables that are deemed uncollectible are charged to expense with an offsetting allowance recorded against the trade receivable. In 2012, two customers accounted for 24% and 19% of revenues, respectively. In 2011, four customers accounted for 24%, 21%, 17% and 15% of revenues, respectively. In 2010, two customers accounted for 59% and 19% of revenues, respectively. At December 31, 2012, one customer represented 28% of outstanding trade receivables. At December 31, 2011, one customer represented 17% of outstanding trade receivables. At December 31, 2010, two customers represented 55% and 20% of outstanding trade receivables, respectively. The reserve for uncollectible trade accounts was $162,000 at December 31, 2012 (2011: $5,000 and 2010: $49,000). The aged trade receivables and bad debt reserve balances for all years presented are provided in Note 14.

The maximum exposure to credit risk at the reporting dates was:

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Cash and cash equivalents	$ 1,248	$ 2,668	$ 2,500
Trade receivables and other	3,971	2,180	2,434
Other assets	-	38	47
Maximum credit exposure	$ 5,219	$ 4,886	$ 4,981

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4. Geographical information

The Group operates internationally in several geographical areas mainly in Asia, Europe and the Americas. The following table presents the Group's revenue and assets in each of the principal geographical areas:

	2012		
(USD 000's)	Revenue	Current assets	Non-current assets
Asia	$ 10,841	$ 2,627	$ 129
Americas	3,384	1,955	82
Europe	4,456	1,692	1,677
Total	$ 18,681	$ 6,274	$ 1,888

	2011		
(USD 000's)	Revenue	Current assets	Non-current assets
Asia	$ 8,826	$ 1,677	$ 117
Americas	3,628	2,222	92
Europe	3,120	1,787	2,608
Total	$ 15,574	$ 5,686	$ 2,817

	2010		
(USD 000's)	Revenue	Current assets	Non-current assets
Asia	$ 9,208	$ 1,704	$ 61
Americas	4,944	2,788	40
Europe	1,597	2,049	2,109
Total	$ 15,749	$ 6,541	$ 2,210

Revenue in the United States of America (country of domicile) was $3.4 million in 2012. ($3.6 million in 2011 and $4.9 million in 2010).

For the purpose of the above presentation, the information pertaining to revenue and current assets is calculated based on the location of the customers, whereas 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.

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5. Salary costs and remunerations

(USD 000's)	2012	2011	2010
Salaries	$ 4,905	$ 5,735	$ 5,747
Social cost	339	320	307
Share based payment	140	64	105
Other expenses	39	144	111
Total personnel expenses before capitalization	$ 5,423	$ 6,263	$ 6,270
Capitalized as development cost	(659)	(1,310)	(535)
Total personnel expenses in statement of income	$ 4,764	$ 4,953	$ 5,735
Average number of employees	51	54	56

The staff costs are specified as follows:

(USD 000's)	2012	2011	2010
Research and development	1,820	2,133	1,930
Selling, general and administrative	3,603	$ 4,130	$ 4,340
Total personnel expenses before capitalization	$ 5,423	$ 6,263	$ 6,270

Compensation to key management in 2012

	Salary	Options	Total
Officers	622	32	654
Other senior management	841	40	881
	1,463	72	1,535

Compensation to the Board in 2012

	Remuneration	Options	Total
Chairman of the Board of Directors	-	14	14
Other members of the Board of Directors	-	10	10
	-	24	24

In the figures listed above are included incentive based compensation for management and staff. Incentive based compensation is based on a combination of quarterly cash based rewards and periodic grants of options to buy the Company's common shares. The bonus plan for the CEO is approved by the Board of Directors at the beginning of the year and the bonus payments for the CEO and the upper management are reviewed by the Board of Directors on an annual basis. All bonus plans are structured to include an absolute dollar cap.

The executive management is employed on normal terms, with contracts including reasonable termination and 'Change of Control' clauses. Apart from this, the Company has not entered into any agreements with members of the Board of Directors or management pertaining to compensation in connection with contract termination in connection with ownership changes.

6. Share based payment

Asetek's Equity Incentive Plan ('the Plan') is a share option program where the employees and other parties that deliver services to the Group have been granted share options. The options, if vested and executed, will be settled in common shares of the Company.

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The options are granted at the time of employment and, at the discretion of the Board of Directors, under other circumstances. The options are granted with exercise prices equaling the fair market value of the underlying security, of which a valuation is prepared periodically by external valuation experts. Share based compensation expense was $140,000, $64,000 and $105,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

The Plan was adopted by the Board of Directors in 2008 and has the following purpose:

- To attract and retain the best available personnel for positions of substantial responsibility;
- to provide additional incentive to Employees and Directors and Consultants, and
- to promote the success of the Company's business.

As per December 31, 2012 there is a total of 1,048,187 common shares authorized under the Plan.

Date of authorization	Number of options
September 2008	697,380
October 2009	194,534
October 2011	156,273
Total number of options authorized	1,048,187

Movements in the number of share options outstanding and their related weighted average exercise price are as follows:

List of outstanding options	2012	Weighted Average Exercise Price	2011	Weighted Average Exercise Price	2010	Weighted Average Exercise Price
Options outstanding on January 1	805,422	$ 0.94	747,419	$ 0.94	509,888	$ 0.94
Options granted	178,267	$ 0.96	120,547	0.96	429,343	0.94
Options exercised	(3,381)	$ 0.94	(23,715)	0.94	-	0.94
Options forfeited	(33,525)	$ 0.96	(38,829)	0.94	(191,812)	0.94
Outstanding options on December 31	946,783	$ 0.94	805,422	$ 0.94	747,419	$ 0.94
Exercisable options on December 31	655,074	$ 0.94	478,628	$ 0.94	321,014	$ 0.94

Of the options outstanding at December 31, 2012, 668,362 have an exercise price of $0.94 per share while 278,421 options have an exercise price of $0.96 per share. The weighted average remaining contractual term is 5.07 years.

The Company calculated the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The following weighted average assumptions were used for the period indicated:

Valuation assumptions:	2012	2011	2010
Risk-free interest rate	0.6%	1.6%	2.0%
Dividend yield	0.0%	0.0%	0.0%
Expected life of options (years)	4.7	4.6	4.4
Expected volatility	58.4%	53.4%	53.8%

The fair value of common shares underlying the share options and equity awards has historically been determined by management with input from independent third-party valuation firms. All options are intended to be exercisable at a price per share not less than the per share fair market value of the common shares underlying those options on the date of grant. Prior to the issuance of our financial statements for the year ended December 31, 2012, management decided to revise its estimates of the fair value of the Company's common shares, solely for reporting purposes, as of the date of the option grants that occurred in June 2012. Management determined the fair value of common shares as of June 2012 for financial reporting purposes based in part on an analysis of relevant metrics, including:

- the Company's operating and financial performance,

- the Company's stage of development and revenues growth,
- the valuation of comparable companies,
- and the likelihood of achieving a liquidity event for common shares underlying the share options, such as an initial public offering or sale of the Company, given prevailing market conditions and the relative financial condition of the Company at time of grant.

Based on analysis of the above relevant metrics, management estimated the fair value of common shares for financial reporting purposes as of the date of the option grants in June 2012 to be $2.24 per share. Options granted in June 2012 have an exercise price of $0.96 per share. As a result of Management's revision in the fair market value of common shares, share based compensation expense increased by $63,000 for the year ended December 31, 2012.

7. Expenses by nature

(USD 000's)	2012	2011	2010
Inventories recognized as cost of sales (Note 15)	$ 11,748	$ 9,750	$ 10,853
Personnel expenses (Note 5)	5,423	6,263	6,270
Depreciation and amortization	2,052	1,789	1,045
Legal, patent, consultants and auditor	1,956	847	1,002
Facilities and infrastructure	933	1,015	842
Other expenses	2,606	1,896	1,098
Total operating expenses before capitalization	24,718	21,560	21,110
Less: capitalized costs for development projects (Note 12)	(1,165)	(2,279)	(1,146)
Total expenses	$ 23,553	$ 19,281	$ 19,964

Depreciation and amortization expense by classification on the income statement is as follows:

(USD 000's)	2012	2011	2010
Depreciation and amortization included in:			
Cost of sales	$ 145	$ 121	$ 73
Research and development	1,863	1,624	954
Selling, general and administrative	44	44	18
Total	$ 2,052	$ 1,789	$ 1,045

8. Finance costs and income

(USD 000's)	2012	2011	2010
Income (loss) on fair value of convertible preferred shares	$ (1,845)	$ 2,227	$ (2,047)
Loss on fair value of convertible loan	(1,389)	-	-
Non-cash items included in finance costs and income	(3,234)	2,227	(2,047)
Interest on note payable	(300)	(300)	(139)
Interest on convertible loan	(54)	-	-
Finance lease interest	(3)	(7)	(36)
Line of credit interest, other bank fees	(102)	(82)	(52)
Total finance (costs) / income	$ (3,693)	$ 1,838	$ (2,274)

The income (loss) on fair value of convertible preferred shares and the loss on convertible loan are non-cash transactions resulting from recording the instruments at fair value at period end. Income on fair value of convertible preferred shares in 2011 resulted from a decrease in the value of the conversion option at December 31, 2011 due to uncertainty in the Company's operating forecasts at that time prior to development of the data center/server cooling

business plan. During 2012, the Company developed and expanded the data center cooling strategy and business plan, resulting in an increase in value of the conversion option liability and recognized loss.

9. Income taxes

Tax on profit/loss for the year is specified as follows:

(USD 000's)	2012	2011	2010
Current income tax	$ (7)	$ 8	$ 10
Deferred income tax	-	-	-
Tax expense	$ (7)	$ 8	$ 10

The tax on the group's loss before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

(USD 000's)	2012	2011	2010
Profit (loss) before tax	$ (8,565)	$ (1,869)	$ (6,489)
Tax benefit (charge) calculated at domestic rates applicable to profits/losses in respective countries	$ (3,066)	$ (472)	$ (2,080)
Tax effects of:			
Expenses (income) not deductible for tax purposes	1,309	(38)	2
Tax losses for which no asset was recognized	1,750	518	2,088
Tax (benefit) charge	$ (7)	$ 8	$ 10

10. Deferred income tax

Deferred income tax assets are recognized to the extent that the realization of the related tax benefit is probable. Due to uncertainty in realizability the group did not recognize deferred income tax assets of $13,142,000 (2011: $11,414,000, 2010: $10,254,000) in respect of losses amounting to $56,795,000 (2011: $48,699,000; 2010: $43,474,000) that can be carried forward against future taxable income. Losses of the U.S. parent company and the U.S. subsidiary will begin to expire in 2017 and losses of the Denmark subsidiary do not expire.

The group did not recognize deferred tax liabilities resulting to temporary differences of $128,000 (2011: $275,000; 2010: $267,000) in respect of costs deducted in taxation but not in bookkeeping amounting to $365,000 (2011: $806,000; 2010: $962,000).

In accordance with IAS 12, because of the history of recent losses, the Company recognizes deferred tax assets arising from unused tax losses or tax credits only to the extent that the entity has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilized by the Company. As of December 31, 2012, 2011 and 2010, no deferred tax assets have been recorded by the Company.

11. Financial instruments category and fair value estimation

All of the Company's financial assets as of the balance sheet dates presented are classified as 'loans and receivables' having fixed or determinable payments that are not quoted in an active market. With the exception of the conversion option on the redeemable convertible preferred shares and the convertible loan, all of the Company's financial liabilities are carried at amortized cost. The conversion option on the redeemable preferred shares is carried as a liability at fair value through profit and loss using unobservable market data (Level 3) for inputs. The convertible loan is carried as a liability at fair value through profit and loss using unobservable market data (Level 3) for inputs. Assumptions and inputs used by management in estimating the fair value of the conversion option and the fair value of the convertible loan include projections of the Company's future operating and financial performance, the

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Company's stage of development and revenues growth, the forecasting and weighting of the probability of alternative financing scenarios for the Company, and the valuation of comparable companies.

The Company believes that book value approximates fair value for all financial instruments as of December 31, 2012, 2011 and 2010. The values of the Group's assets and liabilities are as follows at the respective balance sheet dates:

As of December 31, 2012

(USD 000's)	Loans and receivables
Assets as per balance sheet:	
Trade receivables and other	$ 3,971
Cash and cash equivalents	1,248
	$ 5,219

(USD 000's)	Liabilities at fair value through profit and loss	Other financial liabilities at amortized cost	Total
Liabilities as per balance sheet:			
Long-term debt	$ 4,443	$ 3,008	$ 7,451
Redeemable preferred shares	-	29,510	29,510
Convertible option on preferred shares	7,612	-	7,612
Short-term debt	-	314	314
Trade payables and accrued liabilities	-	3,917	3,917
	$ 12,055	$ 36,749	$ 48,804

As of December 31, 2011

(USD 000's)	Loans and receivables
Assets as per balance sheet:	
Trade receivables and other	$ 2,180
Cash and cash equivalents	2,668
	$ 4,848

(USD 000's)	Liabilities at fair value through profit and loss	Other financial liabilities at amortized cost	Total
Liabilities as per balance sheet:			
Long-term debt	$ -	$ 15	$ 15
Redeemable preferred shares	-	29,242	29,242
Convertible option on preferred shares	5,669	-	5,669
Short-term debt	-	3,035	3,035
Trade payables and accrued liabilities	-	2,836	2,836
	$ 5,669	$ 35,128	$ 40,797

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As of December 31, 2010

(USD 000's)	Loans and receivables
Assets as per balance sheet:	
Trade receivables and other	$ 2,434
Cash and cash equivalents	2,500
	$ 4,934

(USD 000's)	Liabilities at fair value through profit and loss	Other financial liabilities at amortized cost	Total
Liabilities as per balance sheet:			
Long-term debt	$ -	$ 28	$ 28
Redeemable preferred shares	-	26,756	26,756
Convertible option on preferred shares	7,266	-	7,266
Short-term debt	-	3,076	3,076
Trade payables and accrued liabilities	-	2,238	2,238
	$ 7,266	$ 32,098	$ 39,364

12. Intangible assets

The Group routinely incurs costs directly attributable to the design and testing of new or improved products to be held for sale. These costs are capitalized as intangible assets and amortized over the estimated useful lives of the products, typically three to twenty-four months. The following table presents a summary of the activity.

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(USD 000's)	Development Projects
Cost	
Balance at January 1, 2010	$ 1,414
Additions	1,146
Balance at December 31, 2010	$ 2,560
Balance at January 1, 2011	$ 2,560
Additions	2,279
Deletions - completion of useful life	(742)
Impairment loss	(299)
Balance at December 31, 2011	$ 3,798
Balance at January 1, 2012	$ 3,798
Additions	1,165
Deletions - completion of useful life	(665)
Impairment loss	(127)
Balance at December 31, 2012	$ 4,171
Acccumulated amortization and impairment losses	
Balance at January 1, 2010	$ (111)
Amortization for the year	(818)
Balance at December 31, 2010	$ (929)
Balance at January 1, 2011	$ (929)
Amortization for the year	(1,503)
Amortization associated with deletions	742
Amortization associated with impairment losses	31
Balance at December 31, 2011	$ (1,659)
Balance at January 1, 2012	$ (1,659)
Amortization for the year	(1,782)
Amortization associated with deletions	665
Amortization associated with impairment losses	53
Balance at December 31, 2012	$ (2,723)
Carrying amount at December 31, 2010	$ 1,631
Carrying amount at December 31, 2011	$ 2,139
Carrying amount at December 31, 2012	$ 1,448

Impairment tests are performed whenever there are indications of a need for write-offs. If the value of expected future free cash flow of the specific development project is lower than the carrying value, the asset is written down to the lower value. The booked value includes capitalized salary expenses and other net assets for the cash flow producing project. Expected future free cash flow is based on budgets and anticipations prepared by management. The main parameters are the development in revenue, EBIT and working capital.

13. Property and equipment

The following table presents a summary of property and equipment activity.

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(USD 000's)	Leasehold improvements	Machinery	Other fixtures, fittings, tools, equipment	Total
Cost				
Balance at January 1, 2010	$ 45	$ 1,549	$ 319	$ 1,913
Additions	-	133	63	196
Disposals	-	(629)	(31)	(660)
Exchange rate differences	(3)	(107)	(20)	(130)
Balance at December 31, 2010	$ 42	$ 946	$ 331	$ 1,319
Balance at January 1, 2011	$ 42	$ 946	$ 331	$ 1,319
Additions	46	310	45	401
Disposals	(7)	(49)	6	(50)
Exchange rate difference	(1)	(13)	(4)	(18)
Balance at December 31, 2011	$ 80	$ 1,194	$ 378	$ 1,652
Balance at January 1, 2012	$ 80	$ 1,194	$ 378	$ 1,652
Additions	52	11	25	88
Disposals	-	(10)	(48)	(58)
Exchange rate difference	1	10	4	15
Balance at December 31, 2012	$ 133	$ 1,205	$ 359	$ 1,697
Acccumulated depreciations				
Balance at January 1, 2010	$ (38)	$ (1,038)	$ (243)	$ (1,319)
Disposals	-	630	31	661
Depreciations for the year	(2)	(186)	(39)	(227)
Exchange rate differences	3	78	17	98
Balance at December 31, 2010	$ (37)	$ (516)	$ (234)	$ (787)
Balance at January 1, 2011	$ (37)	(516)	$ (234)	$ (787)
Disposals	2	31	-	33
Depreciations for the year	(4)	(221)	(48)	(273)
Exchange rate differences	1	10	4	15
Balance at December 31, 2011	$ (38)	$ (696)	$ (278)	$ (1,012)
Balance at January 1, 2012	$ (38)	$ (696)	$ (278)	$ (1,012)
Disposals	-	10	48	58
Depreciations for the year	(20)	(210)	(60)	(290)
Exchange rate differences	(1)	(9)	(3)	(13)
Balance at December 31, 2012	$ (59)	$ (905)	$ (293)	$ (1,257)
Carrying amount at December 31, 2010	$ 5	$ 430	$ 97	$ 532
Carrying amount at December 31, 2011	$ 42	$ 498	$ 100	$ 640
Carrying amount at December 31, 2012	$ 74	$ 300	$ 66	$ 440

At December 31, 2012, property and equipment includes leased equipment at a gross value of approximately $29,000 which had accumulated amortization of $15,000. (2011: gross value of $134,000 and accumulated amortization of $80,000. 2010: gross value of $274,000 and accumulated amortization of $173,000). As of December 31, 2012, the Company has $3.0 million of debt collateralized by all assets of the Company, including property and equipment.

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14. Trade receivables and other

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Gross trade receivables	$ 3,467	$ 2,038	$ 2,386
Provision for uncollectible accounts	(162)	(5)	(49)
Net trade receivables	3,305	2,033	2,337
Other receivables and assets	666	147	97
Total trade receivables and other	$ 3,971	$ 2,180	$ 2,434

Trade receivables are non-interest bearing and are generally on payment terms of Net 30 days. The aging of trade receivables as of the reporting date is as follows:

			Past Due		
(USD 000's)	Total	0 to 30 days	31 to 60 days	61 to 90 days	Over 90 days
December 31, 2012	$ 3,467	$ 1,877	$ 1,082	$ 179	$ 329
December 31, 2011	$ 2,038	$ 1,173	$ 557	$ 247	$ 61
December 31, 2010	$ 2,386	$ 1,673	$ 541	$ 90	$ 82

The carrying amount of trade receivables is approximately equal to fair value due to the short term to maturity. Regarding credit risks, refer to Note 3.

A summary of the activity in the provision for uncollectible accounts is as follows:

(USD 000's)	Provision for uncollectible accounts
Balance at January 1, 2010	$ (54)
Additions	(42)
Reversals	47
Balance at December 31, 2010	$ (49)
Balance at January 1, 2011	$ (49)
Additions	(11)
Reversals	55
Balance at December 31, 2011	$ (5)
Balance at January 1, 2012	$ (5)
Additions	(219)
Reversals	62
Balance at December 31, 2012	$ (162)

Other receivables. Included in other receivables at December 31, 2012 is an award from the Danish government of 1.8 million Danish krone ($321,000). This receivable represents a subsidy awarded to fund the development and testing of a prototype solution for sealed server cooling and is subject to standard reporting requirements and conditions associated with grants of this type.

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15. Inventories

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Raw materials	$ 249	$ 80	$ 508
Work in process	-	37	311
Finished goods	904	777	851
Total net inventories	1,153	894	1,670
Less: provision for inventory reserves	(98)	(56)	(63)
Total net inventories	$ 1,055	$ 838	$ 1,607

(USD 000's)	2012	2011	2010
Inventories recognized as cost of sales during the period	$ (11,748)	$ (9,750)	$ (10,853)
Write-down of inventories to net realizable value	$ (98)	$ (56)	$ (114)

A summary of the activity in the provision for inventory reserves is as follows:

(USD 000's)	Provision for inventory reserves
Balance at January 1, 2010	$ (217)
Additions	(114)
Write-offs	268
Balance at December 31, 2010	$ (63)
Balance at January 1, 2011	$ (63)
Additions	(56)
Write-offs	63
Balance at December 31, 2011	$ (56)
Balance at January 1, 2012	$ (56)
Additions	(98)
Write-offs	56
Balance at December 31, 2012	$ (98)

16. Share capital and shareholder information

The following table summarizes common share activity in the years presented:

	2012	2011	2010
Common shares outstanding - January 1	1,574,415	1,550,700	1,550,700
Shares issued	3,381	23,715	-
Common shares outstanding - December 31	1,577,796	1,574,415	1,550,700
Par value	$ 0.001	$ 0.001	$ 0.001
Share capital on balance sheet *(USD 000's)*	$ 2	$ 2	$ 2

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The principal shareholders of common at December 31, 2012 are:

Shareholder	Number of Shares	Ownership Interest
Andre Eriksen Holding ApS	408,010	25.9%
ZOAR Invest ApS	287,000	18.2%
Friheden Invest A/S	220,000	13.9%
Kartago Development ApS	200,000	12.7%
Paul Wallewik	180,000	11.4%
Other shareholders	282,786	17.9%
	1,577,796	100.0%

Shares owned directly or indirectly by management and the Board of Directors at December 31, 2012:

Name	Number of Shares
Andre Sloth Eriksen, CEO	408,010
	408,010

17. Redeemable convertible preferred shares and other debt

The following is a summary of the Company's outstanding and net debt:

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Redeemable preferred shares	$ (29,510)	$ (29,242)	$ (26,756)
Convertible option on preferred shares	(7,612)	(5,669)	(7,266)
Line of credit	(306)	-	-
Note payable to shareholder	-	(3,000)	(3,000)
Finance leases - due within one year	(8)	(35)	(76)
Debt included in current liabilities	(37,436)	(37,946)	(37,098)
Long-term convertible loan	(4,443)	-	-
Note payable to shareholder	(3,001)	-	-
Finance leases - due after one year	(7)	(15)	(28)
Total debt	(44,887)	(37,961)	(37,126)
Less: cash and equivalents	1,248	2,668	2,500
Net debt	$ (43,639)	$ (35,293)	$ (34,626)

Redeemable convertible preferred shares. The following is a summary of outstanding redeemable preferred shares:

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As of December 31, 2012:

Redeemable Convertible Shares	Authorized *(000's)*	Issued and Outstanding *(000's)*	Liquidation Preference *(USD 000's)*	Proceeds Net of Issuance Costs *(USD 000's)*	Issuance Price per Share
Series A-1	2,266	2,266	$ 13,573	$ 10,356	$ 5.99
Series A-2	210	210	1,698	1,575	$ 8.09
Series B	2,700	2,317	15,964	16,253	$ 6.89
Series C	2,868	2,867	11,500	11,483	$ 4.01
Total	8,044	7,660	$ 42,735	$ 39,667	

(USD 000's)	Fair Value of Conversion Option	Carrying Value of Preferred Shares	Total Carrying Value
Series A-1	1,726	10,070	11,796
Series A-2	95	1,238	1,333
Series B	1,387	8,982	10,369
Series C	4,404	9,220	13,624
	$ 7,612	$ 29,510	$ 37,122

As of December 31, 2011

Redeemable Convertible Shares	Authorized *(000's)*	Issued and Outstanding *(000's)*	Liquidation Preference *(USD 000's)*	Proceeds Net of Issuance Costs *(USD 000's)*	Issuance Price per Share
Series A-1	2,266	2,266	$ 13,573	$ 10,356	$ 5.99
Series A-2	210	210	1,698	1,575	$ 8.09
Series B	2,700	2,317	15,964	16,253	$ 6.89
Series C	2,868	2,776	11,133	11,116	$ 4.01
	8,044	7,569	$ 42,368	$ 39,300	

(USD 000's)	Fair Value of Conversion Option	Carrying Value of Preferred Shares	Total Carrying Value
Series A-1	1,697	10,070	11,767
Series A-2	157	1,238	1,395
Series B	1,735	8,982	10,717
Series C	2,080	8,952	11,032
	$ 5,669	$ 29,242	$ 34,911

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Asetek Holdings, Inc.
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As of December 31, 2010:

Redeemable Convertible Shares	Authorized (000's)	Issued and Outstanding (000's)	Liquidation Preference (USD 000's)	Proceeds Net of Issuance Costs (USD 000's)	Issuance Price per Share
Series A-1	2,266	2,266	$ 13,573	$ 11,120	$ 5.99
Series A-2	210	210	1,698	1,616	$ 8.09
Series B	2,700	2,317	15,964	16,121	$ 6.89
Series C	1,995	1,995	8,000	8,000	$ 4.01
	7,171	6,788	$ 39,235	$ 36,857	

(USD 000's)	Fair Value of Conversion Option	Carrying Value of Preferred Shares	Total Carrying Value
Series A-1	2,425	10,070	12,495
Series A-2	225	1,238	1,463
Series B	2,480	8,982	11,462
Series C	2,136	6,466	8,602
	$ 7,266	$ 26,756	$ 34,022

In September 2008, the Company completed an exchange of all share capital of Asetek A/S for capital shares of the Company pursuant to an exchange agreement. In October 2011, the Company issued 781,389 shares of Series C Preferred with a par value of $0.001 and a purchase price of $4.010 for a total consideration of $3,133,370, less issuance costs of $17,367 for a net value $3,116,003. In May 2012, the Company issued 91,429 shares of Series C Preferred with a par value of $0.001 and a purchase price of $4.010 for a total consideration of $366,630.

Significant terms of the convertible preferred shares (collectively, the "preferred shares") are as follows:

Voting – Each of the preferred shares has voting rights equivalent to the number of shares of common shares into which it is convertible.

Dividend Rights –The holder of each of the preferred shares is entitled to receive, when and if declared by the Board of Directors of the Company, noncumulative dividends at an annual rate per share of $0.4792, $0.6472, $0.5512 and $0.3208 for Series A-1, Series A-2, Series B and Series C preferred, respectively. After payment of such dividends, any additional dividends shall be distributed among the holders of the preferred and common shares pro rata on an if-converted basis. No dividends have been declared through December 31, 2012, and accordingly, no amounts have been recorded in the accompanying financial statements related to dividends.

Liquidation Preference – In the event of any liquidation, dissolution, winding up, or change of control of the Company, the holders of each series of preferred shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to holders of common shares, an amount equal to $5.99, $8.09, $6.89 and $4.01 per share for each share of Series A-1, Series A-2, Series B and Series C convertible preferred shares, respectively, plus any accrued or declared but unpaid dividends. If the assets or property available for distribution are not sufficient to allow full payment to the holders of preferred shares as set forth above, the available assets shall be distributed ratably to the holders of preferred shares in proportion to the full preferential amount each holder is otherwise entitled to receive. If there are remaining assets of the Company after distribution to the preferred shareholders, the remaining assets would be distributed pro rata among the holders of the preferred and common shares in proportion to the number of shares of common shares held by each party, with the preferred shares treated as if converted to shares of common at the then applicable conversion rate. The preferred shareholders have the right to redeem their

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shares in the event of a change in control and the Company does not, as defined by IAS 32, have the unconditional right to avoid delivering payment to settle the instrument.

Conversion – Each share of preferred is convertible, at the option of the holder thereof, at any time into the number of shares of common as determined by dividing the original issuance price into the conversion price for such series. The conversion prices for each series are $5.99, $8.09, $6.89, and $4.01 per share for Series A-1, Series A-2, Series B and Series C convertible preferred shares, respectively. The preferred shares shall automatically be converted into common shares upon an initial public offering with an offering price per share of not less than $12.03, resulting aggregate cash proceeds of at least $30 million and the listing of the Company's common shares on an internationally recognized exchange. Automatic conversion to common shares may also occur upon the request of over 50% of the holders of outstanding preferred shares. In the event of certain subsequent issuance of common stock at a price less than the conversion price of one or more classes of preferred shares, the conversion price of the affected preferred shares will be adjusted downward on a basis proportionate with the number of shares affected and the variation in price.

Convertible loan. On October 26, 2012, the Company entered into an unsecured convertible loan agreement with seven investors to raise $3.0 million to be used for working capital in preparation for an initial public offering (IPO). Interest accrues from the loan date at a stated annual rate of 10% and is paid quarterly beginning in September 2014. In the event of an IPO, the investors may convert their portion of the loan to common shares at a discount of 20% below the IPO share price. If the Company does not complete an IPO on the Oslo Stock Exchange within twenty-four months from the date of the loan, the investors have the right to convert their portion of the loan plus accrued interest into Series C preferred shares of the Company at a conversion price of $4.01 per share. Any unpaid or unconverted loan amounts are to be paid in full by September 30, 2015. At its option, the Company may repay the loan, plus accrued interest, any time before maturity according to the following repayment schedule:

Repayment made during the period from:	Principal due is multiplied times:
Loan inception to 6 months	105.0%
Over 6 months from loan inception up to 12 months	110.0%
Over 12 months from loan inception up to 18 months	115.5%
Over 18 months from loan inception up to 24 months	121.0%
Over 24 months from loan inception up to 30 months	128.0%
Over 30 months up to maturity date	135.0%

Note payable. In July 2010, the Company executed a promissory note to a preferred shareholder in return for $3.0 million of operating funds. The promissory note has a stated interest rate of 10%, with interest payments due annually on December 31, and is collateralized by the total assets of the Company. The original maturity date of the note was December 31, 2011. In May 2011, the Company extended the maturity of the note to December 31, 2012. In December 2012, in return for extending the maturity date of the note to February 28, 2014, the Company incurred a one-time maturity extension fee of $150,000 that is due on the maturity date. This fee is accounted for as a modification to the note and will accrete on a straight-line basis over the remaining period up to maturity. At December 31, 2012, the promissory note has a book value of $3.0 million, which approximates fair value. Accrued interest of $300,000 related to the promissory note is included in accrued liabilities at December 31, 2012.

USA and Holdings line of credit. In November 2010, Asetek USA, Inc. and Asetek Holdings, Inc. entered into a revolving line of credit agreement with Comerica Bank. The agreement is collateralized by a lien over the Company's assets and has a maturity date of March 31, 2013. As of December 31, 2012, the available line of credit to the Company totaled $1.0 million and there was no outstanding balance. Interest on the line is payable monthly at the bank prime rate plus 3.75 percentage points. The line of credit is subject to certain covenants pertaining to equity financing achievements and operating results. As of December 31, 2012, the Company was not in compliance with certain of these covenants, and as a result the availability of this credit facility is subject to the Bank's waiver or amendment of these covenants.

Asetek A/S Denmark line of credit. In September 2012, the Company entered into a revolving line of credit agreement with Sydbank. The line is collateralized by the trade receivables of Asetek A/S and is payable on demand. At December 31, 2012, the total line was 2 million Danish kroner, which equates to $353,000 at December 31, 2012. Interest on the line is payable monthly at the Danish CIBOR 3 rate plus 4.5 percentage points, which in total was 4.8% at December 31, 2012. As of December 31, 2012, the Company had 1.7 million Danish kroner ($306,000) outstanding on the line.

Letter of credit. As of December 31, 2012, the Company had an outstanding letter of credit for $500,000 issued to its principal manufacturer. This letter of credit expires April 2013.

18. Leases

Operating leases. The Company leases its facilities under noncancelable operating leases. In November 2010, the Company entered into a new lease agreement for its corporate offices. The new lease term is January 2011 through January 2014. Future minimum operating lease payments are as follows as of the balance sheet date:

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Minimum operating lease payments due:			
In the following year	$ 114	$ 109	$ 113
In the second year	-	114	109
In the third year	-	-	114
	$ 114	$ 223	$ 336

Finance leases. The Company has finance leases outstanding for engineering and test equipment and the leases generally have terms of 36 months. There are no lease commitments beyond five years. Future minimum lease payments under finance leases are as follows as of the respective balance sheet date:

(USD 000's)	31-Dec-12	31-Dec-11	31-Dec-10
Minimum finance lease payments as of December 31	$ 16	$ 54	$ 110
Less: Amount representing interest	(1)	(4)	(6)
Total obligations under finance leases	$ 15	$ 50	$ 104
Obligations under finance leases due within one year	$ 8	$ 35	$ 76
Obligations under finance leases due after one year	7	15	28
	$ 15	$ 50	$ 104

19. Transactions with related parties

The Company's chairman is a member of the board of directors of a reseller of Company products. During the years ended December 31, 2012, 2011 and 2010, the Company had sales of inventory to the reseller of $1.2 million, $2.6 million and $9.4 million, respectively. As of December 31, 2012, 2011 and 2010, the Company had outstanding trade receivables from the reseller of $473,000, $179,000 and $1.3 million, respectively.

20. Subsidiaries

The following subsidiaries are included in the consolidated accounts:

Company	Domicile	Stake	Voting Share	Activity
Asetek USA, Inc.	USA	100%	100%	Trading
Asetek A/S	Denmark	100%	100%	Trading
Xiamen Asetek Computer Industry Co., Ltd.	China	100%	100%	Trading
Asetek International ApS	Denmark	100%	100%	Trading

21. Audit fees

The Group's principal auditors perform audits for all of Asetek's entities except for the Xiamen, China subsidiary, which is audited by a local firm. The Group's principal auditors received a total fee of $463,000, $120,000 and $61,000 in 2012, 2011 and 2010, respectively. The fee is distributed between these services:

(USD 000's)	2012	2011	2010
Audit services	$ 226	$ 100	$ 61
Tax and consulting assistance	237	20	-
Total	$ 463	$ 120	$ 61

22. Board of Directors and executive management

The members of the Board of Directors have reported, that they had the following other director positions at December 31, 2012:

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Board member	Board chairman/member in	Country
Sam Szteinbaum - Chairman, USA	Corsair Inc.	USA
	The Wonder Years Inc.	USA
Alexander Wong - Member, USA	Cervel Neurotech Inc.	USA
	Desi Hits! Inc.	USA
	Infinite Power Solutions Inc.	USA
	Kanjoya Inc.	USA
	Natrix Separation Inc.	USA
	Tapjoy Inc.	USA
André Eriksen - Member, USA	Asetek A/S	Denmark
	Asetek International ApS	Denmark
	Xiamen Asetek Computer Industry Co., Ltd.	China
	IT Security A/S	Denmark
Chris J. Christopher - Member, USA	Forston Labs Inc.	USA
	Physical Activity Innovations Inc.	USA
Gregers Kronborg - Member, Denmark	Napatech A/S	Denmark
	Circal A/S	Denmark
	T-VIPS A/S	Denmark
	Constantia Ejendom A/S	Denmark
	Trustpilot A/S	Denmark
	Fornyelsesfonden	Denmark
	DVCA	Denmark
	Gregers Kronborg ApS	Denmark
	Stenkaersvej ApS	Denmark
Henri Richard - Member, USA	Ultratech Inc.	USA
Ib Sonderby - Member, Denmark	Ardano A/S	Denmark
	Desita A/S	Denmark
	D-Scan International A/S	Denmark
	Mim Cashew & Agricultural Producs Ltd.	Ghana
	Nigadan A/S	Denmark
	SISO A/S	Denmark
	SplitmediaLabs Ltd.	Hong Kong
	Vesta Management A/S	Denmark
	Friheden Invest A/S	Denmark
	H. Reimar Nielsen A/S	Denmark
	H. Reimar Nielsen Ejendomsselskab A/S	Denmark
	H. Reimar Nielsen Parkbebyggelse A/S	Denmark
	HRNK A/S	Denmark
	KTA Holding A/S	Denmark
	Singvik Pte. Ltd.	Singapore
	Silkeborg Østerport Holding A/S	Denmark
	Silkeborg Østerport 1 A/S	Denmark
	Silkeborg Østerport 2 A/S	Denmark
	Silkeborg Østerport 3 A/S	Denmark
	Zoar Invest ApS	Denmark
	Zoar Holding ApS	Denmark
Jørgen Smidt - Member, Denmark	CloudMade A/S	Denmark
	TeleFaction A/S	Denmark

Executive management	Board chairman/member in	Country
André Eriksen - CEO	Asetek A/S	Denmark
	Asetek International ApS	Denmark
	Xiamen Asetek Computer Industry Co., Ltd.	China
	IT Security A/S	Denmark
Peter D. Madsen - CFO/Secretary	Asetek A/S	Denmark
	Asetek International ApS	Denmark
	Xiamen Asetek Computer Industry Co., Ltd.	China

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23. Post balance sheet events

In January 2013, the Company formed a new entity, Asetek A/S as a subsidiary of Asetek Holdings, Inc., and renamed the previously existing Denmark operating entity from "Asetek A/S" to "Asetek Denmark A/S". The formation of Asetek A/S has no effect on Asetek Group's ownership or operating results.

24. First time adoption of IFRS

The Company adopted IFRS on January 1, 2011, with a transition date of January 1, 2010. Prior to the adoption of IFRS, the Company prepared its consolidated financial statements in accordance with U.S. GAAP. The Company did not issue audited consolidated financial statements for periods prior to 2010. The Company's consolidated financial statements included in this report were prepared as described in Note 2, including the application of IFRS 1, "First time adoption of IFRS". IFRS 1 provides for certain mandatory exceptions and provides for certain elective exemptions for first time adopters. These consolidated financial statements have been prepared in accordance with IFRS standards and International Financial Reporting Interpretation Committee ("IFRIC") interpretations issued and effective as of the timing of preparing these consolidated financial statements.

The basic principles of IFRS 1 assume that on the initial adoption of IFRS standards, the principles will be applied retrospectively as if the standards had been applied and effective from the date of inception. However, the IASB has determined that retrospective application in certain situations cannot be performed with sufficient reliability and without incurring unreasonable cost. Therefore IFRS offers mandatory exceptions to facilitate conversion from U.S. GAAP to IFRS. Below are the mandatory exceptions and elective exemptions applicable to the Company.

Mandatory exceptions

Estimates. The estimates made in the opening IFRS balance sheet reflect conditions that existed at the date of the underlying transaction or January 1, 2010, as required by each specific IFRS standard. Hindsight was not used to create or revise estimates. All estimates used in preparation of the opening balance sheet at the transition date reflect the facts and circumstances at the date of the underlying transaction or January 1, 2010, as may be the case.

Elective exemptions

Cumulative currency translation differences. IFRS 1 permits cumulative translation differences to be reset to zero at the transition date. The Company has elected to reset all cumulative translation differences to zero in the opening accumulated deficit at January 1, 2010. The resulting impact was a decrease in accumulated other comprehensive loss of $159,000 and an increase to accumulated deficit of $159,000. There was no impact to total shareholders' equity.

Reconciliation of GAAP to IFRS

As a result of the conversion to IFRS, the principal changes to the Company's financial results are as follows:

- Capitalization of costs associated with product development are required under IFRS but not GAAP. The capitalization of these costs and resulting amortization over the product's lifecycle resulted in a decrease in accumulated deficit and a corresponding increase in non-current assets of $2.5 million and $1.9 million as of December 31, 2011 and 2010, respectively.
- IAS 39 requires that the conversion feature of the convertible preferred shares is carried at fair value, with the changes in the value charged to other income/expense. This accounting change on the conversion feature resulted in an increase in finance income of $2.2 million and an increase to finance cost of $2.0 million in fiscal years 2011 and 2010, respectively, and corresponding decreases and increases in the carrying value of the liability for the convertible preferred shares.
- IFRS 2 requires that each installment of a share based payment award be treated as a separate grant and separately measured and attributed to expense over the vesting period. The transition to IFRS for share based payment expense resulted in an increase to the accumulated deficit of $34,000 at the January 1, 2010 transition date, a decrease to net loss of $15,000 in fiscal year 2011, and an increase to net loss of $2,000 in fiscal 2010.

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Reconciliations from the U.S. GAAP prepared accounts to the IFRS consolidated accounts are presented in the following tables.

Reconciliation of Consolidated Balance Sheet
As of January 1, 2010 (transition date)

USD 000's	U.S. GAAP Balance	Eliminate Translation Reserves (1)	Capitalized Development Costs (2)	Valuation of Preferred Shares (3)	Adjust Share based Payment (4)	Reclass Bank Overdraft (5)	IFRS Balance
ASSETS							
Non-current assets							
Property and equipment	$ 341	-	244	-	-	-	585
Intangible assets	-	-	1,303	-	-	-	1,303
Other assets	19	-	-	-	-	-	19
Total non-current assets	360	-	1,547	-	-	-	1,907
Current assets							
Inventory	1,940	-	-	-	-	-	1,940
Trade receivables and other	3,279	-	-	-	-	-	3,279
Cash and cash equivalents	5,796	-	-	-	-	(109)	5,687
Total current assets	11,015	-	-	-	-	(109)	10,906
Total assets	$ 11,375	$ -	$ 1,547	$ -	$ -	$ (109)	$ 12,813
EQUITY AND LIABILITIES							
Equity							
Share capital	$ 2	-	-	-	-	-	$ 2
Share premium	3,567	-	-	-	34	-	3,601
Accumulated deficit	(32,847)	(159)	1,547	4,209	(34)	-	(27,284)
Translation reserves	(159)	159	-	-	-	-	-
Total equity	(29,437)	-	1,547	4,209	-	-	(23,681)
Non-current liabilities							
Long-term debt	117	-	-	-	-	-	117
Total non-current liabilities	117	-	-	-	-	-	117
Current liabilities							
Redeemable convertible preferred shares	36,184	-	-	(9,428)	-	-	26,756
Convertible option on preferred shares	-	-	-	5,219	-	-	5,219
Notes payable and other debt	64	-	-	-	-	-	64
Accrued liabilities	190	-	-	-	-	-	190
Accrued compensation and employee benefits	586	-	-	-	-	-	586
Trade payables	3,671	-	-	-	-	(109)	3,562
Total current liabilities	40,695	-	-	(4,209)	-	(109)	36,377
Total liabilities	40,812	-	-	(4,209)	-	(109)	36,494
Total equity and liabilities	$ 11,375	$ -	$ 1,547	$ -	$ -	$ (109)	$ 12,813

(1) Translation reserves that have accumulated prior to the transition date are reset to zero as permitted under IFRS 1.

(2) Costs incurred attributable to the design and testing of new products are capitalized as intangible assets and fixed assets in accordance with IAS 38.

(3) The conversion feature of the redeemable preferred shares is accounted for as a derivative liability and carried at fair value as of the balance sheet date in accordance with IAS 39.

(4) Under IFRS 2, each installment of each award is accounted for as a separate grant in calculating share based payment expense.

(5) The bank overdraft may be settled against other cash deposits with the bank, and therefore is offset with cash and cash equivalents in accordance with IAS 32.

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Reconciliation of Consolidated Statement of Comprehensive Income
For year ended December 31, 2010

USD 000's	U.S. GAAP Balance	Capitalized Development Costs (2)	Valuation of Preferred Shares (3)	Adjust Share based Payment (4)	Reclass of FX Currency Gain (6)	IFRS Balance
Revenue	$ 15,749	$ -	$ -	$ -	$ -	$ 15,749
Cost of sales	10,853	73	-	-	-	10,926
Gross margin	4,896	(73)	-	-	-	4,823
Research and development	3,123	(461)	-	5	-	2,667
Selling, general and administrative	7,027	-	-	(3)	-	7,024
Foreign exchange loss (gain)	-	-	-	-	(653)	(653)
Total operating expenses	10,150	(461)	-	2	(653)	9,038
Operating profit/(loss)	(5,254)	388	-	(2)	653	(4,215)
Financial income	426	-	-	-	(426)	-
Financial expenses	-	-	(2,047)	-	(227)	(2,274)
Total finance income/(expenses)	426	-	2,047	-	(653)	2,274
Profit/ (loss) before tax	(4,828)	388	2,047	(2)	-	(6,489)
Income tax	10	-	-	-	-	10
Profit/ (loss) for the period	$ (4,838)	$ 388	$ 2,047	$ (2)	$ -	$ (6,499)
Foreign currency translation adjustments	(538)	-	-	-	-	(538)
Total comprehensive income	$ (5,376)	$ 388	$ 2,047	$ (2)	$ -	$ (7,037)

(2) Costs incurred attributable to the design and testing of new products are capitalized as intangible assets and fixed assets in accordance with IAS 38.

(3) The conversion feature of the redeemable preferred shares is accounted for as a derivative liability and carried at fair value as of the balance sheet date in accordance with IAS 39.

(4) Under IFRS 2, each installment of each award is accounted for as a separate grant in calculating share based payment expense.

(6) Foreign currency exchange gains and losses are classified as a component of operating expense as permitted by IAS 21.

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Reconciliation of Consolidated Balance Sheet
As of December 31, 2010

USD 000's	U.S. GAAP Balance	Eliminate Translation Reserves (1)	Capitalized Development Costs (2)	Valuation of Preferred Shares (3)	Adjust Share based Payment (4)	IFRS Balance
ASSETS						
Non-current assets						
Property and equipment	$ 228	-	304	-	-	532
Intangible assets	-	-	1,631	-	-	1,631
Other assets	47	-	-	-	-	47
Total non-current assets	275	-	1,935	-	-	2,210
Current assets						
Inventory	1,607	-	-	-	-	1,607
Trade receivables and other	2,434	-	-	-	-	2,434
Cash and cash equivalents	2,500	-	-	-	-	2,500
Total current assets	6,541	-	-	-	-	6,541
Total assets	$ 6,816	$ -	$ 1,935	$ -	$ -	$ 8,751
EQUITY AND LIABILITIES						
Equity						
Share capital	$ 2	-	-	-	-	$ 2
Share premium	3,670	-	-	-	36	3,706
Accumulated deficit	(37,685)	(159)	1,935	2,162	(36)	(33,783)
Translation reserves	(697)	159	-	-	-	(538)
Total equity	(34,710)	-	1,935	2,162	-	(30,613)
Non-current liabilities						
Long-term debt	28	-	-	-	-	28
Total non-current liabilities	28	-	-	-	-	28
Current liabilities						
Redeembable convertible preferred shares	36,184	-	-	(9,428)	-	26,756
Convertible option on preferred shares	-	-	-	7,266	-	7,266
Notes payable and other debt	3,076	-	-	-	-	3,076
Accrued liabilities	403	-	-	-	-	403
Accrued compensation and employee benefits	594	-	-	-	-	594
Trade payables	1,241	-	-	-	-	1,241
Total current liabilities	41,498	-	-	(2,162)	-	39,336
Total liabilities	41,526	-	-	(2,162)	-	39,364
Total equity and liabilities	$ 6,816	$ -	$ 1,935	$ -	$ -	$ 8,751

(1) Translation reserves that have accumulated prior to the transition date are reset to zero as permitted under IFRS 1.

(2) Costs incurred attributable to the design and testing of new products are capitalized as intangible assets and fixed assets in accordance with IAS 38.

(3) The conversion feature of the redeemable preferred shares is accounted for as a derivative liability and carried at fair value as of the balance sheet date in accordance with IAS 39.

(4) Under IFRS 2, each installment of each award is accounted for as a separate grant in calculating share based payment expense.

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Reconciliation of Consolidated Statement of Comprehensive Income
For year ended December 31, 2011

USD 000's	U.S. GAAP Balance	Capitalized Development Costs (2)	Valuation of Preferred Shares (3)	Adjust Share based Payment (4)	Reclass of FX Currency Loss (6)	IFRS Balance
Revenue	$ 15,574	$ -	$ -	$ -	$ -	$ 15,574
Cost of sales	9,750	121	-	-	-	9,871
Gross margin	5,824	(121)	-	-	-	5,703
Research and development	3,605	(675)	-	(4)	-	2,926
Selling, general and administrative	6,411	-	-	(11)	-	6,400
Foreign exchange loss (gain)	-	-	-	-	84	84
Total operating expenses	10,016	(675)	-	(15)	84	9,410
Operating profit/(loss)	(4,192)	554	-	15	(84)	(3,707)
Financial income	-	-	2,227	-	-	2,227
Financial expenses	(473)	-	-	-	84	(389)
Total finance income/(expenses)	(473)	-	2,227	-	84	1,838
Profit/ (loss) before tax	(4,665)	554	2,227	15	-	(1,869)
Income tax	8	-	-	-	-	8
Profit/ (loss) for the period	$ (4,673)	$ 554	$ 2,227	$ 15	$ -	$ (1,877)
Foreign currency translation adjustments	110	-	-	-	-	110
Total comprehensive income	$ (4,563)	$ 554	$ 2,227	$ 15	$ -	$ (1,767)

(2) Costs incurred attributable to the design and testing of new products are capitalized as intangible assets and fixed assets in accordance with IAS 38.

(3) The conversion feature of the redeemable preferred shares is accounted for as a derivative liability and carried at fair value as of the balance sheet date in accordance with IAS 39.

(4) Under IFRS 2, each installment of each award is accounted for as a separate grant in calculating share based payment expense.

(6) Foreign currency exchange gains and losses are classified as a component of operating expense as permitted by IAS 21.

Asetek Holdings, Inc.
Notes to the Annual Report

Reconciliation of Consolidated Balance Sheet
As of December 31, 2011

USD 000's	U.S. GAAP Balance	Eliminate Translation Reserves (1)	Capitalized Development Costs (2)	Valuation of Preferred Shares (3)	Adjust Share based Payment (4)	IFRS Balance
ASSETS						
Non-current assets						
Property and equipment	$ 290	$ -	$ 350	$ -	$ -	640
Intangible assets	-	-	2,139	-	-	2,139
Other assets	38	-	-	-	-	38
Total non-current assets	328	-	2,489	-	-	2,817
Current assets						
Inventory	838	-	-	-	-	838
Trade receivables and other	2,180	-	-	-	-	2,180
Cash and cash equivalents	2,668	-	-	-	-	2,668
Total current assets	5,686	-	-	-	-	5,686
Total assets	$ 6,014	$ -	$ 2,489	$ -	$ -	$ 8,503
EQUITY AND LIABILITIES						
Equity						
Share capital	$ 2	$ -	$ -	$ -	$ -	$ 2
Share premium	3,771	-	-	-	21	3,792
Accumulated deficit	(42,358)	(159)	2,489	4,389	(21)	(35,660)
Translation reserves	(587)	159	-	-	-	(428)
Total equity	(39,172)	-	2,489	4,389	-	(32,294)
Non-current liabilities						
Long-term debt	15	-	-	-	-	15
Total non-current liabilities	15	-	-	-	-	15
Current liabilities						
Redeembable convertible preferred shares	39,300	-	-	(10,058)	-	29,242
Convertible option on preferred shares	-	-	-	5,669	-	5,669
Notes payable and other debt	3,035	-	-	-	-	3,035
Accrued liabilities	601	-	-	-	-	601
Accrued compensation and employee benefits	550	-	-	-	-	550
Trade payables	1,685	-	-	-	-	1,685
Total current liabilities	45,171	-	-	(4,389)	-	40,782
Total liabilities	45,186	-	-	(4,389)	-	40,797
Total equity and liabilities	$ 6,014	$ -	$ 2,489	$ -	$ -	$ 8,503

(1) Translation reserves that have accumulated prior to the transition date are reset to zero as permitted under IFRS 1.

(2) Costs incurred attributable to the design and testing of new products are capitalized as intangible assets and fixed assets in accordance with IAS 38.

(3) The conversion feature of the redeemable preferred shares is accounted for as a derivative liability and carried at fair value as of the balance sheet date in accordance with IAS 39.

(4) Under IFRS 2, each installment of each award is accounted for as a separate grant in calculating share based payment expense.

Appendix D FINANCIAL STATEMENTS FOR THE YEARS ENDED 31 DECEMBER 2011 AND 2010 PREPARED ACCORDING TO U.S. GAAP

Asetek Holdings, Inc.
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December 31, 2011 and 2010

Asetek Holdings, Inc.
Consolidated Financial Statements
December 31, 2011 and 2010

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Report of Independent Auditors

To the Board of Directors and Shareholders of
Asetek Holdings, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of mandatorily redeemable convertible preferred stock and stockholders' deficiency, and of the cash flows present fairly, in all material respects, the financial position of Asetek Holdings, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010 and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

PricewaterhouseCoopers LLP

San Jose, California
June 21, 2012

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Asetek Holdings, Inc.
Consolidated Balance Sheets
December 31, 2011 and 2010

(in thousands)	2011	2010
Assets		
Current assets		
Cash and cash equivalents	$ 2,668	$ 2,500
Accounts receivable, net	2,033	2,337
Inventories	838	1,607
Other current assets	147	97
Total current assets	5,686	6,541
Property and equipment, net	290	228
Other assets	38	47
Total assets	$ 6,014	$ 6,816
Liabilities, Mandatorily Redeemable Convertible Preferred Stock and Stockholders' Deficiency		
Current liabilities		
Trade accounts payable	$ 1,685	$ 1,241
Accrued compensation and employee benefits	550	594
Accrued liabilities	601	403
Current portion of capital lease obligation	35	76
Current portion of long-term debt	3,000	3,000
Total current liabilities	5,871	5,314
Capital lease obligation – non current	15	28
Total liabilities	5,886	5,342
Commitments and contingencies (see Note 12)		
Mandatorily redeemable convertible preferred stock - $0.001 par value Series A-1; 2,266,000 shares authorized, issued and outstanding Series A-2; 209,814 shares authorized, issued and outstanding Series B; 2,700,000 shares authorized; 2,317,017 shares issued and outstanding Series C; 2,867,830 shares authorized, 2,776,401 issued and outstanding	39,300	36,184
Stockholders' deficiency		
Common stock, $0.001 par value; 12,032,379 shares authorized; 1,574,415 issued and outstanding	2	2
Additional paid-in capital	3,771	3,670
Accumulated other comprehensive loss	(587)	(697)
Accumulated deficit	(42,358)	(37,685)
Total stockholders' deficiency	(39,172)	(34,710)
Total liabilities and stockholders' deficiency	$ 6,014	$ 6,816

The accompanying notes are an integral part of these consolidated financial statements.

2

Asetek Holdings, Inc.
Consolidated Statement of Mandatorily Redeemable Convertible Preferred Stock and Stockholders' Deficiency
Year Ended December 31, 2011 and 2010

(in thousands)	Mandatorily Redeemable Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Comprehensive Income(Loss)	Accumulated Deficit	Total Stockholders' Deficiency
	Shares	Amount	Shares	Amount				
Balances at December 31, 2009	6,788	$ 36,184	1,551	$ 2	$ 3,567	$ (159)	$ (32,847)	$ (29,437)
Stock-based compensation	-	-	-	-	103	-	-	103
Foreign currency translation adjustments	-	-	-	-	-	(538)	-	(538)
Net loss	-	-	-	-	-	-	(4,838)	(4,838)
Comprehensive loss								(5,376)
Balances at December 31, 2010	6,788	$ 36,184	1,551	$ 2	$ 3,670	$ (697)	$ (37,685)	$ (34,710)
Stock-based compensation	-	-	-	-	79	-	-	79
Issuance of common stock	-	-	23	-	22	-	-	22
Issuance of Series C mandatorily redeemable convertible preferred stock shares, net of issuance costs of $17	781	3,116	-	-	-	-	-	-
Foreign currency translation adjustments	-	-	-	-	-	110	-	110
Net loss	-	-	-	-	-	-	(4,673)	(4,673)
Comprehensive loss	-	-	-	-	-	-	-	(4,563)
Balances at December 31, 2011	7,569	$ 39,300	1,574	$ 2	$ 3,771	$ (587)	$ (42,358)	$ (39,172)

The accompanying notes are an integral part of these consolidated financial statements.

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Asetek Holdings, Inc.
Consolidated Statements of Operations
Years Ended December 31, 2011 and 2010

(in thousands)	2011	2010
Revenue	$ 15,574	$ 15,749
Cost of revenues	9,750	10,853
Gross profit	5,824	4,896
Research and development	3,605	3,123
Selling, general and administrative expenses	6,411	7,027
Total operating expenses	10,016	10,150
Loss from operations	(4,192)	(5,254)
Interest and other expense, net	(473)	426
Loss before income taxes	(4,665)	(4,828)
Income tax provision	8	10
Net loss	$ (4,673)	$ (4,838)

The accompanying notes are an integral part of these consolidated financial statements.

3

Asetek Holdings, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2011 and 2010

(in thousands)	2011	2010
Cash flows from operating activities		
Net loss	$ (4,673)	$ (4,838)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	165	154
Stock-based compensation expense	79	103
Decrease in fair value of preferred stock warrant liability	-	(69)
Changes in operating assets and liabilities		
Accounts receivable	358	1,038
Inventories and prepaid expenses	759	517
Other assets	(35)	(28)
Accounts payable	387	(2,991)
Accrued comp and employee benefits	(68)	-
Accrued liabilities	160	208
Net cash used in operating activities	(2,868)	(5,906)
Cash flows from investing activities		
Purchases of property and equipment	(219)	(50)
Net cash used in investing activities	(219)	(50)
Cash flows from financing activities		
Reduction in bank account overdraft	-	(130)
Proceeds from issuance of note payable	-	3,000
Proceeds from exercise of stock options and other common stock issuances	22	-
Proceeds from issuance of convertible preferred stock	3,133	-
Principal payments on obligations under capital lease	(50)	(111)
Costs related to issuance of convertible preferred stock	(17)	-
Net cash provided by financing activities	3,088	2,759
Effect of exchange rate changes on cash and cash equivalents	167	(99)
Net increase/(decrease) in cash and cash equivalents	168	(3,296)
Cash and cash equivalents		
Beginning of year	2,500	5,796
End of year	$ 2,668	$ 2,500
Supplemental disclosure of cash flow information		
Cash payments for interest	$ 183	$ 48
Cash payments for income tax	2	36

The accompanying notes are an integral part of these consolidated financial statements.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

1. Organization and Summary of Significant Accounting Policies

Asetek Holdings, Inc. (together with its subsidiaries, "the Company"), was incorporated in Delaware in August 2008. The Company is the sole shareholder of Asetek A/S, a company founded in Denmark in February 2000. In September 2008, the Company completed an exchange of all capital stock of Asetek A/S for capital stock of the Company pursuant to an exchange agreement. Shares outstanding and per share amounts have been adjusted to reflect the exchange of capital stock and reincorporation of the Company.

The Company designs, develops and markets thermal management solutions used in computers and servers. The Company's core products utilize liquid cooling technology to provide improved performance, acoustics and energy efficiency.

Accounting Principles and Basis of Presentation
The consolidated financial statements include Asetek Holdings, Inc. and its consolidated subsidiaries. The consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. For purposes of reporting under accounting principles generally accepted in the United States of America, the Company has elected the U.S. dollar as the reporting currency. All intercompany transactions and balances have been eliminated.

Liquidity
The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred losses from operations and negative cash flows from operations since inception. As of December 31, 2011, the Company had an accumulated deficit of $42.4 million. The Company is in negotiation with its investor to extend its $3.0 million promissory note currently due on December 31, 2012 to June 30, 2013. In April 30, 2012, the Company entered into a third amendment on its revolving line of credit agreement with Comerica Bank offering the Company a credit line of up to $1.0 million subject to certain covenants (Note13). Management plans to draw funds against the revolving line of credit, expand the Company's customer base and grow revenues in 2012. Although management continues to pursue these plans, there is no assurance that the Company will be successful in generating sufficient revenues, or that it will succeed in securing additional capital on terms acceptable to the Company, or at all. Failure to generate sufficient revenues or raise sufficient funds may require the Company to modify, delay or abandon some of its plans and investments, which would have a material adverse effect on the Company's business, operating results, and financial condition and the Company's ability to achieve its intended business objectives. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates these estimates, including those related to allowance for doubtful accounts, provisions for inventory, useful lives of property plant and equipment, income taxes, the valuation of equity instruments, commitments and contingencies and litigation among others. The company bases estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

Revenue Recognition
The Company's products are sold principally to resellers and original equipment manufacturers. The Company recognizes revenue when persuasive evidence of an arrangement exists, shipment or delivery has occurred, the fee is fixed or determinable, and collectability is reasonably assured. Customer purchase orders and/or contracts are used as evidence of an arrangement. Shipping documents are used to verify delivery. For certain customers with vendor-managed inventory, delivery does not occur until product is acquired by the vendor from the vendor-managed inventory location. The Company assesses whether the fee is fixed or determinable based on whether the sales price is subject to a refund or an adjustment. The Company assesses collectability based primarily on the creditworthiness of the customer as determined by credit checks and customer payment history. The Company's customers do not generally have a right of return.

Cash and Cash Equivalents
The Company considers all highly liquid investments purchased with maturities of three months or less at the date of purchase to be cash equivalents.

Allowance for Doubtful Accounts
The Company determines the need to record the allowance for doubtful accounts based on past history, current economic conditions, the credit-worthiness of the customer and the composition of its accounts receivable aging. The allowance for doubtful accounts was $5,000 and $49,000 at December 31, 2011 and 2010, respectively.

Inventories
Inventories are stated at the lower of actual cost (on a first-in, first-out basis) or market. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made from estimated excess, obsolescence or impaired balances

Property and Equipment
Property and equipment is recorded at cost. Disposals are removed at cost less accumulated depreciation and any gain or loss from disposition is reflected in the statement of operations in the year of disposition. Depreciation is provided over the estimated useful lives of the depreciable assets, generally three to five years, using the straight-line method. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the improvements. Additions and improvements that increase the value or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

Impairment of Long-Lived Assets
The Company reviews long-lived assets, including property and equipment for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition are less than its carrying amount. While the Company's current operating and cash flow losses are indicators of impairment, the Company believes the future cash flows to be received from the long-lived assets exceed the assets' carrying value, and accordingly, the Company has not recognized any impairment losses for the periods presented.

Fair Value of Financial Instruments
The carrying value of the Company's financial instruments approximates fair value. The Company determines the fair value of financial and nonfinancial assets and liabilities using the fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value. The Standard describes three levels of inputs that may be used to measure fair value, as follows:

- Level 1 inputs which include quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs which include observable inputs other than Level 1, such as quoted prices for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable market data for substantially the full term of the asset or liability; and
- Level 3 inputs which include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

The Company's financial instruments have consisted of Level 1 assets and Level 3 liabilities. Where quoted prices are available in an active market, securities are classified as Level 1 in the valuation hierarchy.

Based on borrowing rates currently available to the Company for notes payable with similar terms in the market, the carrying value of the notes payable obligations approximated their fair values.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

Leases
The Company leases its facilities under noncancelable operating leases, and accounts for those leases in accordance with ASC 840-10 "Leases". The Company has capital leases outstanding for engineering and test equipment. The leased equipment is recorded at a gross value of approximately $134,000, less accumulated amortization of $80,000. The Company's leases generally have 36 month terms. Future minimum lease payments under the capital leases are as follows:

(in thousands)		
As of December 31, 2010	$	110
Less: Amount representing interest		(6)
Total obligations under capital leases		104
Less: Current portion of obligations under capital leases		(76)
Non-current obligations under capital leases	$	28
As of December 31, 2011	$	54
Less: Amount representing interest		(4)
Total obligations under capital leases		50
Less: Current portion of obligations under capital leases		(35)
Non-current obligations under capital leases	$	15

Foreign Currency Translation
The functional currency of the Company's entities in the United States of America, Denmark and China are the U.S. dollar, Danish kroner, and Chinese yuan renminbi, respectively. Accordingly, assets and liabilities of these foreign entities are translated to U.S. dollars for consolidation purposes using exchange rates in effect at the end of the reporting period. Revenue and expenses of these entities are translated using average exchange rates during the reporting period. The effects of foreign currency translation adjustments are included in accumulated other comprehensive loss. Foreign currency transaction gains and losses are included in the Consolidated Statement of Operations.

Research and Development
Research and development costs are expensed as incurred and consist primarily of salaries and contract services.

Income Taxes
The Company provides for deferred income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities and for tax loss and credit carryforwards using enacted tax rates in effect for the year for which the differences are expected to affect taxable income. A valuation allowance is recorded when it is more likely than not that the net deferred tax asset will not be recovered.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

In addition, the Company's calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company is potentially subject to income tax audits in all of the jurisdictions in which it operates and, as a result, must also assess exposures to any potential issues arising from current or future audits of current and prior year's tax returns. Accordingly, the Company must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. To the extent that the Company establishes a reserve, its provision for income taxes would be increased. If the Company ultimately determines that payment of these amounts is unnecessary, it reverses the liability and recognizes a tax benefit during the period in which it determines that the liability is no longer necessary. The Company records an additional charge in its provision for taxes in the period in which it determines that tax liability is greater than the Company's original estimate.

Accounting for Stock-Based Compensation
The Company has a stock-based employee compensation plan that is more fully described in Note 7.

The Company uses the straight-line attribution method for recognizing compensation expense under ASC 718, *Compensation: Stock Compensation*. Compensation expense, based on the fair value on the date of award, is recognized on a straight-line basis over the vesting period. Compensation expense is recognized on awards ultimately expected to vest and reduced for forfeitures that are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Stock-based compensation expense included in the Company's results of operations is as follows:

(in thousands)	2011	2010
Research and development	$ 15	$ 34
Selling, general and administrative	64	69
	$ 79	$ 103

Valuation Assumptions
The Company calculated the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The following weighted-average assumptions were used for the periods indicated:

(in thousands)	2011	2010
Risk-free interest rate	1.6%	2.0%
Dividend yield	0%	0%
Expected life of option (years)	4.6	4.4
Expected volatility	53.4%	53.8%

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

The risk-free interest rate is based on the U.S. Treasury yield curve in effect on the time of grant for the expected life of the award. The Company's computation of expected life was based on safe harbor rules as prescribed by the "simplified" method for estimating expected term. The Company has assumed a 0% dividend yield. Due to the Company's limited historical data, the Company estimates volatility by incorporating the historical volatility of comparable companies with publicly-available share prices. Determination of all of these assumptions involves management's best estimates at that time, which impact the fair value of the option calculated under the Black-Scholes methodology, and ultimately the expense that will be recognized over the life of the option.

Comprehensive Loss
Comprehensive loss, as defined in ASC 220-10 "Comprehensive Income", includes all changes in equity (net assets) during a period from nonowner sources and is reported in the consolidated statements of mandatorily redeemable convertible preferred stock and stockholders' deficiency. For the Company, this includes foreign currency translation adjustments.

Recent Accounting Pronouncements
In June 2011, the FASB issued an accounting standard update, which revises the manner in which companies present comprehensive income in their financial statements. The new guidance removes the presentation options and requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. In December 2011, the FASB further amended its guidance to defer changes related to the presentation of reclassification adjustments indefinitely. The guidance (other than the portion regarding the presentation of reclassification adjustments which, as noted above, has been deferred indefinitely) is effective for fiscal years, and interim periods within those years beginning after December 15, 2011. Early adoption is permitted. The Company anticipates adopting the guidance in fiscal 2012. We do not expect the adoption of the guidance to have a material impact on our consolidated financial statements.

2. Cash and Cash Equivalents

Cash and cash equivalents have contractual maturities of less than 90 days as of the date of purchase and consist of bank deposits totaling $2.7 million and $2.5 million as of December 31, 2011 and 2010, respectively.

3. Inventories

Inventories consist of the following as of December 31, 2011

(in thousands)	2011	2010
Raw materials	$ 80	$ 508
Work in process	37	311
Finished goods	777	851
	894	1670
Less: Provision for inventory reserves	(56)	(63)
	$ 838	$ 1,607

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

4. Property and Equipment, Net

Property and equipment consist of the following:

(in thousands)	2011	2010
Computers, manufacturing equipment, and software	$ 1,029	$ 1,298
Leasehold improvements	80	36
	1,109	1,334
Less: Accumulated depreciation	(819)	(1,106)
	$ 290	$ 228

Depreciation expense for the year ended December 31, 2011 and 2010 was $165,000 and $154,000, respectively.

5. Notes Payable and Line of Credit

In July, 2010, the Company executed a promissory note to a preferred stockholder in return for $3.0 million of operating funds. The promissory note has a stated interest rate of 10%, with interest payments due annually on December 31. All principal and interest on the note is due December 31, 2012. The promissory note has a fair value of $3.0 million at December 31, 2011 and is collateralized by the total assets of the Company. Accrued interest of $300,000 related to the promissory note is included in accrued liabilities at December 31, 2011.

In November 2010, the Company entered into a revolving line of credit agreement with Comerica Bank offering the Company a credit line of up to $3.0 million. The agreement is collateralized by a lien over the Company's assets. Interest on the line of credit is payable monthly at the bank prime rate plus two percentage points. There is no outstanding balance under the revolving line of credit agreement as of December 31, 2011.

6. Mandatorily Redeemable Convertible Preferred Stock

Preferred Stock as of December 31, 2011 consists of the following:

Mandatorily Redeemable Convertible Shares	Authorized	Issued and Outstanding	Liquidation Preference	Proceeds Net of Issuance Costs
Series A-1	2,266,000	2,266,000	$ 13,573,340	$ 10,355,714
Series A-2	209,814	209,814	1,697,395	1,575,027
Series B	2,700,000	2,317,017	15,964,247	16,253,261
Series C	2,867,830	2,776,401	11,133,368	11,115,998
	8,043,644	7,569,232	$ 42,368,350	$ 39,300,000

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

In September 2008, the Company completed an exchange of all capital stock of Asetek A/S for capital stock of the Company pursuant to an exchange agreement. In October 2011, the Company issued 781,389 shares of Series C Preferred Stock with a par value of $0.001 and a purchase price of $4.010 for a total consideration of $3,133,770, net of issuance costs of $17,367.

Significant terms of the Series A-1, Series A-2, Series B and Series C convertible preferred stock (collectively, the "preferred stock") are as follows:

Voting
Each share of preferred stock has voting rights equivalent to the number of shares of common stock into which it is convertible.

Dividend Rights
The holder of each share of preferred stock is entitled to receive, when and if declared by the Board of Directors of the Company, noncumulative dividends at an annual rate per share of $0.4792, $0.6472, $0.5512 and $0.3208 for Series A-1, Series A-2, Series B and Series C preferred stock, respectively. After payment of such dividends, any additional dividends shall be distributed among the holders of the preferred stock and common stock pro rata on an if-converted basis. No dividends have been declared through December 31, 2011, and accordingly, no amounts have been recorded in the accompanying financial statements related to dividends.

Liquidation Preference
In the event of any liquidation, dissolution, or winding up of the Company, the holders of each series of preferred stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to holders of common stock, an amount equal to $5.99, $8.09, $6.89 and $4.01 per share for each share of Series A-1, Series A-2, Series B and Series C convertible preferred stock, respectively, plus any accrued or declared but unpaid dividends. If the assets or property available for distribution are not sufficient to allow full payment to the holders of preferred stock as set forth above, the available assets shall be distributed ratably to the holders of preferred stock in proportion to the full preferential amount each holder is otherwise entitled to receive. If there are remaining assets of the Company after distribution to the preferred shareholders, the remaining assets would be distributed pro rata among the holders of the preferred and common stock in proportion to the number of shares of common stock held by each party, with the preferred shares treated as if converted to shares of common stock at the then applicable conversion rate.

Conversion
Each share of preferred stock is convertible, at the option of the holder thereof, at any time into the number of shares of common stock as determined by dividing the original issuance price into the conversion price for such series. The conversion prices for each series are $5.99, $8.09, $6.89, and $4.01 per share for Series A-1, Series A-2, Series B and Series C convertible preferred stock, respectively. The preferred stock shall automatically be converted into common stock upon an initial public offering with an offering price per share of not less than $12.03, resulting aggregate cash proceeds of at least $30 million and the listing of the Company's common stock on an internationally recognized stock exchange. Automatic conversion to common stock may also occur upon the request of over 50% of the holders of outstanding preferred stock.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

7. Stock Option Plans

As of December 31, 2011, the Company's 2008 Equity Incentive Plan (the "Plan") reserves 1,048,187 shares of the Company's common stock for issuance to employees, officers, consultants and advisors of the Company. Options granted under the Plan may be either incentive stock options or nonstatutory stock options as determined by the Board of Directors. Generally, options granted under the Plan vest over four years, 25% after the first full year and monthly thereafter from the date of grant. Certain options have been granted to employees that are immediately exercisable. Option activity for year ended December 31, 2011 is as follows:

	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price
Balances at December 31, 2009	382,026	509,888	$ 0.94
Options granted	(429,343)	429,343	0.94
Options forfeited	191,812	(191,812)	0.94
Balances at December 31, 2010	144,495	747,419	0.94
Vested and expected to vest at December 31, 2010		673,856	0.94
Vested at December 31, 2010		321,014	$ 0.94
Balances at December 31, 2010	144,495	747,419	$ 0.94
Additional shares authorized	156,273	-	
Options granted	(120,547)	120,547	0.96
Options exercised	-	(23,715)	0.94
Options forfeited	38,829	(38,829)	0.94
Balances at December 31, 2011	219,050	805,422	0.94
Vested and expected to vest at December 31, 2011		744,353	0.94
Vested at December 31, 2011		478,628	$ 0.94

684,875 of the stock options outstanding at December 31, 2011 have an exercise price of $0.94 per share while 120,547 stock options have an exercise price of $0.96 per share. The weighted average remaining contractual term is 5.05 years.

8. Common Stock

As of December 31, 2011, the authorized capital of the Company consists of 12,032,379 shares at $0.001 per share. Holders of common stock have one vote per share. Upon dissolution, liquidation or winding up of the Company, the remaining assets of the Company shall be distributed as described in Note 6 to these consolidated financial statements. As of December 31, 2011, 1,574,415 shares of common stock were outstanding.

During the years ended December 31, 2006 and 2007, the Company issued warrants to purchase common stock to employees of the Company that generally vested over four years. As of December 31, 2011, warrants to purchase 156,729 shares of common stock are outstanding and vested with a weighted average exercise price of $6.33 per share and a weighted average remaining contractual term of 1.97 years.

9. Income Taxes

The components of loss before taxes are as follows:

(in thousands)	2011	2010
Domestic	$ 2,170	$ 3,204
Foreign	2,495	1,624
	$ 4,665	$ 4,828

The components of the Company's provision for income taxes consisted of the following:

(in thousands)	2011	2010
Federal	$ 7	$ 8
State	1	2
Current tax expense	$ 8	$ 10

Significant components of the Company's deferred tax assets and liabilities at December 31, 2011 consist of the following:

	2011		2010	
(in thousands)	Domestic	Foreign	Domestic	Foreign
Deferred tax assets (liabilities)				
Net operating loss carryforwards	$ 3,747	$ 7,667	$ 2,829	$ 7,236
Accruals and reserves	247	12	207	26
Inventory and accounts receivable	-	14	-	16
Property, plant and equipment	23	34	(3)	44
Other	-	-	1	9
Total gross deferred tax assets	4,017	7,727	3,034	7,331
Less: Valuation allowance	(4,017)	(7,727)	(3,034)	(7,331)
Net deferred tax asset	$ -	$ -	$ -	$ -

As of December 31, 2011 and 2010, the Company has approximately $30,668,000 and $28,943,000, respectively, of net operating loss carryforwards in Denmark available to offset future taxable income, if any, in Asetek A/S. These net operating loss carryforwards do not expire.

As of December 31, 2011 and 2010, the Company has approximately $8,596,000 and $7,208,000, respectively, of U.S. federal and $8,031,000 and $6,486,000, respectively, of state net operating loss carryforwards available to offset future taxable income, if any, which will expire in 2027 and 2017, respectively.

The above amounts related to net operating loss carryforwards do not necessarily consider all potential intercompany adjustments under U.S. and Denmark transfer pricing rules.

The Company continues to assess the reliability of its deferred tax assets. In assessing the realizability of these deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. In making this assessment, management considers the historical trend of taxable losses, projected future taxable income and the reversal of deferred tax liabilities. The Company provides a full valuation allowance against its deferred tax assets arising from tax losses in Denmark and the United States due to cumulative tax losses and inherent difficulties in forecasting future taxable income as a result of rapidly changing technology and the Company's competitive environment. Should sufficient positive, objective verifiable evidence of the realization of the Company's net deferred tax assets exist at a future date, it would reverse any remaining valuation allowance and reduce the tax provision to the extent supported by estimates of future taxable income at that time. U.S. Internal Revenue Code places a limitation on the amount of taxable income that can be offset by net operating loss carryforwards after a change in control (generally greater than 50% change in ownership within a three year period), of a loss corporation and there are similar state rules. The amount of such limitations on utilization of its NOL carryforwards, if any, has not been determined.

Effective January 1, 2009, the Company adopted the GAAP standard in accounting for uncertainty in income taxes. Under this provision, the Company may recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more-likely-than-not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the amount most likely to be realized assuming a review by tax authorities having all relevant information and applying current conventions. The guidance also clarifies the financial statement classification of tax related penalties and interest and sets forth new disclosure regarding unrecognized tax benefits.

The Company applied this provision and has determined it did not have an impact on the financial statements. The Company files income tax returns in the U.S. federal jurisdiction and the States of California and Texas. With few exceptions, the Company is potentially subject to U.S. and state income tax examination by tax authorities for periods ended after December 31, 2005.

10. 401(k) Savings Plan

In 2008, the Company established a defined contribution savings plan (the "Plan") that meets the requirements under Section 401(k) of the Internal Revenue Code. This Plan covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pre-tax basis. Company contributions to the Plan may be made at the discretion of the Board of Directors. Through December 31, 2011 there have been no contributions made to the Plan by the Company.

11. Related Party Transactions

The Company's chairman is a member of the board of directors of a reseller of Company products. During the years ended December 31, 2011 and 2010, the Company had sales of inventory to the reseller of $2.6 million and $9.4 million, respectively. As of December 31, 2011 and 2010, the Company had outstanding accounts receivable from the reseller of $179,000 and $1.3 million.

Asetek Holdings, Inc.
Notes to Consolidated Financial Statements
December 31, 2011 and 2010

12. Commitments and Contingencies

Rent expense under operating leases amounted to $206,000 and $224,000 for the year ended December 31, 2011 and 2010, respectively.

In November 2010, the Company entered into a new lease agreement for its corporate offices. The new lease term is January 2011 through January 2014. Future minimum lease payments under operating and capital lease agreements are as follows:

As of December 31, 2010			
Years Ending			
2011	$ 113	$ 81	$ 194
2012	109	29	138
2013	114	-	114
	$ 336	$ 110	$ 446
As of December 31, 2011			
Years Ending			
2012	$ 109	$ 38	$ 147
2013	114	10	124
2014	-	6	6
	$ 223	$ 54	$ 277

Claims and Litigation
From time to time, the Company may be a party to various claims in the normal course of business. Legal fees and other costs associated with such actions are expensed as incurred. The Company assesses, in conjunction with its legal counsel, the need to record a liability for litigation and contingencies. Reserve estimates are recorded when and if it is determined that a loss related matter is both probable and reasonably estimable.

In the opinion of management, litigation, contingent liabilities and claims against the Company in the normal course of business are not expected to involve any judgments or settlements that would be material to the Company's financial condition, results of operations or cash flows.

13. Subsequent Events

In April 2012, the Company entered into a third amendment for its $1 million line of credit with Comerica Bank to extend the maturity date to March 31, 2013 with the following covenants:

(1) The Company is required to extend the maturity of its $3M loan with its investor, Frieheden Invest A/S that is currently due by December 31, 2012 to June 30, 2013.

(2) The Company is required to obtain at least $4 million in net cash proceeds from the sale of Company equity securities to investors, on terms and conditions reasonably acceptable to the Bank, no later than December 31, 2012.

Appendix E INTERIM FINANCIAL INFORMATION FOR ASETEK A/S FOR THE PERIOD 6 DECEMBER 2012 TO 31 JANUARY 2013

Indholdsfortegnelse
Contents

I tilfælde of uoverensstemmelse mellem den danske og den engelske tekst, er den danske tekst gældende.

In case of discrepancy between the Danish and the English text, the Danish text shall prevail.

ASETEK®

Asetek A/S

Perioderegnskab for perioden 6. december 2012 - 31. januar 2013

Interim Financial Statements for the period 6 December 2012 - 31 January 2013

CVR-nr. 34 88 05 22

Ledelsespåtegning
Management's Statement

Bestyrelse og direktion har dags dato behandlet og godkendt perioderegnskabet for perioden 6. december 2012 - 31. januar 2013 for Asetek A/S.

The Executive Board and Board of Directors have today considered and adopted the Interim Financial Statements of Asetek A/S for the period 6 December 2012 - 31 January 2013.

Perioderegnskabet er efter vores opfattelse udarbejdet i overensstemmelse med årsregnskabslovens indregnings- og målekriterier og de af bestyrelsen fastsatte krav til oplysninger og præsentation.

In our opinion the Interim Financial Statements have been prepared in accordance with the recognition and measurement criteria of the Danish Financial Statements Act and the disclosure and presentation requirements established by the Board of Directors.

Perioderegnskabet giver efter vores opfattelse et retvisende billede af selskabets aktiver, passiver og finansielle stilling pr. 31. januar 2013 samt af resultatet af selskabets aktiviteter for perioden.

In our opinion the Interim Financial Statements give a true and fair view of the financial position at 31 January 2013 of the Company and of the results of the Company operations for the period.

Ledelsesberetningen indeholder efter vores opfattelse en retvisende redegørelse for de forhold, beretningen omhandler.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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Ledelsespåtegning
Management's Statement

Brønderslev, den 13. februar 2013
Brønderslev, 13 February 2013

Direktion
Executive Board

André Sloth Eriksen CEO	Peter Dam Madsen CFO

Bestyrelse
Board of Directors

Samuel Ruben Szteinbaum formand *Chairman*	Ib Sønderby Larsen	Gregers Kronborg
Jørgen Smidt	André Sloth Eriksen	Alexander Shen-Wee Wong
Chris James Christopher	Henri Pascal Yves Richard	

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Den uafhængige revisors erklæringer
Independent Auditor's Report

Til kapitalejeren i Asetek A/S

Påtegning på perioderegnskabet

Vi har revideret perioderegnskabet for Asetek A/S for regnskabsperioden 6. december 2012 - 31. januar 2013, der omfatter resultatopgørelse, balance, noter og anvendt regnskabspraksis. Perioderegnskabet udarbejdes efter årsregnskabsloven.

Ledelsens ansvar for perioderegnskabet

Ledelsen har ansvaret for udarbejdelsen af et perioderegnskab, der giver et retvisende billede i overensstemmelse med årsregnskabsloven. Ledelsen har endvidere ansvaret for den interne kontrol, som ledelsen anser nødvendig for at udarbejde et perioderegnskab uden væsentlig fejlinformation, uanset om denne skyldes besvigelser eller fejl.

Revisors ansvar

Vores ansvar er at udtrykke en konklusion om perioderegnskabet på grundlag af vores revision. Vi har udført revisionen i overensstemmelse med internationale standarder om revision og yderligere krav ifølge dansk revisorlovgivning. Dette kræver, at vi overholder etiske krav samt planlægger og udfører revisionen for at opnå høj grad af sikkerhed for, om perioderegnskabet er uden væsentlig fejlinformation.

To the Shareholder of Asetek A/S

Report on the Interim Financial Statements

We have audited the Interim Financial Statements of Asetek A/S for the financial period 6 December 2012 - 31 January 2013, which comprise income statement, balance sheet, notes and summary of significant accounting policies. The Interim Financial Statements are prepared in accordance with the Danish Financial Statements Act.

Management's Responsibility for the Interim Financial Statements

Management is responsible for the preparation of Interim Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of Interim Financial Statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the Interim Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Interim Financial Statements are free from material misstatement.

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Den uafhængige revisors erklæringer
Independent Auditor's Report

En revision omfatter udførelse af revisionshandlinger for at opnå revisionsbevis for beløb og oplysninger i perioderegnskabet. De valgte revisionshandlinger afhænger af revisors vurdering, herunder vurdering af risici for væsentlig fejlinformation i perioderegnskabet, uanset om denne skyldes besvigelser eller fejl. Ved risikovurderingen overvejer revisor intern kontrol, der er relevant for virksomhedens udarbejdelse af et perioderegnskab, der giver et retvisende billede. Formålet hermed er at udforme revisionshandlinger, der er passende efter omstændighederne, men ikke at udtrykke en konklusion om effektiviteten af virksomhedens interne kontrol. En revision omfatter endvidere vurdering af, om ledelsens valg af regnskabspraksis er passende, og om ledelsens regnskabsmæssige skøn er rimelige, samt en vurdering af den samlede præsentation af perioderegnskabet.

Det er vores opfattelse, at det opnåede revisionsbevis er tilstrækkeligt og egnet som grundlag for vores konklusion.

Revisionen har ikke givet anledning til forbehold.

Konklusion

Det er vores opfattelse, at perioderegnskabet giver et retvisende billede af selskabets aktiver, passiver og finansielle stilling pr. 31. januar 2013 samt af resultatet af selskabets aktiviteter for regnskabsperioden 6. december 2012 - 31. januar 2013 i overensstemmelse med årsregnskabsloven.

An audit involves performing audit procedures to obtain audit evidence about the amounts and disclosures in the Interim Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Interim Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of Interim Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Interim Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the Interim Financial Statements give a true and fair view of the financial position of the Company at 31 January 2013 and of the results of the Company operations for the financial period 6 December 2012 - 31 January 2013 in accordance with the Danish Financial Statements Act.

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Den uafhængige revisors erklæringer
Independent Auditor's Report

Udtalelse om ledelsesberetningen

Vi har i henhold til årsregnskabsloven gennemlæst ledelsesberetningen. Vi har ikke foretaget yderligere handlinger i tillæg til den gennemførte revision af perioderegnskabet. Det er på denne baggrund vores opfattelse, at oplysningerne i ledelsesberetningen er i overensstemmelse med perioderegnskabet.

Statement on Management's Review

We have read Management's Review in accordance with the Danish Financial Statements Act. We have not performed any procedures additional to the audit of the Interim Financial Statements. On this basis, in our opinion, the information provided in Management's Review is in accordance with the Interim Financial Statements.

Aalborg, den 13. februar 2013
Aalborg, 13 February 2013
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab

Michael Stenskrog
statsautoriseret revisor
State Authorised Public Accountant

Henrik Trangeled Kristensen
statsautoriseret revisor
State Authorised Public Accountant

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Selskabsoplysninger
Company Information

Selskabet ***The Company***	Asetek A/S Saltumvej 27 DK-9700 Brønderslev CVR-nr.: 34 88 05 22 *CVR No:* Regnskabsperiode: 6. december 2012 - 31. januar 2013 *Financial period: 6 December 2012 - 31 January 2013* Hjemstedskommune: Brønderslev *Municipality of reg. office:*
Bestyrelse ***Board of Directors***	Samuel Ruben Szteinbaum, formand *(Chairman)* Ib Sønderby Larsen Gregers Kronborg Jørgen Smidt André Sloth Eriksen Alexander Shen-Wee Wong Chris James Christopher Henri Pascal Yves Richard
Direktion ***Executive Board***	André Sloth Eriksen, CEO Peter Dam Madsen, CFO
Revision ***Auditors***	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Skelagervej 1A DK-9000 Aalborg

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Beretning
Review

Perioderegnskabet for Asetek A/S for perioden 6. december 2012 - 31. januar 2013 er aflagt i overensstemmelse med årsregnskabslovens bestemmelser for virksomheder i regnskabsklasse B.

The Interim Financial Statements of Asetek A/S for the period 6 December 2012 - 31 January 2013 have been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

Hovedaktivitet

Selskabets formål er at drive udviklingsvirksomhed, produktion og handel, herunder ved besiddelse af ejerandele i datterselskaber, samt al virksomhed, som efter bestyrelsens skøn er beslægtet hermed.

Main activity

The Company's objects are to carry out business in the fields of development, manufacturing and marketing, including by way of holding shares in subsidiaries, and any other activities that the Board of Directors deems to be ancillary or related thereto.

Udvikling i perioden

Selskabets resultatopgørelse for perioden 6. december 2012 - 31. januar 2013 udviser et resultat på DKK -25.000, og selskabets balance pr. 31. januar 2013 udviser en egenkapital på DKK 475.000.

Stiftelsesomkostninger udgør DKK 0.

Development in the period

The income statement of the Company for the period 6 December 2012 - 31 January 2013 shows a loss of DKK 25,000, and at 31 January 2013 the balance sheet of the Company shows equity of DKK 475,000.

Initial expenses incured amounts to DKK 0.

Usikkerhed ved indregning og måling

Selskabets ledelse er af den opfattelse, at der ikke er signifikante usikkerheder omkring indregningen og målingen af de i perioderegnskabet anførte poster.

Uncertainty relating to recognition and measurement

The Company's management believes that there are no significant uncertainties related to the recognition and measurement of the entries to the Interim Financial Statements.

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Beretning
Review

Begivenheder efter balancedagen

Det forventes, at selskabet på en generalforsamling til afholdelse den 13. februar 2013 vil træffe beslutning om at nedsætte dets selskabskapital med nominelt DKK 385.000, idet Asetek Holdings, Inc. samtidig vederlagsfrit overdrager dets resterende beholdning af aktier i selskabet (svarende til nominelt DKK 115.000) til selskabet, hvorefter selskabet har en beholdning egne aktier på nominelt DKK 115.000.

I umiddelbar tilknytning til kapitalnedsættelsen og på samme generalforsamling, forventes der truffet beslutning om at forhøje selskabets selskabskapital med nominelt DKK 923.845,70 fra nominelt DKK 115.000 til nominelt DKK 1.038.845,70 ved apportindskud af samtlige aktier i Asetek Holdings, Inc.

I konsekvens heraf, vil selskabets nuværende moderselskab, Asetek Holdings, Inc., blive et datterselskab af selskabet.

Selskabet vil herefter være moderselskab i Asetek koncernen.

Selskabet er under forberedelse til børsnotering, der forventes gennemført i marts 2013.

Subsequent events

It is expected that at a general meeting to be held 13 February 2013, the Company will decide to lower its share capital by nominally DKK 385,000 insofar Asetek Holdings, Inc. simultaneously cost free transfers its remaining shares in the Company (corresponding to nominally DKK 115,000) to the Company, from which point the Company owns normally DKK 115,000 treasure shares.

In immediate connection with the reduction of share capital and at the same general meeting, it is expected to be decided to increase the Company's share capital by nominally DKK 923,845.70 from nominally DKK 115,000 to nominally DKK 1,038,845.70 by a contribution in kind of all shares of Asetek Holdings, Inc.

Consequently, the Company's current parent, Asetek Holdings, Inc., will become a subsidiary of the Company.

The Company will henceforth be the parent of the Asetek group of companies.

The Company is preparing for a public offering which is expected to be carried out during March 2013.

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Resultatopgørelse 6. december 2012 - 31. januar 2013
Income Statement 6 December 2012 - 31 January 2013

	Note	06 DEC 12 - 31 JAN 13 DKK
Andre eksterne omkostninger *Other external expenses*		25.000
Resultat før skat ***Profit/loss before tax***		**-25.000**
Skat af periodens resultat *Tax on profit/loss for the period*		0
Periodens resultat ***Net profit/loss for the period***		**-25.000**

Resultatdisponering
Distribution of profit

Forslag til resultatdisponering ***Proposed distribution of profit***	
Foreslået udbytte for perioden *Proposed dividend for the period*	0
Overført resultat *Retained earnings*	-25.000
	-25.000

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Balance 31. januar 2013
Balance Sheet 31 January 2013

Aktiver
Assets

	Note	31 JAN 2013 DKK
Likvide beholdninger ***Cash at bank and in hand***		**500.000**
Omsætningsaktiver ***Currents assets***		**500.000**
Aktiver ***Assets***		**500.000**

Passiver
Liabilities and equity

	Note	31 JAN 2013 DKK
Selskabskapital *Share capital*		500.000
Overført resultat *Retained earnings*		-25.000
Egenkapital ***Equity***	1	**475.000**
Anden gæld *Other payables*		25.000
Kortfristede gældsforpligtelser ***Short-term debt***		**25.000**
Gældsforpligtelser ***Debt***		**25.000**
Passiver ***Liabilities and equity***		**500.000**
Ejerforhold *Ownership*	2	

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Noter til perioderegnskabet
Notes to the Interim Financial Statements

1 Egenkapital
Equity

	Selskabskapital *Share capital* DKK	Overført resultat *Retained earnings* DKK	I alt *Total* DKK
Egenkapital 6. december 2012 *Equity at 6 December 2012*	0	0	0
Aktier udstedt ved selskabets stiftelse *Shares issued upon formation of the company*	500.000	0	500.000
Periodens resultat *Net profit/loss for the period*	0	-25.000	-25.000
Egenkapital 31. januar 2013 ***Equity at 31 January 2013***	**500.000**	**-25.000**	**475.000**

Selskabskapitalen består af 5.000.000 aktier á nominelt DKK 0,10. Ingen aktier er tillagt særlige rettigheder.

The share capital consists of 5,000,000 shares of a nominal value of DKK 0.10. No shares carry any special rights.

Ved generalforsamling afholdt 22. januar 2013 blev selskabets aktier ændret således, at den nominelle værdi blev ændret fra DKK 1.00 til DKK 0.10 pr. styk.

At a general meeting held on 22 January 2013, the nominal value of each of the Company's shares was reduced from DKK 1.00 to DKK 0.10.

2 Ejerforhold
Ownership

Følgende kapitalejer er noteret i selskabets ejerbog som ejende minimum 5% af stemmerne eller minimum 5% af selskabskapitalen:

The following shareholders are recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

- Asetek Holdings, Inc., Delaware, USA.

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Regnskabspraksis
Accounting Policies

Regnskabsgrundlag

Perioderegnskabet for Asetek A/S for perioden 6. december 2012 - 31. januar 2013 er udarbejdet i overensstemmelse med årsregnskabslovens bestemmelser for virksomheder i regnskabsklasse B.

Perioderegnskab for perioden 6. december 2012 - 31. januar 2013 er aflagt i DKK.

Generelt om indregning og måling

Indtægter indregnes i resultatopgørelsen i takt med, at de indtjenes. Herudover indregnes værdireguleringer af finansielle aktiver og forpligtelser, der måles til dagsværdi eller amortiseret kostpris. Endvidere indregnes i resultatopgørelsen alle omkostninger, der er afholdt for at opnå periodens indtjening, herunder afskrivninger, nedskrivninger og hensatte forpligtelser samt tilbageførsler som følge af ændrede regnskabsmæssige skøn af beløb, der tidligere har været indregnet i resultatopgørelsen.

Aktiver indregnes i balancen, når det er sandsynligt, at fremtidige økonomiske fordele vil tilflyde selskabet, og aktivets værdi kan måles pålideligt.

Forpligtelser indregnes i balancen, når det er sandsynligt, at fremtidige økonomiske fordele vil fragå selskabet, og forpligtelsens værdi kan måles pålideligt.

Ved første indregning måles aktiver og forpligtelser til kostpris. Efterfølgende måles aktiver og forpligtelser som beskrevet for hver enkelt regnskabspost nedenfor.

Basis of Preparation

The Interim Financial Statements of Asetek A/S for the period 6 December 2012 - 31 January 2013 have been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The Interim Financial Statements for the period 6 December 2012 - 31 January 2013 is presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the period are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

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Regnskabspraksis
Accounting Policies

Omregning af fremmed valuta

Transaktioner i fremmed valuta omregnes til transaktionsdagens kurs. Valutakursdifferencer, der opstår mellem transaktionsdagens kurs og kursen på betalingsdagen, indregnes i resultatopgørelsen som en finansiel post. Hvis valutapositioner anses for sikring af fremtidige pengestrømme, indregnes værdireguleringerne direkte på egenkapitalen.

Tilgodehavender, gæld og andre monetære poster i fremmed valuta, som ikke er afregnet på balancedagen, måles til balancedagens valutakurs. Forskellen mellem balancedagens kurs og kursen på tidspunktet for tilgodehavendets eller gældens opståen indregnes i resultatopgørelsen under finansielle indtægter og omkostninger.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Resultatopgørelsen

Andre eksterne omkostninger

Andre eksterne omkostninger indeholder omkostninger til administration mv.

Finansielle poster

Finansielle indtægter og omkostninger indregnes i resultatopgørelsen med de beløb, der vedrører perioden.

Skat af periodens resultat

Skat af periodens resultat, som består af periodens aktuelle skat og forskydning i udskudt skat, indregnes i resultatopgørelsen med den del, der kan henføres til periodens resultat, og direkte på egenkapitalen med den del, der kan henføres til posteringer direkte på egenkapitalen.

Income Statement

Other external expenses

Other external expenses comprise expenses for administration, etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the period.

Tax on profit/loss for the year

Tax for the period consists of current tax for the period and deferred tax for the period. The tax attributable to the profit for the period is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Regnskabspraksis
Accounting Policies

Selskabet er sambeskattet med danske koncernvirksomheder. Den danske selskabsskat fordeles mellem de sambeskattede danske selskaber i forhold til disses skattepligtige indkomster.

Balancen

Egenkapital

Udbytte

Udbytte, som ledelsen foreslår uddelt for perioden, vises som en særskilt post under egenkapitalen.

Udskudte skatteaktiver og -forpligtelser

Udskudt skat måles efter den balanceorienterede gældsmetode af midlertidige forskelle mellem regnskabsmæssig og skattemæssig værdi af aktiver og forpligtelser, opgjort på grundlag af den planlagte anvendelse af aktivet, henholdsvis afvikling af forpligtelsen.

Udskudte skatteaktiver, herunder skatteværdien af fremførselsberettiget skattemæssigt underskud, måles til den værdi, hvortil aktivet forventes at kunne realiseres, enten ved udligning i skat af fremtidig indtjening eller ved modregning i udskudte skatteforpligtelser inden for samme juridiske skatteenhed.

Udskudt skat måles på grundlag af de skatteregler og skattesatser, der med balancedagens lovgivning vil være gældende, når den udskudte skat forventes udløst som aktuel skat. Ændring i udskudt skat, som følge af ændringer i skattesatser, indregnes i resultatopgørelsen.

The Company is jointly taxed with Danish group companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance Sheet

Equity

Dividend

Dividend distribution proposed by Management for the period is disclosed as a separate equity item.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Regnskabspraksis
Accounting Policies

Aktuelle skattetilgodehavender og -forpligtelser

Aktuelle skatteforpligtelser og tilgodehavende aktuel skat indregnes i balancen som beregnet skat af periodens skattepligtige indkomst reguleret for skat af tidligere års skattepligtige indkomster samt for betalte acontoskatter. Tillæg og godtgørelse under acontoskatteordningen indregnes i resultatopgørelsen under finansielle poster.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the period adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Finansielle gældsforpligtelser

Øvrige gældsforpligtelser måles til amortiseret kostpris, der i al væsentlighed svarer til nominel værdi.

Financial debts

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Appendix F APPLICATION FORM FOR THE RETAIL OFFERING

Application Form for the Retail Offering in ASETEK A/S

Retail Application Offices:

Carnegie AS
PO Box 684 Sentrum, 0106 Oslo, Norway
Tel: +47 22 00 93 00 / Fax: +47 22 00 99 60
E-mail: subscriptions@carnegie.no
www.carnegie.no

Arctic Securities ASA
PO Box 1833 Vika, 0123 Oslo, Norway
Tel: +47 21 01 30 40 / Fax: +47 21 01 31 36
E-mail: settlement@arcticsec.no
www.arcticsec.no

General: The terms and conditions of the Retail Offering by Asetek A/S (**"Asetek"** or the "**Company**") are set out in the prospectus dated 4 March 2013 (the "**Prospectus**"). Words and expressions which are defined in the Prospectus shall have the same meaning when used herein.

Application procedure: Application Forms may be sent by mail or e-mail, faxed or delivered to one of the Application Offices for the Retail Offering in the period from 5 March to 12:00 CET on 15 March 2013 (the "**Retail Application Period**"). Subject to any changes in the Retail Application Period, properly completed Application Forms must be received by one of the Application Offices by 12:00 CET on 15 March 2013 in order to be considered. Norwegian investors in the Retail Offering may also apply for Offer Shares on www.carnegie.no and www.arcticsec.no within the expiry of the Retail Application Period.

The Retail Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 499,999 for each applicant. Neither the Company nor the Managers may be held responsible for postal delays, unavailable fax lines, unavailable internet lines or servers or other logistical or technical problems that may result in applications not being received in time or at all by an Application Office. Application Forms received after the end of the Retail Application Period and/or incomplete or incorrect Application Forms, as well as any application that may be unlawful, may be disregarded at the sole discretion of the Board of Directors of the Company and the Managers without notice to the Applicant. By signing and submitting this Application Form, the Applicant confirms to have read the Prospectus and to be eligible to apply for Offer Shares in the Retail Offering under the terms set forth in the Prospectus, and grants the Managers an irrevocable authorisation to subscribe for the Offer Shares allocated to the Applicant on the Applicant's behalf. An application is irrevocable and may not be withdrawn, cancelled or modified once it has been received by one of the Application Offices. Multiple applications (i.e. applications on more than one Application Form) are not allowed. In the event an Applicant, or his personally related parties, submits two or more Application Forms, the Applicant runs the risk of either having the multiple applications accumulated or either of, or all of the applications annulled at the discretion of the Company. The applicants must satisfy the applicable requirements under the Norwegian Money Laundering Act No. 11 of 6 March 2009.

Indicative Price Range, Offer Price and Discount: A non-binding Indicative Price Range of NOK 33 to NOK 40 has been set for the Offer Shares. The final Offer Price may be above, below or within this price range. Notice of any change to the non-binding Indicative Price Range will be given through the information system of Oslo Børs under the Company's ticker "ASETEK". The application can be made conditional upon the final Offer Price not exceeding NOK 40, being the high end of the Indicative Price Range (i.e. disregarding any changes in the Indicative Price Range). If the application is made subject to such condition, and the final Offer Price exceeds the high end of the Indicative Price Range, the Applicant will not be allotted Offer Shares. If the application is not made subject to such condition, the application will be binding irrespective of the final Offer Price. The final Offer Price will be determined at the end of the Bookbuilding Period in a meeting of the Board of Directors expected to be held on or about 17 March 2013 and will be announced through Oslo Børs' information system under the Company's ticker "ASETEK" and in the allocation letters. Each Applicant being allotted Offer Shares will be granted a fixed discount of NOK 1,500, regardless of the number of Offer Shares subscribed and allocated.

Allocation of Offer Shares: The Board of Directors of the Company will allocate the Offer Shares in accordance with the principles of allocation set out in the Prospectus. All Applicants being allotted Offer Shares in the Retail Offering will receive a letter confirming the number of Offer Shares allotted and the corresponding amount to be paid. These letters are expected to be mailed on or about 18 March 2013.

Payment: The payment for Offer Shares allocated to an Applicant falls due on 19 March 2013 (the "**Payment Date**"). By signing this Application Form, the Applicant grants the Managers an irrevocable one-time authorisation to debit the total amount payable for the Offer Shares which are allocated to the Applicant from the bank account designated by the Applicant below. The amount is expected to be debited on 19 March 2013. The entire subscription amount payable must be available on the designated bank account no later than 18 March 2013. The Managers are only authorised to debit such account once, but reserve the right to make up to three debit attempts, and the authorisation will be valid for up to seven working days after the Payment Date. If there are insufficient funds in an Applicant's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made, or if proper and timely payment is not otherwise made, the Applicant's obligation to pay for the Offer Shares will be deemed overdue. Applicants who do not have a Norwegian bank account must contact the Managers to arrange for payment.

Delivery of Offer Shares: It is expected that the share capital increase pertaining to the Offering will be registered in the Danish Business Authority on or about 19 March 2013, and that delivery of allocated and paid Offer Shares will take place on or about 20 March 2013. An Applicant will not under any circumstances be entitled to sell or transfer its Offer Shares until these shares have been paid in full by such Applicant. The Company expects that the Offer Shares will be listed on Oslo Børs, or alternatively Oslo Axess, on or about 20 March 2013.

Regulatory restrictions: The Retail Offering is directed to investors in Norway only.

PLEASE SEE PAGE 2 OF THIS APPLICATION FORM FOR OTHER PROVISIONS THAT ALSO APPLY TO THE APPLICATION

Applicant's VPS-account number (12 digits)	Amount in NOK applied for: (minimum application amount NOK 10,500 - maximum application amount NOK 499,999)

Optional: My/our application is conditional upon the final Offer Price not exceeding the Indicative Price Range as included in this Application Form (insert cross) (**only to be completed if the application is conditional upon the final Offer Price not exceeding NOK 40, being the high end of the Indicative Price Range**): ☐

Irrevocable one-time authorisation for debiting bank account (required information for Applicants with a Norwegian bank account):

The undersigned hereby grants an irrevocable authorisation to the Managers to debit the Norwegian bank account set out herein for the total subscription amount for the Offer Shares allocated (number of allocated Offer Shares multiplied by the Offer Price)	**Bank account (11 digits)**

In accordance with the terms and conditions set out in the Prospectus and this Application Form, I/we hereby irrevocably apply for a number of Offer Shares equal to the application amount specified above, and grant the Managers authorisation to on my/our behalf subscribe for the Offer Shares allocated and authorise the Managers to debit the bank account specified above for the Offer Shares allocated to me/us.

Place and date of application (must be dated within the Retail Application Period)	Binding signature. The Applicant must have legal capacity. When signed on behalf of another person, evidence of authority must be enclosed.

DETAILS OF SUBSCRIBER (REQUIRED INFORMATION)

Applicant's first name:
Applicant's surname/firm, etc.:
Street address etc. (private Applicants: home address), Postal code and area:
Nationality:
Date of birth/national ID/business registration number:
Telephone (at day time)/telefax/e-mail:

Regulatory Issues: In accordance with the Markets in Financial Instruments Directive ("MiFID") of the European Union, Norwegian law imposes requirements in relation to business investments. In this respect the Managers must categorize all new clients in one of three categories: eligible counterparties, professional and non-professional clients. All applicants in the Retail Offering who are not existing clients of the Managers will be categorized as non-professional clients. Applicants can by written request to the Managers ask to be categorized as a professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act. For further information about the categorization, the applicant may contact Carnegie AS (PO Box 684 Sentrum, 0106 Oslo, Norway, www.carnegie.no) or Arctic Securities ASA (PO Box 1833 Vika, 0123 Oslo, Norway, www.arcticsec.no). **The Applicant represents that he/she/it is capable of evaluating the merits and risks of an investment decision to invest in the Company by subscribing for Offer Shares, and is able to bear the economic risk, and to withstand a complete loss, of an investment in the Offer Shares.**

Selling and Transfer Restrictions: The attention of persons who wish to subscribe for Offer Shares is drawn to section 5 of the Prospectus ("The Offering"). No one has taken any action that would permit a public offering of Shares to occur outside of Norway, and there will be no public offer of the Offer Shares outside of Norway. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. The Offer Shares have not been registered and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or with any regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged or otherwise transferred, directly or indirectly, within the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. All offers and sales of the Offer Shares in the Retail Offering will be made outside the United States in reliance on Regulation S under the US Securities Act.

The Company has not authorised any offer to the public of its securities in any Member State of the European Economic Area other than Norway. With respect to each Member State of the European Economic Area other than Norway and which has implemented the EU Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any acceptance of any application from outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.

Execution Only: The Managers will treat this Application Form as an execution-only instruction. The Managers are not required to determine whether an investment in the Offer Shares is appropriate or not for the Applicant. Hence, the Applicant will not benefit from the protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information Exchange: The Applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Commercial Banks Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of the Managers as well as between the Managers and the other entities in the Managers' respective groups. This may entail that other employees of the Managers or the Managers' respective groups may have information that may be relevant to the Applicant, but which the Managers will not have access to in their capacity as Managers for the Retail Offering.

Information Barriers: The Managers are securities firms that offer a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from the respective Managers' corporate finance departments by information walls. The Applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the Applicant's interests with regard to transactions of the Offer Shares as a consequence of such information walls.

Mandatory Anti-Money Laundering Procedures: The Retail Offering is subject to the Norwegian Money Laundering Act No. 11 of March 6, 2009 and the Norwegian Money Laundering Regulations No. 302 of March 13, 2009 (collectively the "Anti-Money Laundering Legislation"). Applicants who are not registered as existing customers with the Managers must verify their identity in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Application Form are exempted, unless verification of identity is requested by any of the Managers. The verification of identity must be completed prior to the end of the Retail Application Period. Applicants that have not completed the required verification of identity may not be allocated Offer Shares. Further, in participating in the Retail Offering, each Applicant must have a VPS account. The VPS account number must be stated on the Application Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. Non-Norwegian investors may, however, use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Financial Services Authority of Norway. Establishment of a VPS account requires verification of identity before the VPS registrar in accordance with the Anti-Money Laundering Legislation.

Investment decisions based on full Prospectus: Investors must neither accept any offer for, nor acquire any Offer Shares, on any other basis than on the complete Prospectus.

Stabilisation: In connection with the Offering, the Managers (or persons acting on behalf of the Managers) may over-allot shares or effect transactions with a view to supporting the market price of the shares at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the final price of the Offer Shares is made and, if begun, may be ended at any time, but no later than 30 days after allotment of the Offer Shares.

Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service the banks in Norway provide in cooperation. In the relationship between the payer and the payer's bank the following standard terms and conditions will apply:

a) The service "Payment by direct debiting – securities trading" is supplemented by the account agreement between the payer and the payer's bank.
b) Costs related to the use of "Payment by direct debiting – securities trading" appear from the bank's prevailing price list, account information and/or information given by other appropriate manner. The bank will charge the indicated account for costs incurred.
c) The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
d) In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Norwegian Financial Contracts Act, the payer's bank shall assist if the payer withdraws a payment instruction that has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
e) The payer cannot authorise payment of a higher amount than the funds available on the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall immediately be covered by the payer.
f) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.
g) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Norwegian Financial Contracts Act.

Overdue Payment: Overdue and late payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 8.50% per annum. If an Applicant fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Public Limited Companies Act and at the discretion of Managers, not be delivered to the Applicant. The non-paying Applicants will remain fully liable for the amount payable for the Offer Shares allocated to them, irrespective of such payment by the Managers. The Managers reserve the right to sell (at the expense and risk of the Applicant) and/or assume ownership of the Offer Shares, as the case may be, from and including the fourth day after the Payment Date without further notice to the Applicant in question in accordance with Section 10-12 (4) no. 3 and section 2-13 (3) of the Norwegian Public Limited Companies Act if payment has not been received within the third day after the Payment Date. If the Offer Shares are sold on behalf of the Applicant, the Applicant will be liable for any loss, costs, charges and expenses suffered or incurred by the Company and the Managers as a result of or in connection with such sales, and the Company and/or the Managers may enforce payment in accordance with applicable law.

Appendix G APPLICATION FORM FOR THE RETAIL OFFERING IN NORWEGIAN

Bestillingsblankett for Offentlig Tilbud i ASETEK A/S

Tilretteleggernes forretningsadresse:

Carnegie AS
PO Box 684 Sentrum, 0106 Oslo, Norge
Tel: +47 22 00 93 00 / Fax: +47 22 00 99 60
E-mail: subscriptions@carnegie.no
www.carnegie.no

Arctic Securities ASA
PO Box 1833 Vika, 0123 Oslo, Norge
Tel: +47 21 01 30 40 / Fax: +47 21 01 31 36
E-mail: settlement@arcticsec.no
www.arcticsec.no

Generelt: Vilkårene for det Offentlige Tilbudet i Asetek A/S (**"Asetek"** eller "**Selskapet**") fremgår av Prospektet datert 4. mars 2013 ("**Prospektet**"). Alle definerte ord og uttrykk (angitt med stor bokstav) som ikke er definert i denne bestillingsblanketten, skal ha samme betydning som i Prospektet.

Bestilling av Tilbudsaksjer: Bestillingsblankett kan sendes via post eller e-post, fakses eller leveres til en av Tilretteleggernes forretningsadresser for det Offentlige Tilbudet i perioden 5. mars til kl. 12.00 15. mars 2013 (den "**Offentlige Bestillingsperioden**"). Med forbehold om eventuelle endringer i den Offentlige Bestillingsperioden, må korrekt utfylt Bestillingsblankett være mottatt av en av Tilretteleggerne innen kl. 12.00 15. mars 2013 for å bli vurdert. Norske investorer i det Offentlige Tilbudet kan også bestille Tilbudsaksjer på www.carnegie.no og www.arcticsec.no innen utløpet av den Offentlige Bestillingsperioden.

Det Offentlige Tilbudet er gjenstand for en minimumsbestilling på et beløp stort NOK 10 500 og maksimumsbestilling for et beløp stort NOK 499 999 pr. bestiller. Verken Selskapet eller Tilretteleggerne kan bli holdt ansvarlige for forsinkelser i posten, utilgjengelige fakslinjer, utilgjengelige internettlinjer eller servere eller andre logistikkmessige eller tekniske problemer som kan medføre at bestillingene ikke blir mottatt i tide eller i det hele tatt av Tilretteleggerne. Bestillingsblanketter mottatt etter utløpet av den Offentlige Bestillingsperioden og/eller ufullstendige eller uriktige Bestillingsblanketter, så vel som enhver bestilling som ikke er lovlig, kan bli sett bort i fra etter Styrets, Selskapets eller Tilretteleggernes eget skjønn uten å gi beskjed til Bestilleren. Ved å signere og sende inn denne Bestillingsblanketten, bekrefter Bestilleren å ha lest Prospektet samt at han er kvalifisert til å bestille Tilbudsaksjer i det Offentlige Tilbudet på de vilkår som følger av Prospektet, og gir herved Tilretteleggerne en fullmakt til å tegne Tilbudsaksjer som er allokert til Bestilleren på Bestillerens vegne. En bestilling er ugjenkallelig og kan ikke trekkes tilbake, kanselleres eller endres etter at den har blitt mottatt av en av Tilretteleggerne. Flere bestillinger (dvs. bestillinger på mer enn én Bestillingsblankett) er ikke tillatt. I det tilfellet at en Bestiller, eller hans personlige nærstående, sender inn to eller flere Bestillingsblanketter, løper Bestilleren risiko for at flere bestillinger blir akkumulert eller en eller alle bestillingene blir annullert etter Selskapets eget skjønn. Bestillere må tilfredsstille de gjeldende reglene som følger av lov av 6. mars 2009 nr. 11 om tiltak mot hvitvasking og terrorfinansiering.

Indikativt Prisintervall, Tilbudspris og Rabatt: Et ikke-bindende Indikativt Prisintervall på NOK 33 til NOK 40 har blitt satt for Tilbudsaksjene. Den endelige Tilbudsprisen kan ende over, under eller innenfor dette prisintervallet. Informasjon om enhver endring i det ikke-bindende Prisintervallet vil bli gitt gjennom informasjonssystemet til Oslo Børs under Selskapets ticker "ASETEK". Bestillingen kan bli gjort betinget av at den endelige Tilbudsprisen ikke overstiger NOK 40, altså i det øvre sjiktet av det Indikative Prisintervallet (dvs. bortsett fra endringer i det Indikative Prisintervallet). Dersom bestillingen gjøres på en slik betingelse, og den endelige Tilbudsprisen overstiger det øvre sjiktet av det Indikative Prisintervallet, vil ikke Bestilleren bli tildelt Tilbudsaksjer. Dersom bestillingen ikke gjøres med en slik betingelse, vil bestillingen være bindende uavhengig av den endelige Tilbudsprisen. Den endelige Tilbudsprisen vil bli satt etter utløpet av Bookbuildingperioden på styremøte som er planlagt avholdt på eller omkring 17. mars 2013 og vil bli annonsert via Oslo Børs informasjonssystem under Selskapets ticker "ASETEK" og i tildelingsbrevene. Hver Bestiller som får tildelt Tilbudsaksjer vil få en fast rabatt på NOK 1 500, uavhengig av antallet Tilbudsaksjer som er tegnet og tildelt.

Tildeling av Tilbudsaksjer: Styret i Selskapet vil tildele Tilbudsaksjene i samsvar med prinsippene for tildeling som er beskrevet i Prospektet. Alle Bestillere som får tildelt Tilbudsaksjer i det Offentlige Tilbudet vil motta et brev som bekrefter antallet Tilbudsaksjer som er tildelt og tilsvarende beløp som skal betales. Disse brevene forventes å bli sendt på eller omkring 18. mars 2013.

Betaling: Betaling for Tilbudsaksjene som tildeles Bestilleren forfaller 19. mars 2013 ("**Forfallsdato**"). Ved å signere denne Bestillingsblanketten, gir Bestilleren Tilretteleggerne en ugjenkallelig en-gangs tillatelse til å debitere det totale beløpet som skal betales for Tilbudsaksjene som er tildelt Bestilleren fra den bankkontoen som Bestilleren har angitt nedenfor. Beløpet forventes å bli debitert 19. mars 2013. Det fulle tegningsbeløpet som skal betales må være på den angitte bankkontoen innen 18. mars 2013. Tilretteleggerne har kun tillatelse til å debitere kontoen en gang, men forbeholder seg retten til å foreta opp til tre forsøk på debitering og tillatelsen vil gjelde opp til syv virkedager etter Forfallsdato. Dersom det ikke er tilstrekkelig dekning på Bestillerens bankkonto eller hvis det av andre grunner er umulig å debitere fra bankkontoen når debiteringsforsøket gjøres, eller hvis korrekt og rettidig betaling av annen grunn ikke foretas, vil Bestillerens plikt til å betale for Tilbudsaksjene anses for å være over forfall. Bestillere som ikke har norsk bankkonto må ta kontakt med Tilretteleggerne for å legge til rette for betaling.

Levering av Tilbudsaksjene: Det er forventet at kapitalforhøyelsen knyttet til Tilbudet vil bli registrert i det danske foretaksregisteret (Erhvervsstyrelsen) på eller omkring 19. mars 2013, og at levering av tildelte og betalte Tilbudsaksjer vil skje på eller omkring 20. mars 2013. En Bestiller vil ikke under noen omstendighet ha rett til å selge eller overføre sine Tilbudsaksjer før disse har blitt betalt av Bestilleren. Selskapet forventer at Tilbudsaksjene vil bli notert på Oslo Børs, alternativt Oslo Axess på eller omkring 20. mars 2013.

Regulatoriske begrensninger: Det Offentlige Tilbudet rettes kun mot investorer i Norge.

VENNLIGST SE SIDE 2 AV DENNE BESTILLINGSBLANKETTEN FOR ANDRE REGLER SOM GJELDER BESTILLINGEN

Bestillerens VPS-kontonummer (12 siffer)	Beløp i NOK som det bestilles for: (minimumsbeløp stort NOK 10 500 - maksimumsbeløp stort NOK 499 999)

Valgfritt: Min/vår bestilling er betinget av at den endelige Tilbudsprisen ikke overstiger det Indikative Prisintervallet som inkludert i denne Bestillingsblanketten (sett kryss) **(Skal kun gjøres dersom bestillingen er betinget av at den endelige Tilbudsprisen ikke overstiger NOK 40, dvs. i det øvre sjiktet av det Indikative Prisintervallet)**: ☐

Ugjenkallelig en-gangs tillatelse til å debitere bankkonto (påkrevd informasjon for Bestillere med norsk bankkonto):

Undertegnede gir herved en ugjenkallelig tillatelse til at Tilretteleggerne kan debitere den norske bankkontoen som her er angitt for det totale tegningsbeløpet for Tilbudsaksjene som er tildelt (antallet tildelte Tilbudsaksjer multiplisert med Tilbudsprisen)	**Bankkontonummer (11 siffer)**

I samsvar med de vilkår som fremgår av Prospektet og denne Bestillingsblanketten, bestiller jeg/vi herved et antall Tilbudsaksjer tilsvarende bestillingsbeløpet som angitt ovenfor, og gir Tilretteleggerne tillatelse til å på mine/våre vegne tegne de tildelte Tilbudsaksjer samt tillatelse til å debitere bankkontoen som angitt ovenfor for Tilbudsaksjene som er tildelt meg/oss.

Sted og dato for bestilling (må være innenfor den Offentlige Tilbudsperioden)	Bindende signatur. Bestilleren må ha rettslig handleevne. Når det signeres på vegne av en annen person må bevis på fullmakt være vedlagt.

TEGNERS DETALJER (PÅKREVD INFORMASJON)

Bestillers fornavn:
Bestillers etternavn /selskap, etc.:
Gateadresse etc. (personlige Bestillere: hjemmeadresse), Postnummer og sted:
Nasjonalitet:
Fødselsdato /nasjonalt id-nummer/organisasjonsnummer:
Telefon (på dagtid)/telefax/e-post:

Regulatoriske forhold: I henhold til EUs Markets in Financial Instruments Directive ("MiFID"), stiller norsk rett visse krav i tilknytning til investeringer. I den anledning må Tilretteleggerne kategorisere alle nye kunder i en av tre kategorier: kvalifiserte motparter, profesjonelle og ikke- profesjonelle kunder. Alle Bestillere i det Offentlige Tilbudet som ikke er eksisterende kunder av Tilretteleggerne vil bli kategorisert som ikke-profesjonelle kunder. Bestillere kan skriftlig anmode Tilretteleggerne om å bli kategorisert som profesjonell kunde dersom bestilleren oppfyller vilkårene i verdipapirhandelloven. For ytterligere informasjon om kategorisering kan bestilleren kontakte Carnegie AS (PO Box 684 Sentrum, 0106 Oslo, Norge, www.carnegie.no) eller Arctic Securities ASA (PO Box 1833 Vika, 0123 Oslo, Norge, www.arcticsec.no). **Bestilleren bekrefter at han/hun/det er i stand til å vurdere fordeler og risiko ved en investeringsbeslutning om å investere i Selskapet ved å tegne Tilbudsaksjer, og er i stand til å bære den økonomiske risikoen, og til å bære et totalt tap på en investering i Tilbudsaksjer.**

Salgsrestriksjoner: Tilbudet er underlagt salgsrestriksjoner i enkelte jurisdiksjoner, se Prospektet, kapittel 5 "The Offering" for en komplett liste over salgsrestriksjoner. Verken Selgende Aksjonær eller Selskapet påtar seg noe ansvar dersom noen bryter disse restriksjonene. Tilbudsaksjene har ikke vært, og vil ikke bli, registrert i henhold til United States Securities Act av 1933 med endringer ("Securities Act") eller i henhold til noen verdipapirlovgivning i noen stat eller annen jurisdiksjon i USA og kan ikke tas opp, tilbys, selges, videreselges, overføres, levereres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra USA bortsett fra i henhold til et gjeldende unntak fra, eller i en transaksjon som ikke er underlagt, registreringsbestemmelsene i Securities Act og i overensstemmelse med verdipapirlovgivningen i enhver stat eller annen jurisdiksjon i USA. Det vil ikke forekomme noe offentlig tilbud i USA. Tilbudsaksjene vil, og kan ikke, tilbys, selges, videreselges, overføres, leveres eller distribueres, verken direkte eller indirekte, innenfor, til eller fra noen jurisdiksjon der tilbud eller salg av Tilbudsaksjer ikke er tillatt, eller til, eller på regningen til eller til fordel for, enhver person med registrert adresse i, eller som bor eller vanligvis bor i, eller er innbygger i, noen jurisdiksjon der tilbud eller salg ikke er tillatt, bortsatt fra i henhold til et gjeldende unntak. I dette Offentlige Tilbudet tilbys og selges Tilbudsaksjene utenfor USA innenfor betydningen av og i henhold til unntaket fra registreringskravet i Regulation S i Securities Act.

Det er ikke gitt tillatelse til noe offentlig tilbud av Selskapets verdipapirer i noe medlemsland av det europeiske økonomiske samarbeidsområdet bortsett fra Norge. Når det gjelder andre medlemsland i det Europeiske Økonomiske Samarbeidsområdet enn Norge som har implementert Prospektdirektivet (kalt "Aktuelle Medlemsland"), har det ikke og vil ikke bli gjort noe for å fremsette et offentlig tilbud av Selskapets verdipapirer som krever publisering av et prospekt i noen av de Aktuelle Medlemsland. Alle tilbud utenfor Norge vil derfor skje i henhold til unntak fra krav om prospekt.

Kun ordreutførelse: Tilretteleggerne vil behandle bestillingen av Tilbudsaksjer som en instruksjon om utførelse av ordre ("execution only") fra bestilleren, ettersom Tilretteleggerne ikke vil være i stand til å avgjøre om bestillingen er hensiktsmessig for bestilleren. Bestilleren vil derfor ikke kunne påberope seg verdipapirhandellovens regler om investorbeskyttelse.

Informasjonsutveksling: Tegneren bekrefter å være inneforstått med at det i henhold til verdipapirhandelloven og forretningsbankloven samt utenlandsk lovgivning som gjelder for Tilretteleggerne, er påbud om hemmelighold mellom de ulike enhetene hos Tilretteleggerne, samt mellom Tilretteleggerne og de øvrige enheter i Tilretteleggernes respektive konserner. Dette kan bety at andre ansatte hos Tilretteleggerne eller i Tilretteleggernes respektive konserner kan være i besittelse av informasjon som kan være relevant for Bestilleren og for vurderingen av Tilbudsaksjene, men som Tilretteleggerne ikke vil ha adgang til i egenskap av Tilretteleggere for Tilbudet.

Informasjonssperrer: Tilretteleggerne er verdipapirforetak som tilbyr et bredt spekter av investeringstjenester. For å sikre at oppdrag i Tilretteleggernes corporate finance-avdelinger holdes konfidensielle, er Tilretteleggernes øvrige aktiviteter, inkludert analyse og aksjemegling, adskilt fra de respektive Tilretteleggernes corporate finance-avdelinger gjennom informasjonssperrer. Bestilleren bekrefter å være inneforstått med at Tilretteleggernes analyse- og megleraktiviteter kan komme i konflikt med tegnerens interesser i forhold til transaksjoner i Aksjene, inkludert Tilbudsaksjene, som følge av slike informasjonssperrer.

VPS-konto — hvitvasking: For å kunne bestille Tilbudsaksjer må bestilleren ha en VPS-konto eller en forvalter for norske aksjer. En slik konto kan kun etableres ved personlig oppmøte med nødvendig identifikasjon hos en kontofører for VPS eller et autorisert verdipapirforetak. Det Offentlige Tilbudet er underlagt gjeldende hvitvaskingslovgivning, herunder kravene i lov 6. mars 2009 nr 11 om tiltak mot hvitvasking og terrorfinansiering samt hvitvaskingsforskriften av 13. mars 2009 nr. 302 ("Hvitvaskingslovgivningen"). Bestillere som ikke er registrert som kunde hos en av Tilretteleggerne må bekrefte sin identitet til Tilretteleggeren der bestillingen plasseres, i samsvar med Hvitvaskingslovgivningen, med mindre det gjelder spesielle unntak. Bestillere som har oppgitt en norsk bankkonto og en VPS-konto på bestillingsblanketten er unntatt dersom den samlede kjøpesummen for bestilleren er lavere enn NOK 100,000 og en av Tilretteleggerne ikke likevel anmoder bestilleren om verifikasjon av identitet. Bestillere som ikke har gjennomført tilstrekkelig verifikasjon av identitet før utløpet av Bestillingsperioden risikerer å ikke få allokert Tilbudsaksjer. Bestillere som ikke er kunde av en av Tilretteleggerne må derfor fylle ut en av Tilretteleggernes kunderegistreringsskjemaer og umiddelbart sende dette via e-post eller telefaks til Tilrettelegger for å kunne få tildelt Tilbudsaksjer i det Offentlige Tilbudet med mindre et unntak er tilgjengelig.

Investeringsbeslutninger må baseres på Prospektet: Investorer må ikke akseptere noe tilbud om eller erverv av verdipapirer i Selskapet, på annet grunnlag enn det fullstendige Prospektet.

Stabilisering: I forbindelse med Tilbudet kan Carnegie (som "Stabiliserende Tilrettelegger") (eller personer som opptrer på vegne av Stabiliserende Tilrettelegger) overtildele aksjer eller utføre transaksjoner med tanke på å støtte markedskursen på aksjene til et høyere nivå enn det som ellers kan tenkes å ville gjelde. Dette er imidlertid ingen sikkerhet for at Stabiliserende Tilrettelegger (eller personer som opptrer på vegne av Stabiliserende Tilrettelegger) vil foreta stabiliserende handlinger. Stabilisering kan begynne på eller etter datoen for når tilstrekkelig informasjon om den endelige tilbudsprisen er offentliggjort og, hvis stabilisering begynner, kan den avsluttes når som helst, men senest innen 30 dager fra allokering av aksjene.

Vilkår for Betaling med engangsfullmakt — verdipapirhandel: Betaling med engangsfullmakt er en banktjeneste som bankene i Norge samarbeider om. I forholdet mellom betaler og betalers bank gjelder følgende standard vilkår:

a) Tjenesten Betaling med engangsfullmakt — verdipapirhandel suppleres av kontoavtalen mellom betaler og betalers bank, se særlig kontoavtalen del C, Generelle vilkår for innskudd og betalingsoppdrag.
b) Kostnader ved å bruke Betaling med engangsfullmakt — verdipapirhandel fremgår av bankens gjeldende prisliste, kontoinformasjon og/eller opplyses på annen egnet måte. Banken vil belaste oppgitt konto for påløpte kostnader.
c) Engangsfullmakten signeres av betaler og leveres til betalingsmottaker. Betalingsmottaker vil levere belastningsoppdraget til sin bank som igjen kan belaste betalers bank.
d) Ved et eventuelt tilbakekall av engangsfullmakten skal betaler først ta forholdet opp med betalingsmottaker. Etter finansavtaleloven skal betalers bank medvirke hvis betaler tilbakekaller et betalingsoppdrag som ikke er gjennomført. Slikt tilbakekall kan imidlertid anses som brudd på avtalen mellom betaler og betalingsmottaker.
e) Betaler kan ikke angi et større beløp på engangsfullmakten enn det som på belastningstidspunktet er disponibelt på konto. Betalers bank vil normalt gjennomføre dekningskontroll før belastning. Belastning ut over disponibelt beløp skal betaler dekke inn umiddelbart.
f) Betalers konto vil bli belastet på angitt belastningsdag. Dersom belastningsdag ikke er angitt i engangsfullmakten vil kontobelastning skje snarest mulig etter at betalingsmottaker har levert oppdraget til sin bank. Belastningen vil likevel ikke skje etter engangsfullmaktens gyldighetsperiode som er angitt foran. Betaling vil normalt være godskrevet betalingsmottaker en til tre virkedager etter angitt belastningsdag/innleveringsdag.
g) Dersom betalers konto blir urettmessig belastet på grunnlag av en engangsfullmakt, vil betalers rett til tilbakeføring av belastet beløp bli regulert av kontoavtalen og finansavtaleloven.

Forsinket og manglende betaling: Forsinket betaling belastes med gjeldende forsinkelsesrente i henhold til forsinkelsesrenteloven av 17. desember 1976 nr. 100, for tiden 8,50 % p.a. Dersom en Bestiller ikke oppfyller betalingsvilkårene, eller dersom betaling ikke skjer ved forfall, vil Bestilleren fortsette å hefte for betalingen for Tilbudsaksjene tildelt vedkommende og Tilbudsaksjene vil ikke bli levert til Bestilleren. I så tilfelle forbeholder Selskapet og Tilretteleggerne seg retten til, når som helst og for Bestillers regning og risiko, å reallokere, kansellere eller redusere Bestillingen og tildelingen av de tildelte Tilbudsaksjene, eller, dersom betaling ikke er mottatt den tredje dagen etter Betalingsdatoen, uten videre underretning, å selge, selv overta eller på annen måte disponere over Tilbudsaksjene i henhold til gjeldende lov. Dersom Tilbudsaksjer selges på vegne av Bestiller, vil slikt salg være for Bestillers regning og risiko, og tegneren vil være ansvarlig for ethvert tap, samt kostnader, gebyrer og utgifter, gjennomgått eller pådratt av Selskapet og/eller Tilretteleggerne som følge av eller i tilknytning til slikt salg. Selskapet og/eller Tilretteleggerne kan inndrive betaling for alle utestående beløp i henhold til gjeldende lovgivning.

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