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Capital increase with maintenance of preference subscription rights

Company Name: n.v.t. **Market:** Euronext Growth **ISIN:** ES0158252017

Symbol:

RELEASE 14 NOV 2012 08:30 CET

Let's GOWEX, S.A.

Capital increase with maintenance of preference subscription rights

In compliance with article 305.2 of the Ley de Sociedades de Capital ("LSC"), in connection with the exercise of preference subscription rights of shareholders of LET'S GOWEX, SA ("GOWEX"), communicates that the Board of Directors of GOWEX, dated November 12, 2012, under the authorization granted to the Board of Directors by the Annual General Meeting of shareholders of GOWEX, held on November 5th, 2012, agreed to a capital increase through cash contributions in accordance with Article 297.1 b) of the LSC, and passed a resolution to increase the share capital through cash contributions, with preference subscription rights, whose relevant terms and conditions are listed below :

1. Increase of the amount and shares to be issued.

Share capital increases through cash contributions for a total nominal amount of EUR 129,342.70 by issuing and circulating a maximum of 2,586,854 ordinary shares of five cents (0.05) of euro value and the same class and series of GOWEX shares currently outstanding. The new shares will be issued at a value of five cents (0.05) of euro plus a premium of 11.55 Euros, resulting in an issue price of 11.60 Euros per share (the "Subscription Price"). The total amount of the issue, considering the subscription price, will amount to a maximum EUR 30,007,506.40 (€ 25,000,000 plus € 5,007,506.40 in case of oversubscription), or in the case on unfulfilled subscription, to the amount obtained.

The new shares will be represented by book entries, whose bookkeeping is IBERCLEAR ("Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U."), and its associated entities (the "Sponsor").

BNP Paribas Securities Services, branch in Spain has been designated as agent of the capital increase (the "Agent Bank").

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fully subscribed.

3. Subscription periods.

(A) Preference Subscription Period

In accordance with the provisions of Article 305 of the LSC, GOWEX shareholders have preference subscription rights. Preference subscription rights will be allocated to shareholders of GOWEX who are standing as such in the accounting records of IBERCLEAR at 23:59 pm on day of publication of this notice in the BORME (the "lawful actions").

Every share of GOWEX has a preference subscription right. Five (5) preference subscription rights will be necessary to subscribe one (1) newly-issued share.

Preference subscription rights are transferable under the same conditions as the shares from which they derive, in accordance with Article 306.2 of the LSC, and will be traded on the Mercado Alternativo Bursátil on the third business day following the publication of this notice and for a period of 5 days.

In accordance with Article 305 of the LSC, the subscription period will last a month and start the day following the publication of this announcement (the "Preference Subscription Period"). This period cannot be extended. Rightful Shareholders may exercise their preference subscription rights during the Preference Subscription Period.

To exercise the preference subscription rights, the legitimate shareholders should indicate their wish to exercise their preference subscription rights to an IBERCLEAR associated entity, in which their subscription rights have been registered in their accounting records (which is the associated entity where each shareholder has deposited the shares that confer such rights), .

Orders that are made relating to the exercise of preference subscription rights shall be understood as being definitive, unconditional and irrevocable, and involve the subscription of new shares to which they are related.

Preference subscription rights not exercised will terminate automatically at the completion of the Preference Subscription Period.

(B) Discretionary Allocation Period.

In the case that new shares remain to subscribe after determination by the Agent Bank of the number of new shares subscribed on exercise of preference subscription rights,, the Agent shall inform the Board of Directors no later than the eleventh hour of Madrid's third business day following the end of the Preference Subscription Period ("Agent Communication") and will begin a period of Discretionary Allocation. This period shall not exceed one (1) business day, beginning with the Agent Communication (the "Discretionary Allocation Period").

During this period, the shares will be placed by Discretionary Allocation among people who have the status of qualified investors in Spain and outside Spain, under the applicable rules of each country. Subscription proposals made during the Discretionary Allocation Period shall be final, unconditional and irrevocable and shall include the number of Discretionary Allocation shares that each investor is willing to subscribe at the Subscription Price. Once reported the allocations of Discretionary Allocation of Shares to investors, their proposals will become firm orders for subscription.

(C) Unfulfilled Subscription.

The resolution of share capital increase specifically provides the possibility of unfulfilled subscription, so that in the event that the increase was not fully subscribed within the deadline for subscription, then the capital will be increased by the amount of subscriptions made. Once the payment for shares subscribed will be done, GOWEX shall declare ended and fully subscribed the capital increase, declaring the final amount with a publication of a relevant fact[NNM1] .

4. Disbursement.

The full payment of the Subscription Price for each new share subscribed during the Preference Subscription Period must be carried out by subscribers at the time of the request and by the associated entities through which they have placed their subscription orders.

The full payment of the Subscription Price for each share of Discretionary Allocation shall be made not later than 3 pmon thebusiness day following the end of the period Discretionary Allotment.

5. Admission to trading.

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capital increase.

6. Expenses.

GOWEX will not charge any expenses to the subscribers in connection with the subscribed shares. No charges shall be payable either for the first registration of the shares in the accounting records of the associated entities. However, the associated entities that have accounts of the holders of GOWEX shares may charge, in accordance with current legislation, and their published rates, fees and expenses payable in regards of what they freely determine by management and maintenance derived from the accounting records. Furthermore, the purchase or sale of subscription rights shall be subject to the fees set freely by the associated entities through which such purchase or sale is made.

7. Information Document on the capital increase.

GOWEX has prepared a briefing paper on the capital increase, (according to MAB Circular 1 / 2011), that has been approved and registered by the Executive Committee of MAB (the "Capital Increase Document"). Document copies are available to the public at GOWEX headquarters and in electronic form in the web pages of GOWEX (www.gowex.com) and MAB (<http://www.bolsasymercados.es/mab/esp/frames.htm>). It is noted that the CNMV (Comisión Nacional del Mercado de Valores) has neither approved nor carried out any verification regarding the information contained in the Capital Increase Document.

Madrid, November 14th, 2012. - Francisco Manuel Martínez Marugán, Secretary of the Board of Directors

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Bron: LET'S GOWEX

Provider: Euronext

Attachment(s):

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Listing

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Issuer directory
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