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Innomet

INNOMET ADVANCED MATERIALS LIMITED

Our Company was originally formed as a partnership firm under the name and style of “M/s. Padmasree Enterprises” pursuant to a deed of partnership dated March 07, 1984, as amended from time to time. M/s. Padmasree Enterprises was thereafter converted into a private limited Company “Innomet Advanced Materials Private Limited” pursuant to the provisions of Chapter XXI of the Companies Act, 2013 on January 29, 2019 and fresh a certificate of incorporation dated April 24, 2019 was issued by Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to Innomet Advanced Materials Limited upon conversion to a public limited company pursuant to a Board resolution dated September 07, 2023 and a resolution passed in the Extra-Ordinary General Meeting of the shareholders held on September 18, 2023 and consequently a Fresh Certificate of Incorporation dated November 9, 2023 was issued by the Registrar of Companies, Hyderabad. For further details please refer to chapter titled “History and Corporate Structure” beginning on page 155 of the Prospectus.

Registered Office: B-31, Bhel Ancillary Industrial Estate, Ramachandrapuram, Medak, Hyderabad-502032, Telangana, India; Tel: +91 04023021726;
Website: www.innomet.net; E-mail: CS@innomet.net; Company Secretary & Compliance Officer: Ms. Aanchal Sethia

PROMOTER(S): LAKSHMI KANTHAMMA CHILAKAPATI, SARITHA DEVI CHILAKAPATI AND VINAY CHOUDHARY CHILAKAPATI

THIS ISSUE IS BEING MADE THROUGH FIXED PRICE PROCESS ON EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE LIMITED, IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI (ICDR) REGULATIONS”), AS AMENDED READ WITH RULE 19(2)(B) OF SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED.

THE ISSUE

INITIAL PUBLIC OFFERING OF 34,23,600 EQUITY SHARES OF ₹ 10/- EACH (“EQUITY SHARES”) OF INNOMET ADVANCED MATERIALS LIMITED (“IAML” OR THE “COMPANY”) FOR CASH AT A PRICE OF ₹ 100/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 90/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 3423.60 LAKHS (“THE ISSUE”), OUT OF THE ISSUE 1,71,600 EQUITY SHARES AGGREGATING TO ₹ 171.60 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E., NET ISSUE OF 32,52,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 100/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 90/- PER EQUITY SHARE AGGREGATING TO ₹ 3252.00 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.46 % AND 25.13 %, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED ‘TERMS OF THE ISSUE’ BEGINNING ON PAGE NO 236 OF THE PROSPECTUS. FOR FURTHER DETAILS, KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 236 OF THE PROSPECTUS

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE ISSUE PRICE IS ₹ 100.00
THE ISSUE PRICE IS 10 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 250 OF THE PROSPECTUS. A COPY OF THE PROSPECTUS IS BE DELIVERED FOR REGISTRATION TO THE REGISTRAR OF COMPANIES, TELANGANA AS REQUIRED UNDER SECTION 26 OF THE COMPANIES ACT, 2013.

FIXED PRICE ISSUE AT ₹ 100.00 PER EQUITY SHARE
Bids can be made for a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter.

ISSUE PERIOD


ISSUE OPENS ON SEPTEMBER 11, 2024
ISSUE CLOSES ON SEPTEMBER 13, 2024

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!!

Mandatory in public issue. No cheque will be accepted.

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.



UPI-Now available in ASBA for Retail Individual Investors (“RII”)**
Investors are required to ensure that the bank account used for bidding is linked to their PAN.
UPI – Now available in ASBA for Retail Individual Bidders applying through Registered Brokers, DPs & RTA. Retail Individual Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.
**ASBA has to be availed by all the investors except Anchor Investors (if any). UPI may be availed by RIIs.
For details on the ASBA and UPI process, please refer to the details given in ASBA Form and abridged prospectus and also please refer to the section “Issue Procedure” beginning on page 250 of the Prospectus. The process is also available on the website of AIBI and Stock Exchanges in the General information Document. ASBA Forms can be downloaded from the website of Emerge platform of National Stock Exchange of India Limited (“NSE Emerge” or “Stock Exchange”) and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in.
** List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in. Axis Bank Limited has been appointed as Sponsor Bank for the Issue in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended.*

IN TERMS OF THE CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 AND ALL POTENTIAL INVESTORS PARTICIPATE IN THE ISSUE ONLY THROUGH APPLICATION SUPPORTED BY BLOCKED AMOUNT(ASBA) PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS (SCSB's) FOR THE SAME. FURTHER PURSUANT TO CIRCULAR BEARING NO. SEBI/HO/CFD/DIL2/CIR/P/2019/76 DATED JUNE 28, 2019 FOR IMPLEMENTION OF PHASE II FOR UPI FACILITY, WHICH IS EFFECTIVE FROM JULY 01, 2019. ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNT OR CORRESPONDING UPI ID (IN CASE OF RIIs), IN WHICH THE APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSBs OR UNDER THE UPI MECHANISM, AS APPLICABLE.

FOR MORE DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE “ISSUE PROCEDURE” ON PAGE NO. 250 OF THE PROSPECTUS. IN CASE OF DELAY, IF ANY IN UNBLOCKING/REFUND THE FUND, OUR COMPANY SHALL PAY THE INTEREST ON THE APPLICATION MONEY AT THE RATE OF 15% PER ANNUM FOR THE PERIOD OF DELAY.

RISKS TO INVESTORS

- We have experienced negative cash flows in relation to our operating, investing and financing activities in the last three financial years. Any negative cash flows in the future would adversely affect our results of operations and financial condition
- Our Directors & Promoters, Senior Management and Key Managerial Personnel have no interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.
- Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect business prospects, results of operations and financial condition.

For details of build-up of Promoters' shareholding in our Company and Risk Factors, please see “Capital Structure” and “Risk Factors” beginning on pages 67 and 28, respectively, of the Prospectus.

PROPOSED LISTING:

The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (‘NSE Emerge’), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated June 18, 2024 from National Stock Exchange of India Limited for using its name in this offer document for listing of our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”):

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Offer Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not Issue any observations on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire “SEBI Disclaimer Clause” on page 225 of the Prospectus.

DISCLAIMER CLAUSE OF EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (DESIGNATED STOCK EXCHANGE):

It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Prospectus for the full text of the “Disclaimer Clause of the Emerge Platform of the National Stock Exchange of India Limited” on page 227 of the Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”):

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Offer Document was not filed with SEBI. In terms of the SEBI ICDR Regulations, SEBI shall not Issue any observations on the Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire “SEBI Disclaimer Clause” on page 225 of the Prospectus.

DISCLAIMER CLAUSE OF EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (DESIGNATED STOCK EXCHANGE):

It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Prospectus for the full text of the “Disclaimer Clause of the Emerge Platform of the National Stock Exchange of India Limited” on page 227 of the Prospectus.

RISK IN RELATION TO THE FIRST ISSUE:

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each and the Issue Price is 10 times of the face value of the Equity Shares. The Issue Price determined by our Company, in consultation with the Lead Manager, as stated under “Basis for Issue Price” on page 99 of the Prospectus should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK:

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 28 of the Prospectus.

CREDIT RATING: This being the issue of Equity Shares, no credit rating is required.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since this issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading Agency.

BASIS OF ISSUE PRICE: The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in section “Basis of Issue Price” on page no. 99 of the Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the section titled “Risk factors” and “Restated Financial Statement” on page no. 28 and 192 respectively of the Prospectus.

The Lead Manager associated with the Issue have handled 11 SME public issues and Nil Main Board public issue during the current financial year and three financial years preceding the current financial year, out of which 1 SME public issue closed below the issue price on the listing date.

Type	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22	Total
SME IPO	5*	4	2	-	11
Main Board IPO	-	-	-	-	-
Total	5*	4	2	-	11
Issue closed below Issue Price on Listing Day	-	-	1	-	1
Issue closed above Issue Price on Listing Day	5*	4	1	-	10

*Upto September 06, 2024

NOTICE TO THE INVESTOR
CORRIGENDUM CUM ADDENDUM TO PROSPECTUS DATED SEPTEMBER 2, 2024

The Corrigendum cum Addendum is with reference to the Prospectus Dated September 2, 2024. In this regard, potential bidders may note the following information should be read in conjunction with the Prospectus dated September 2 2024, under Chapter “Issue Procedure” under heading “BASIS OF ALLOTMENT” on page 264 of the Prospectus:

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

Flow of Events from the closure of issue period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with LM(s)/ Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see “History and Certain Corporate Matters” on page 155 of the Prospectus. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 318 of the Prospectus.

LIABILITY OF MEMBERS OF THE COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorised share capital of the Company is ₹ 14,00,00,000/- divided into 1,40,00,000 Equity Shares of ₹ 10/- each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹ 9,51,65,380/- divided into 95,16,538 Equity Shares of ₹ 10/- each. For details of the Capital Structure, see chapter titled “Capital Structure” beginning on page 67 of the Prospectus.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company: Lakshmi Kanthamma Chilakapati - 6,94,780 Equity Shares, Saritha Devi Chilakapati - 11,76,580 Equity Shares, Vinay Choudary Chilakapati - 2,377 Equity Shares, Harinath Prasad Chilakapati - 2,377 Equity Shares, Sai Babu Kothapalli - 2,377 Equity Shares, Asha Latha Kolli - 2,377 Equity Shares and Balaji Kolli - 2,380 Equity Shares, Equity Shares aggregating to 18,83,248 Equity Shares of ₹ 10 each.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 EXPERT GLOBAL CONSULTANTS PRIVATE LIMITED 1511, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India; Telephone: +91 11 4509 8234; Email: ipo@expertglobal.in ; Website: www.expertglobal.in ; Investor Grievance Email: compliance@expertglobal.in ; Contact Person: Mr. Shobhit R.Agarwal SEBI Registration Number: INM000012874	 SKYLINE FINANCIAL SERVICES PRIVATE LIMITED A/506, Dattani Plaza, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai - 400 072, Maharashtra, India Telephone: +91 22 2851 1022 Email: compliances@skylinertat.com Investor grievance email: info@skylinertat.com Contact Person: Mr. Anuj Rana Website: www.skylinertat.com SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324	Ms. Aanchal Sethia B-31, Bhel Ancillary Industrial Estate, Ramachandrapuram, Medak, Hyderabad-502032, Telangana, India Telephone: +91 04023021726; Email: cs@innomet.net ; Website: www.innomet.net <i>Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.</i>

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Prospectus is available on the website of the SEBI at www.sebi.gov.in, the website of the Lead Manager to the Issue at www.expertglobal.in, website of company at www.innomet.net and websites of stock exchange at www.nseindia.com.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Innomet Advanced Materials Limited (Telephone: +91 04023021726) Lead Manager: Expert Global Consultants Private Limited (Telephone: +91 11 4509 8234). Bid-cum-application Forms will also be available on the website of NSE (www.nseindia.com) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchange and SEBI.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): The investors are required to fill the application form and submit the same to the relevant SCSBs at the specific locations or registered brokers at the broker centers or RTA or DP's. The SCSB's will block the amount in the account as per the authority contained in application form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund. For more details on the ASBA process, please refer to the details given in application forms and Prospectus and also please refer to the chapter titled “Issue Procedure” on page 250 of the Prospectus.

APPLICATION SUPPORTED WITH UNIFIED PAYMENTS INTERFACE: Investors are advised to carefully refer SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and as modified through its SEBI circular (SEBI/HO/CFD/ DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, for the procedure to be followed for applying through UPI. Retail Individual Investor have to apply through UPI Mechanism. Retail Individual Investor whose bank is not live on UPI as on date of this circular, may use the other alternate channels available to them viz. Submission of application form with SCSBs using the facility linked online trading, demat and bank account list. For further details, please refer the chapter titled “Issue Procedure” beginning on page 250 of the Prospectus.

Sponsor Bank/ Banker to the Issue and Refund Banker to the Issue: Axis Bank Limited

Investor should read the Prospectus carefully, including the “Risk Factors” beginning on page 28 of the Prospectus before making any investment decision. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus.

For INNOMET ADVANCED MATERIALS LIMITED

On Behalf of the Board of Directors

Sd/-

Vinay Choudhary Chilakapati
Managing Director

Place: Hyderabad, Telangana
Date: 06/09/2024

Innomet Advanced Materials Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Prospectus with Registrar of Companies, Telangana on September 02, 2024. The Prospectus shall be available on the website of the SEBI at www.sebi.gov.in, the website of the Lead Manager to the Issue at www.expertglobal.in, website of company at www.innomet.net and websites of NSE i.e. www.nseindia.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled “Risk Factors” beginning on page 28 of the Prospectus. Potential investors should not rely on the Prospectus for making any investment decision.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and unless so registered, 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 Securities Act and any applicable U.S. state securities laws. There will be no public offering in the United States and the securities being offered in this announcement are not being offered or sold in the United States.