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Rebelle publishes outcome of the offering of shares in connection with listing on Nasdaq First North Growth Market

Rebelle AB (publ) ("Rebelle" or the "Company") today publishes the outcome of the offering of shares in connection with listing of the shares on Nasdaq First North Growth Market (the "Offering"). The Offering has been fully subscribed. The first day of trading is 25 February 2022.

The Offering in brief

- The price in the Offering was SEK 28 per share, corresponding to a total market value of the Company's shares of approximately SEK 626 million after the Offering.
- The Offering consisted of 7,142,858 newly issued shares and raises approximately SEK 200 million^[1] before deduction of costs relating to the Offering. The Offering was fully subscribed for.
- Prior to the Offering, a group of qualified investors, including reputable institutional investors, had committed to subscribe for shares, subject to certain conditions, at the same price as other investors, corresponding to a total value of approximately SEK 180 million, corresponding to 90 percent of the Offering. The subscribers include Swedbank Robur Ny Teknik, Skandia Fonder and a number of existing shareholders, board members and senior executives.
- In order to cover a potential over-allotment in connection with the Offering the Company had undertaken to sell additional new shares corresponding to up to 15 percent of the Offering ("**Over-allotment Option**"). The Over-allotment Option has not been and is not intended to be used in connection with the Offering and, as such, no stabilisation transactions will be conducted.
- The first day of trading on Nasdaq First North Growth Market will be 25 February 2022 and the shares will trade under the trading symbol BELLE.
- The settlement date is expected to be 25 February 2022.

Hans-Christian Semmler, Chairman of Rebelle, comments:

"Through the IPO, Rebelle takes a new and important step in its international growth journey. We appreciate the strong confidence shown by our existing and reputed new shareholders, board members and senior executives. The IPO creates new attractive opportunities to execute on Rebelle's growth strategy and thereby accelerate future growth."

Cécile Wickmann, founder and CCO of Rebelle, comments:

"Targeting the first Green IPO within the Nasdaq system globally reflects our sustainable and circular business model as well as our vision of challenging the fashion industry as one of the dirtiest in the world. Through the IPO we will be able to accelerate our journey in extending the fashion lifecycle and reducing the environmental pollution caused by producing new products. We strongly believe in the future of the resale market which is just starting and will offer immense long-term growth opportunities."

About Rebelle

Rebelle operates the European online marketplace Rebelle.com for selling and buying luxury second hand fashion items and accessories. Rebelle takes control of the entire sales process, thereby physically verifying the authenticity and quality of products sold to consumers and assuming all payment processes and the shipments to buyers. Based on this capital-light "managed marketplace" model, Rebelle aims to deliver a superior selling and buying experience to its customers. Rebelle is offering products from the world's most sought after fashion brands, such as Louis Vuitton, Chanel, Gucci, Hermès and Prada while increasing customers awareness of sustainability and circularity within the fashion industry. Rebelle offers more than 200,000 products to, and listed by, customers throughout Europe with focus on the EU.

Advisers

Vator Securities is Sole Global Coordinator and Sole Bookrunner. Gernandt & Danielsson Advokatbyrå KB is legal advisor to Rebelle as to Swedish law and Noerr Partnerschaftsgesellschaft mbB is legal advisor to Rebelle as to German law. Vator Securities is the Company's certified adviser and can be contacted at ca@vatorsec.se or +46 8 580 065 99.

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The information was submitted for publication, through the agency of the contact persons set out above, at 15:35 CET on 23 February 2022.

Important information

This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company. The contents of this announcement have been prepared by and are the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Copies of this announcement are not being made and may not be distributed or sent into the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

Any offering of the securities referred to in this announcement has been made by means of a prospectus. This is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "Prospectus Regulation", as it forms part of the United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus.

The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and accordingly may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any offering in the United States or to conduct an offering of securities in the United States.

Copies of this announcement are not being, and should not be, distributed in or sent into the United States. The securities described herein have also not been and will not be registered under the applicable securities laws of Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa and, subject to certain exemptions, may not be offered or sold in or into or for the account or benefit of any person having a registered address in, or located or resident in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa. There will be no offering of the securities described herein in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, or South Africa.

In any Member State of the European Economic Area (the "EEA"), other than Sweden and Denmark (up to an amount less than EUR 8 million), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

In the United Kingdom, this announcement is only being distributed to and is directed at "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the "Order"); (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) other persons to whom they may lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this announcement relates will only be available to and will only be engaged in with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should", and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this communication.

[1] Of which shares corresponding to approximately SEK 21 million will be set-off against claims that certain lenders have on the Company. For additional information on the lenders, please refer to the prospectus published by the Company on 14 February 2022.

Attachments

[Rebelle publishes outcome of the offering of shares in connection with listing on Nasdaq First North Growth Market](#)