



4C STRATEGIES

Press Release
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4C Group carries out a directed share issue of approximately 55 MSEK

The Board of Directors of 4C Group AB (publ) ("4C Group" or the "Company") has, in accordance with the Company's press release earlier today, resolved on a directed share issue of 3,142,857 shares, corresponding to approximately 55 MSEK, of which 2,977,687 shares have been resolved by the Board of Directors based on the authorisation from the annual general meeting on 15 May 2024 ("Tranche 1"), while 165,170 shares have been resolved by the Board of Directors subject to approval at a subsequent extraordinary general meeting ("Tranche 2") (the "Directed Share Issue"). The subscription price in the Directed Share Issue is SEK 17.50 per share and has been determined through an accelerated bookbuilding procedure conducted by ABG Sundal Collier. Investors in the Directed Share Issue include a number of institutional investors, including Carnegie Fonder, Handelsbanken Fonder and Skandia Fonder, as well as members of the Company's Board of Directors and management team (Andreas Hedskog through Hedskog Equity AB, Anders Fransson and Klas Lindström through Lagga Invest). Part of the Directed Share Issue directed to members of the Company's Board of Directors and management team is conditional upon approval at an extraordinary general meeting of 4C Group expected to be held on 14 April 2025. Notice to the extraordinary general meeting will be published through a separate press release.

The Directed Share Issue

The bookbuilding procedure, which was announced by the Company earlier today, has been completed and the Board of Directors of 4C Group has resolved to carry out a directed share issue of 3,142,857 shares with deviation from the existing shareholders' preferential rights. The subscription price in the Directed Share Issue is SEK 17.50 per share, corresponding to proceeds of 55 MSEK before deduction of costs related to the Directed Share Issue. The subscription price has been determined through an accelerated bookbuilding procedure led by the Company's financial advisor ABG Sundal Collier and corresponds to a discount of approximately 19.0 per cent compared to the closing price on Nasdaq First North Growth Market on 27 March 2025. The subscription price represents a premium of 6.0 percent compared to the volume-weighted average price (VWAP) over the 10 trading days preceding March 27, 2025

The Directed Share Issue is carried out in two separate tranches. One tranche comprises 2,977,687 shares and is resolved by the Board of Directors based on the authorisation granted by the Annual General Meeting on 15 May 2024 ("**Tranche 1**"). The second tranche comprises 165,170 shares and



is subject to the subsequent approval at an extraordinary general meeting ("**Tranche 2**"). The completion of Tranche 1 is not conditional upon the approval of Tranche 2 at the extraordinary general meeting. For more information regarding Tranche 2, please see the section "*Resolutions at the EGM*" below.

Several of the Company's larger shareholders, including Andreas Hedskog (through Hedskog Equity AB), Grenspecialisten Förvaltning AB, Klas Lindström (through Lagga Invest AB), Tibia Konsult AB and Anders Fransson participated in the Directed Share Issue. Furthermore, a number of Swedish and international institutional investors, including Carnegie Fonder, Handelsbanken Fonder and Skandia Fonder, participated in the Directed Share Issue.

The Company's CEO, Jonas Jonsson comments: "*The changing global landscape at the start of 2025 highlights just how critical the capabilities are that 4C Strategies has been developing for over two decades. After nearly a year as CEO, I can clearly see the impact of the changes we've implemented – and that we are well positioned to meet growing demand. This directed share issue gives us the foundation to continue expanding globally, further strengthen our position, and execute on our strategy at a time when our offering is more relevant than ever.*"

Background, motive and use of proceeds

So far this year, 4C Group's financial performance has developed in line with expectations, with solid order growth and a lower cost base compared to the previous year. However, political shifts and the changing geopolitical landscape under the new U.S. administration have introduced increased global uncertainty. The Company believes that this environment will ultimately drive demand for its products and services. Defense readiness, organizational resilience, and corporate crisis preparedness are high priorities for both governments and businesses. At the same time, the Company recognizes that the current uncertainty may lead to short-term delays in ongoing business processes.

The net proceeds from the Directed Share Issue are intended to serve as a buffer against any short-term challenges in the execution of defense-related contracts. The Company believes it is well positioned to capture expected market growth for readiness solutions in both Europe and North America.

Deviation from shareholders' preferential rights

The Board of Directors has considered the possibility of raising capital through a rights issue and believes that, for a number of reasons, it is currently more favourable for the Company and the shareholders to raise capital through a directed share issue. A rights issue would take significantly longer to complete, which could reduce the Company's financial flexibility and prevent the Company from taking advantage of any business opportunities, especially in the current volatile market environment. Furthermore, the Company wishes to expand and strengthen its institutional and professional shareholder base, in order to further strengthen the liquidity of the Company's shares and further broaden the base of financially strong shareholders. In the current volatile market environment - which can mean that the conditions for raising capital can change quickly - the Company wishes to ensure a stronger balance sheet and create a buffer for estimated future order growth. Against this background, the Board of Directors' overall assessment is that it is in the interests of the Company and its shareholders to carry out the Directed Share Issue with deviation



from the main rule on shareholders' preferential rights. Since the subscription price in the Directed Share Issue has been determined through a bookbuilding procedure, the Board of Directors considers the subscription price to be on market terms, in that it reflects prevailing market conditions and investor demand.

Changes in number of shares and votes and settlement date

Provided that the extraordinary general meeting approves Tranche 2, the number of shares and votes in the Company will increase by 3 142 857, from a total of 35 132 142 to a total of 38 274 999 shares and votes and the share capital will increase by SEK 54,999.9975, from SEK 614,812.4850 to SEK 669,812.4825. Assuming that Tranche 2 is approved, the Directed Share Issue will result in a dilution of approximately 8.2 per cent of the number of shares and votes in the Company (calculated as the number of newly issued shares divided by the total number of shares in the Company after the Directed Share Issue).

Lock-up undertakings

In connection with the Directed Share Issue, the Company has undertaken, subject to customary exceptions, not to issue any additional shares for a period of 90 days following the announcement of the outcome of the Directed Share Issue. Shareholding board members and certain members of the management team including Jonas Jonsson, Anders Nordgren and Klas Lindström have undertaken, with customary exceptions, not to sell any shares in the Company for a period of 90 days following the announcement of the outcome of the Directed Share Issue.

Decision at the extraordinary general meeting

The Company will publish a notice to an extraordinary general meeting expected to be held on 14 April 2025 to approve the Board of Directors' resolution regarding Tranche 2 of the Directed Share Issue. Tranche 2 requires approval by a general meeting as Andreas Hedskog, Anders Fransson and Klas Lindström belong to the category of related parties covered by Chapter 16 of the Swedish Companies Act (2005:551) (*sw: Leo-lagen*). A valid resolution at the extraordinary general meeting requires the approval of at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting. The implementation of Tranche 1 is not conditional upon the approval of Tranche 2 at the extraordinary general meeting.

Advisors

ABG Sundal Collier acts as Sole Global Coordinator and Sole Bookrunner and Baker McKenzie acts as legal advisor to the Company in connection with the Directed Share Issue.

Important information

The publication, release or distribution of this press release may be restricted by law in certain jurisdictions and persons in the jurisdictions in which this press release has been published or distributed should inform themselves about and observe any such legal restrictions. The recipient of this press release is responsible for using this press release and the information contained herein in accordance with the applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to acquire or subscribe for any securities in the Company in any jurisdiction, neither from the Company nor from anyone else.



This announcement does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in new shares. An investment decision in respect of the Directed Share Issue should be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by ABG Sundal Collier. The information in this press release is published for background purposes only and does not purport to be complete. Accordingly, an investor should not rely solely on the information contained in this press release or its accuracy or completeness. The Company's year-end report for the financial year 2024, published on 14 February 2025, contains the latest available financial information relating to the Company. The year-end report is unaudited and the annual report is expected to be published on 16 April 2025. ABG Sundal Collier is acting on behalf of the Company in connection with the Directed Share Issue and not on behalf of anyone else. ABG Sundal Collier will not be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the Directed Share Issue or any other matter referred to herein.

This press release does not constitute a recommendation for any investor's decision regarding the Directed Share Issue. Each investor or potential investor should conduct its own investigation, analysis and evaluation of the business and information described in this announcement and any publicly available information. The price and value of the securities may go down as well as up and past performance is no guide to future results.

This press release does not constitute an offer or invitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of such securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland, the United States or any other jurisdiction where such announcement, publication or distribution of this information would be unlawful or where such action is subject to legal restrictions or would require additional registration or other measures than those required by Swedish law. Actions in violation of this instruction may constitute a violation of applicable securities legislation.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the "**Prospectus Regulation**") and has not been approved by any authority in any jurisdiction. The Company has not authorized any offer of shares or rights to the public in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed Share Issue. In any EEA Member State, this communication is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of the Prospectus Regulation.



In the United Kingdom, this document, and any other materials in relation to the securities referred to herein, is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with "qualified investors" (within the meaning of the United Kingdom version of Regulation (EU) 2017/1129 made part of United Kingdom law by the European Union (Withdrawal) Act 2018) who are (i) persons who have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (ii) high net worth persons as referred to in Article 49(2)(a) to (d) of the Order (all such persons are collectively referred to as "relevant persons"). Any investment or investment activity to which this communication relates is available in the United Kingdom only to relevant persons and will be engaged in only with relevant persons. Persons who are not relevant persons should not take any action based on this announcement or act or rely on it.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "anticipates", "should", "could" and, in each case, the negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialize or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes could differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements contained in this press release are accurate and any reader of this press release should not place undue reliance on the forward-looking statements contained in this press release. The information, opinions and forward-looking statements expressed or implied herein are made only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to 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 announcement, except as required by law or the Nasdaq First North Rulebook for Issuers of Shares.

Information for distributors

Solely for the purposes of the product governance requirements contained in: (a) Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract, or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in the Company have been subject to a product approval process, which has determined that such



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shares are: (i) suitable for a target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, as defined in MiFID II; and (ii) suitable for distribution through all distribution channels as permitted by MiFID II (the "**EU Target Market Assessment**"). In addition, solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment for the Company's shares has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600 /2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all distribution channels for such shares to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Company's shares may decline and investors could lose all or part of their investment; the Company's shares offer no guaranteed income and no capital protection; and an investment in the Company's shares is suitable only for investors who do not require a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal, or regulatory selling restrictions in relation to the Directed Share Issue. Furthermore, it should be noted that notwithstanding the Target Market Assessment, ABG Sundal Collier will only provide investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Company's shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's shares and determining appropriate distribution channels.

For further information, contact:

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About 4C Strategies

4C Strategies is a leading global provider of organisational readiness and training management solutions for customers in the defence, public and corporate sectors. 4C Strategies provides an integrated offering of organisational readiness and training management solutions in mission-critical environments, consisting of its software platform Exonaut as well as expert services and software-related services. Exonaut complies with the strictest demands on security and data integrity and is accredited by NATO. From its offices in the Nordics, the UK the US and Australia, 4C Strategies serves over 150 customers, including some of the world's most high-profile public institutions, global enterprises and several NATO allied armed forces. 4C Strategies was founded in Sweden in 2000, and is headquartered in Stockholm. 4C Strategies is the operational brand within 4C Group AB (publ), which is listed on Nasdaq First North Premier Growth Market under the ticker "4C".

investors.4cstrategies.com

This information is information that 4C Strategies is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-03-27 22:30 CET.

Attachments

[4C Group carries out a directed share issue of approximately 55 MSEK](#)