

Webrock announces outcome of a capital raise through a private placement in connection with a subsequent listing of the Company's shares on Nasdaq First North Growth Market

Webrock Ventures AB (publ) ("Webrock" or the "Company") announces the outcome of an offering of the Company's shares in connection with the contemplated listing of the Company's shares on Nasdaq First North Growth Market (the "Listing"). The capital raise, which consisted of an offering to qualified investors and persons with a minimum investment amount of EUR 100,000 (equivalent to approximately SEK 1.1 million) per investor (the "Institutional Offering"), and an offering to the general public in Sweden amounting to a maximum amount of EUR 2.5 million (corresponding to approximately SEK 28.7 million) (the "Retail Offering"). The Institutional Offering and the Retail Offering are jointly referred to as the "Offering". The Offering raises proceeds to the Company of approximately SEK 70 million before transaction costs through a new issue of 3,910,615 shares at an offering price of SEK 17.9 per share (the "Offering Price"). The Offering attracted strong interest from Swedish and international qualified investors as well as from retail investors in Sweden. The Board of Directors therefore decided to increase the Offering from SEK 60 million to SEK 70 million. Nasdaq Stockholm has on 12 January 2024 assessed that the Company fulfils the listing requirements provided that customary conditions, including the distribution requirement, are fulfilled. A company description prepared in accordance with Nasdaq's requirements will be published on or about 1 February 2024. Settlement is expected to take place on 1 February 2024. The first day of trading in the Company's shares on Nasdaq First North Growth Market is expected to be 5 February 2024 under the ticker "WRV".

Summary

- The Offering will raise proceeds to the Company of approximately SEK 70 million before transaction costs through a new issue of 3,910,615 shares at an offering price of SEK 17.9 per share, corresponding to a market capitalization of Webrock before the Offering of approximately SEK 301 million, based on Webrock's 16,831,893 outstanding shares prior to the Offering.
- In order to cover eventual over-allotment in connection with the Offering, the Company has granted an option to Pareto Securities AB ("**Pareto Securities**") to request that the Company issues up to 502,792 additional shares, corresponding to 12.9 percent of the total number of shares in the Offering (the "Over-Allotment Option"). Provided that the Over-Allotment Option is exercised in full, the Company will receive additional proceeds of approximately SEK 9 million before transaction costs.
- Following the Offering (excluding the Over-Allotment Option), the number of outstanding shares in the Company will amount to 20,742,508.
- Existing shareholders, including Atlant Fonder and RoosGruppen, have subscribed for shares in the Offering.
- Investors in the Offering include both Swedish and international qualified specialist and generalist investors as well as Swedish retail investors.

- Shareholders, including all members of the Board of Directors and senior executives, who in aggregate hold approximately 80 percent of the shares prior to the Offering, have entered into lock-up undertakings prior to the Listing. The lock-up period for members of the Board of Directors and senior executives amounts to twelve months from the first day of trading in the Company's shares. The lock-up period for other shareholders in the Company prior to the Offering amounts to six months from the first day of trading in the Company's shares on Nasdaq First North Growth Market.
- Nasdaq Stockholm has on 12 January 2024 assessed that the Company fulfils the listing requirements provided that customary conditions, including the distribution requirement, are fulfilled. A company description prepared in accordance with Nasdaq's requirements will be published on or about 1 February 2024. Settlement is expected to take place on 1 February 2024. The first day of trading in the Company's shares on Nasdaq First North Growth Market is expected to be 5 February 2024 under the ticker "WRV".

Joakim Pops, CEO and co-founder comments:

"We are very pleased and grateful for the response we have received from both existing and new investors. The capital injection of SEK 70 million means that we can accelerate our strategy of creating and building companies in Brazil together with successful Nordic technology companies. It is our joint venture model that makes us unique and creates a competitive advantage for rapid establishment and growth in one of the world's largest countries. The Nasdaq First North Growth Market listing is a mark of quality and a natural step in the company's development. I look forward to continuing to develop Webrock with our partners to create long term value for our owners."

Patrik Axelsson, Chairman and co-founder comments:

"I am proud of what we have achieved since Webrock was founded in 2018. Together with the management team and our partners, we have established Webrock as one of the most promising venture builders in Europe. The listing on the Nasdaq First North Growth Market is a milestone and serves as a stamp of quality for our portfolio companies, partners and shareholders. It is gratifying that we have raised SEK 70 million in an oversubscribed offering, which will enable us to become self-sufficient while accelerating the growth of our portfolio companies."

Background and reasons

With a population of more than 215 million people, Brazil is one of the world's largest economies and a market with great growth potential. In addition, Brazil is one of the most connected markets in the world, with high usage of smartphones and the internet. At the same time, Brazil's digital industry is often in a later phase of maturity compared to Sweden, and there are thus strong incentives to try to transfer successful digital concepts from Sweden to Brazil.

Webrock is a venture studio that generates shareholder value by starting and building tech companies in Brazil. The portfolio company Cardo Health also has operations in Colombia, Mexico and South Africa. The company's model differs from other studios by creating "joint ventures" with established Swedish technology companies. By combining the proven business models of Swedish technology companies with Webrock's expertise in running operations in Brazil, a significant competitive advantage is achieved for a start-up in Brazil's rapidly growing digital industry. This means a faster company build-up with lower risk than traditional startups and an attractive opportunity for Swedish technology companies to grow.

The Board of Directors of Webrock has decided to apply for admission to trading of the Company's shares on Nasdaq First North Growth Market. The estimated first day of trading will be on or around 5 February 2024. The Listing is a natural step in the Company's development as it constitutes a stamp of quality in relation to portfolio companies, partners and shareholders as well as promoting brand building. The Listing also contributes to creating liquidity for the Company's shareholders.

Through the Offering, Webrock will receive approximately SEK 70 million before issue costs. The net proceeds from the Offering are intended to be used for the following:

- Brazil Finance Group (approximately 40 percent of the Offering)
 - Accelerate profitable growth of credit portfolios and increase Webrock's share of distributable reserves.
- Tech Ventures (approximately 30 percent of the Offering)
 - Drive Chalinga, Score and Olik to profitability and exit, and start 1 – 2 new portfolio companies per year.
- General corporate purposes and working capital (approximately 30 percent of the Offering)
 - Repayment of bridge loans of up to approximately SEK 5 million^[1], as well as accrued uninvoiced fees.
 - Secure operations until Webrock achieves financial self-sufficiency, minimizing any future capital requirements.

The capital injections, if any, upon exercise of the Over-Allotment Option are intended to further enhance and evenly allocate support between the first two items above.

The Offering

The Offering comprised a maximum of 3,910,615 newly issued shares offered by the Company. The Offering Price was SEK 17.9 per share. The Offering Price was the same in the Institutional Offering as in the Retail Offering.

Existing shareholders, including Atlant Fonder and RoosGruppen, have subscribed for shares in the Offering. Investors in the Offering include both Swedish and international qualified specialist and generalist investors as well as Swedish retail investors. Due to the strong demand, the Board of Directors decided to increase the Offering from SEK 60 million to SEK 70 million.

Following the Offering (excluding the Over-Allotment Option), the Company's share capital will increase by SEK 391,061.5, from SEK 1,683,189.3 to SEK 2,074,250.8 and the number of shares in the Company will increase by 3,910,615, from 16,831,893 to 20,742,508, corresponding to a dilution effect of approximately 18.9 percent. The dilution effect has been calculated as the maximum number of shares and votes that may be issued under the Offering divided by the maximum total number of shares and votes in the Company after the Offering.

Allotment

Notice of allotment is received in the form of a settlement note which is expected to be sent out today, 29 January 2024.

Stabilisation

In connection with the Offering, Pareto Securities, acting as Sole Manager and stabilisation manager, may carry out transactions aimed at supporting the market price of the share at levels above those which might otherwise prevail in the open market. Such stabilisation transactions may be undertaken on Nasdaq First North Growth Market, in the OTC market or otherwise, at any time during the period starting on the date of commencement of trading in the shares on Nasdaq First North Growth Market and ending no later than 30 calendar days thereafter. The purpose of stabilisation transactions is to support the market price of the securities during the stabilisation period.

Pareto Securities is under no obligation to undertake stabilisation transactions and there can be no assurance that stabilisation will take place. Stabilization can be discontinued at any time. Stabilisation transactions will not be undertaken at a price higher than the Offering Price. No later than by the end of the seventh trading day after the day on which a stabilisation transaction was undertaken, Pareto Securities shall disclose information about the stabilisation transaction in accordance with Article 5(4) of the Market Abuse Regulation (EU) 596/2014. Within one week of the end of the stabilization period, Pareto Securities shall disclose whether stabilization transactions have been undertaken, the dates on which stabilization transactions have been undertaken, if any, including the last date for such measures, and the price range within which stabilization transactions were undertaken, for each of the dates on which stabilization transactions were undertaken.

Lock-up

Shareholders holding approximately 80 percent of the shares prior to the Offering have entered into lock-up undertakings prior to the Listing toward Pareto Securities AB, subject to customary exceptions, to not sell financial instruments in the Company held prior to the Offering for a certain period of time after the commencement of trading on Nasdaq First North Growth Market. The lock-up period for members of the Board of Directors and senior executives will be twelve months from the first day of trading in the Company's shares. The lock-up period for other shareholders in the Company prior to the Offering will be six months from the first day of trading in the Company's shares.

Furthermore, the Company has undertaken towards Pareto Securities not to issue shares or other share-related instruments for a period of twelve months from the first day of trading on Nasdaq First North Growth Market.

The Listing

Nasdaq Stockholm has on 12 January 2024 assessed that the Company fulfils the listing requirements provided that customary conditions, including the distribution requirement, are fulfilled. A company description prepared in accordance with Nasdaq's requirements will be published on or about 1 February 2024. Settlement is expected to take place on 1 February 2024. The first day of trading in the Company's shares on Nasdaq First North Growth Market is expected to be 5 February 2024 under the ticker "WRV".

For more information, contact:

Joakim Pops, CEO

Phone: +46 70-713 81 00

Email: joakim@webrockventures.com

Advisors

Pareto Securities is Sole Manager and Bookrunner, Advokatfirman Schjødt is legal adviser and Redgert Comms is strategic communication adviser to the Company and Baker McKenzie Advokatbyrå is legal adviser to Pareto Securities in connection with the Offering and the Listing. Redeye AB is the Company's Certified Adviser.

Market maker

The Company has entered into a market making agreement with Pareto Securities AB.

About Webrock Ventures

Founded in 2018, Webrock Ventures is a venture studio that starts and builds companies in Brazil in partnership with successful Swedish tech companies. Brazil has over 215 million people and is one of the world's largest economies and the population is among the most digitally engaged in the world. Webrock leverages established Swedish companies' proven business models and technology to gain a head start in Brazil's fast-growing digital industry that matures later than in Sweden. By bringing together ideas, capital, resources, and talent, Webrock acts as a founder, building businesses from the ground up. With a 35-60 percent ownership stake in its portfolio companies, Webrock ensures substantial value for a limited initial investment.

Redeye is the Company's Certified Adviser with contact details info@redeye.se +46 (0)8 545 013 30

Important information

This press release is not and does not form part of any offer for sale of securities. Copies of this announcement may not be made in and may not be distributed or sent into the United States, Australia, Canada, Belarus, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa or other jurisdiction in which distribution of this press release would be unlawful or would require registration or any other measures. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions.

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"), or under the securities laws of any state or other jurisdiction of the United States, and accordingly may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, registration requirements of the Securities Act and in compliance with applicable state securities law. The Company does not intend to register any part of the Offering in the United States or to conduct a public offering of securities in the United States.

The securities referred to herein have not been and will not be registered under the applicable securities laws of the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore or 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; United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore or South Africa. There will be no public offering of the securities described herein will be made in the United States, Australia, Canada, Belarus, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa or any other state or jurisdiction where such release, publication or distribution would be unlawful or would require additional prospectuses, registrations, or other measures in addition to those required by Swedish law.

This press release is not a prospectus for the purposes of the Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and its delegated and implemented regulations (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. The Offering is exempt from the requirement to prepare a prospectus in accordance with the Prospectus Regulation.

In the United Kingdom, this document and any other materials in relation to the securities described 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" who are (i) persons having professional experience in matters relating to investments 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 entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to and will be engaged in only with Relevant Persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

Any investment decision in connection with the Offer must be made on the basis of all publicly available information relating to the Company and the Company's securities. The information in this press release is only provided as background information and does not purport to be complete. Accordingly, investors should not rely on the information contained in this press release or its accuracy or completeness. This press release is not intended to identify the risks (direct or indirect) associated with an investment in the Company or the Company's securities.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or current expectations about and objectives regarding the Company's future operations, financial condition, development, liquidity, results, 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 "believe," "expect," "anticipate," "intend," "may," "plan," "estimate," "will," "should," "could," "aim" or "might" or, in each case, its negatives, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which in turn are based on additional assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it cannot give any assurances that they will occur or prove to be correct. 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 set forth in the forward-looking statements, which result from many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied herein by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and does not accept any liability for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements contained in this press release

speak only as of the date of this press release and are subject to change without notice. Neither the Company nor anyone else undertakes any obligation 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 press release.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU 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 shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company is compatible only with investors who do not need 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 be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue.

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 (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 shares in the Company.

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

[1] SEK 2.5 million will be repaid with the proceeds from the Offering and the remaining part will be offset against shares that the lender has undertaken to subscribe for in the Offering.

This information is information that Webrock Ventures 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 2024-01-29 09:00 CET.