

## The Supreme Court of Bermuda sanctions the redomestication

By order of the Supreme Court of Bermuda (the “**Bermuda Court**”), the Board of Directors of VNV Global Ltd. (“**VNV Global**” or the “**Company**”) convened a special meeting of holders of Swedish Depository Receipts (“**SDRs**”) in the Company on 28 April 2020 (the “**Scheme Meeting**”) to vote on the proposed change of domicile of the VNV group from Bermuda to Sweden (the “**Redomestication**”), by way of a Bermuda scheme of arrangement (the “**Scheme of Arrangement**”). The Scheme Meeting, which was held immediately following the Annual General Meeting of the Company on 12 May 2020, resolved unanimously to approve the Scheme of Arrangement and, by extension, the Redomestication. On 2 June 2020, the Company applied to the Bermuda Court for an order sanctioning the Redomestication by way of the Scheme of Arrangement. The Bermuda Court heard and sanctioned the Company’s application at a hearing on 9 June 2020.

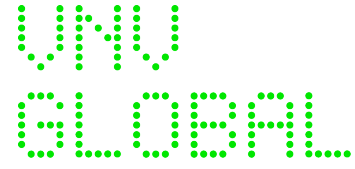
As ordered by the court, the Company will now implement the sanctioned Scheme of Arrangement, whereby SDRs representing common shares in VNV Global Ltd. will be exchanged for common shares in the new group parent company VNV Global AB (publ). SDR holders do not need to take any action to get their SDRs exchanged as the SDRs in VNV Global Ltd. automatically will be exchanged to shares in VNV Global AB (publ). The record date for the exchange of the SDRs in the Company to common shares in VNV Global AB (publ) in the VPC register is expected to be 30 June 2020.

As part of the above, the Company intends to execute a termination and delisting of the SDRs, whereby a notice of termination of the SDRs is expected to be published in Svenska Dagbladet on 12 June 2020 and the last day of trading is expected to be 26 June 2020. SDR holders who do not wish to have their SDRs exchanged for common shares in VNV Global AB (publ) must therefore sell their holdings of SDRs no later than 26 June 2020. VNV Global AB (publ) has also applied for admission to trading of the common share on Nasdaq Stockholm, with expected ticker VNV (ISIN SE0014428835) and expected first day of trading on 29 June 2020. VNV Global AB (publ)’s application for listing of the common share on Nasdaq Stockholm is subject to certain customary conditions which include the approval and publication of a prospectus, which is expected to occur on 24 June 2020.

An information brochure describing the Redomestication and certain tax considerations will be sent to directly registered SDR holders by mail. Such information brochure, together with other documents describing the Redomestication, are also being held available on VNV Global’s website, [www.vnv.global](http://www.vnv.global).

**For further information please contact:**

Björn von Sivers, Investor Relations: +46 8-545 015 50



## About Us

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*VNV Global Ltd., formerly Vostok New Ventures Ltd., is an investment company with the business concept of using experience, expertise and a widespread network to identify and invest in assets with considerable potential for value appreciation. The company has a special focus on online marketplaces and businesses with strong network effects. The Swedish Depositary Receipts (SDRs) of VNV Global are listed on Nasdaq Stockholm, Mid Cap segment, with the ticker VNV SDB. For more information on VNV Global, visit [www.vnv.global](http://www.vnv.global).*

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**Notice to US investors in VNV Global:**

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The Redomestication relates to the SDRs of a Bermuda company that is a “foreign private issuer” (as defined under Rule 3b-4 under the US Securities Exchange Act of 1934, as amended (the “**US Exchange Act**”)) and is being made by means of a Scheme of Arrangement provided for under Bermuda law. A transaction effected by means of a Scheme of Arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Redomestication is primarily subject to the disclosure requirements and practices applicable in Bermuda to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules.

The securities referred to in this announcement have not been registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. There will be no public offering of securities in the United States.

The issuance of shares pursuant to the Redomestication and Scheme of Arrangement will not be registered under the Securities Act, and will be issued pursuant to the exemption provided by Section 3(a)(10) under the Securities Act.

Neither the US Securities and Exchange Commission, nor any US state securities commission, has approved or disapproved of the shares to be issued in connection with the Redomestication and Scheme of Arrangement, or determined if this announcement is accurate or complete.

Any representation to the contrary is a criminal offense in the US.

**Forward-Looking Statements:** This announcement may include forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “envisages”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding the Company’s or its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Company’s or its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those made in or suggested by the forward-looking statements contained in this announcement, and may not be indicative of results or developments in subsequent periods.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Press Release  
10 June 2020 08:00:00 CEST

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## Attachments

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[The Supreme Court of Bermuda sanctions the redomestication](#)