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# VERTISEIT RESOLVES ON A DIRECTED ISSUE TO EIFFEL INVESTMENT GROUP

**Vertiseit AB (publ) ("Vertiseit" or the "Company") announces that the Board of Directors has resolved, subject to subsequent approval by an Extraordinary General Meeting, to carry out a directed issue of 875,000 warrants to Eiffel Investment Group SAS ("Eiffel") (the "Issue"). Each warrant entitles Eiffel to subscribe for one new Class B share in Vertiseit at a subscription price of 64 SEK no later than March 31, 2025. Furthermore, Eiffel intends to offer the holders of 441,350 outstanding warrants of series TO 4 the opportunity to sell these at a corresponding valuation per newly subscribed Class B share. Upon full subscription, the Company will receive approximately 78 MSEK before deduction of issuance costs.**

## The Issue

The Board of Directors of Vertiseit has today resolved, subject to subsequent approval by an Extraordinary General Meeting, to carry out a directed issue of 875,000 warrants. The Issue is directed to the institutional investor Eiffel. Each warrant entitles Eiffel to subscribe for one new Class B share in Vertiseit at a subscription price of 64 SEK no later than March 31, 2025. The purpose of the Issue is to strengthen the Company's shareholder base with an international, qualified, institutional, and long-term investor with a strong capital base. The board's resolution on the Issue is conditional upon approval at an Extraordinary General Meeting, expected to be held on March 14, 2025. A separate press release will be published regarding the notice to the Extraordinary General Meeting.

The Company has during a period conducted negotiations with the investor Eiffel, during which negotiations the parties have agreed on a transaction structure where the Company, through a directed issue, issues warrants to the investor for the execution of the investor's investment in the Company, this due to circumstances related to the investor's financing of the investment in the Company

The warrants are issued free of charge. The subscription price for shares upon exercise of the warrants is set at 64 SEK per Class B share. The subscription price has been determined by the Board based on negotiations with the investor at arm's length and represents a premium of approximately 7 percent in relation to the volume-weighted average price of the Company's Class B share on Nasdaq First North Growth Market over the last 30 trading days up to and including February 25, 2025. Based on this, the Board assesses that the subscription price reflects prevailing demand and market conditions and is therefore considered market-based.

The Issue may increase the number of shares in Vertiseit from 28,827,631 to 29,702,631, distributed as 2,429,510 Class A shares and 27,273,121 Class B shares. The Company's share capital will increase from 1,441,381.55 SEK to 1,485,131.55 SEK. The Issue entails a dilution of approximately 2.9 percent of the total number of shares and approximately 1.7 percent of the total number of votes in Vertiseit.

**Purpose and use of proceeds**

Through the Issue, the Company diversifies and strengthens its shareholder base with a well-renowned, financially strong international institutional investor who may support the Company's continued growth. The Company intends to use the net proceeds from the Issue to strengthen its financial position, enabling further acquisitions and the continued execution of the Company's growth strategy.

**Reasons for the deviation from shareholders' pre-emptive rights**

The Board of Directors has considered the possibility of raising capital through a rights issue and has assessed that, at present, several factors make it more advantageous for the Company and its shareholders to raise capital through a directed issue rather than a rights issue.

The reasons for deviating from the shareholders' preferential rights are that:

1. further strengthening the Company's shareholder base with an international, qualified, institutional, and long-term investor with a strong capital base and a strong interest in the Company's development in line with its growth strategy, thereby contributing to significant diversification and reinforcement of the shareholder base;
2. a directed issue of warrants enables an efficient capital raise and allows the Company to act quickly on an investment opportunity from an international and qualified investor, compared to a rights issue of warrants, which would take significantly longer to complete and carry a higher risk of negatively impacting the share price;
3. a directed issue of warrants can be carried out at a significantly lower cost and with less complexity than a rights issue of warrants. Additionally, given market volatility, a rights issue would pose a risk of not being fully subscribed or exercised by the end of the subscription period, which would require substantial underwriting commitments to secure the same capital raise, resulting in significant additional costs for the Company.

Considering the current market environment, the Board has concluded that a directed issue, with the flexibility it provides, is motivated and the most appropriate option as it enables the Company to raise capital for its continued development and intended acquisition strategy in a time- and cost-efficient manner and on favorable terms.

**Acquisition of existing warrants of series TO 4**

Eiffel intends to offer the holders of the 441,350 outstanding warrants of series TO 4, which are held by current and former employees of Vertiseit, the opportunity to sell these for a purchase price of 14 SEK per warrant. The purchase price corresponds to the difference between the subscription price for a newly issued Class B share of 50 SEK in accordance with the warrant terms, and the valuation of the Company's Class B share of 64 SEK in the Issue.

**Capital contribution**

Upon full subscription, the Company will receive a total capital contribution of approximately 78 MSEK before deduction of issuance costs. Of this amount, approximately 56 MSEK is expected to be received in March 2025 upon full exercise of the warrants issued in the Issue, while approximately 22 MSEK is expected to be received in May 2025 upon full exercise of the warrants of series TO 4.

**Comment from Vertiseit**

*"Welcoming Eiffel Investment Group as our first international institutional investor is a significant milestone for Vertiseit. Their confidence in our vision and growth strategy strengthens our position as a leading Digital In-store SaaS company in Europe. This investment provides us with the financial readiness to continue to execute on our acquisition strategy and continue to lead the digital transformation for global brands and leading retailers", comments Johan Lind, CEO Vertiseit.*

**Comment from Eiffel**

*"We are thrilled to support Vertiseit on its continued growth journey as a leading SaaS company within In-store Experience Management. Vertiseit has a strong product market fit and has a demonstrated track-record of ARR growth during more than ten years. We believe in their long-term vision to become a global platform leader within their business and are pleased to support their continued expansion", comments Franck Halley, Director of Private Equity Innovation, Eiffel Investment Group.*

**About Eiffel Investment Group**

Eiffel Investment Group is an asset manager with approximately €7 billion under management. Eiffel Investment Group's investor base consists of large institutional investors as well as retail investors. Backed by the Impala group founded by entrepreneur Jacques Veyrat, Eiffel Investment Group cultivates a strong industrial expertise, in particular in the field of the energy transition. Eiffel finances companies and their assets through four main strategies: private debt, private equity, energy transition infrastructures and listed equities and credit. Eiffel Investment Group's team counts around 100 talented professionals, in France (Paris), BeNeLux (Amsterdam), the United States of America (New York) and the UAE (Abu Dhabi).

**Adviser**

Redeye AB is acting as Sole Manager and Bookrunner, and CMS Wistrand is serving as legal advisor to Vertiseit in connection with the Issue.

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Redeye AB is the company's Certified Adviser

**ABOUT VERTISEIT**

*Vertiseit is a leading platform company within In-Store Experience Management (IXM). The company operates through its subsidiaries Dise, Grassfish and Visual Art that enable global brands and leading retailers to strengthen the customer experience by offering a seamless customer journey through connecting the physical and digital meeting. The company has around 270 employees in Sweden, Norway, Denmark, Finland, Austria, Germany, Spain, UK and USA. During the period 2012-2024, Vertiseit performed an average profitable growth of recurring SaaS revenue (ARR) of 50 percent (CAGR). For the full year of 2024, the group's net revenue amounted to SEK 464 million, with an adjusted EBITDA margin of 21 percent. Since 2019, Vertiseit's B-share is listed on Nasdaq First North Growth Market.*

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*This information is information that Vertiseit 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 2025-02-26 08:24 CET.*

**ATTACHMENTS**

[Vertiseit resolves on a directed issue to Eiffel Investment Group](#)