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Press release, 8 November 2021

## **SignUp intends to list the company's shares on Nasdaq First North Growth Market**

**SignUp Software AB (publ) ("SignUp" or the "Company"), a fast-growing and profitable software company that offers a comprehensive solution, ExFlow, for accounts payable automation built into Microsoft's ERP Dynamics, today announces its intention to list the Company's shares on Nasdaq First North Growth Market. In connection with the listing the Company intends to conduct an offering of shares to the general public in Sweden as well as to institutional investors in Sweden and internationally, which is expected to include an issuance of new shares by the Company (the "Offering"). Pareto Securities AB ("Pareto") is the Sole Global Coordinator and Sole Bookrunner in connection with the Offering. Nasdaq Stockholm AB has assessed that the Company meets the applicable listing requirements on Nasdaq First North Growth Market subject to customary conditions.**

### **The Offering in brief:**

- The Offering is expected to be conducted at a fixed price of SEK 80 per share, corresponding to a total market value of the Company's shares of approximately SEK 1,600 million prior to the Offering.
- The Offering includes a new share issue that is expected to raise approximately SEK 175-201 million to the Company before deduction of costs relating to the Offering.
- In order to cover a potential over-allotment in connection with the Offering, the Company has undertaken to issue an over-allotment option (the "**Over-allotment Option**") to Pareto Securities to sell additional new shares corresponding to up to 15 percent of the Offering.
- Prior to the Offering, three investors have undertaken to subscribe for shares under certain conditions, and at the same price as other investors, corresponding to a total value of SEK 105 million. The three investors' commitments are distributed as follows:
  - Creades AB (publ) via endowment insurance: SEK 40 million
  - Joh. Berenberg, Gossler & Co. KG (Asset Management): SEK 40 million
  - Nordea Asset Management: SEK 25 million
- Full terms and conditions for the Offering will be available in the prospectus which is expected to be published 15 November 2021.
- The Offering is directed to the general public in Sweden as well as institutional investors in Sweden and internationally.
- First day of trading in the Company's shares on Nasdaq First North Growth Market is expected in the end of November 2021.

### **Background to the Offering**

SignUp's Board of Directors and Management are of the opinion that the Offering, together with a broader ownership of the Company's shares, will positively contribute to the Company's continued growth and development. A broadening of the ownership of the Company's shares contributes to increased credibility and awareness as well as a quality stamp that the Company believes will benefit both customer and supplier relationships and assist in attracting and retaining staff.

The Offering is expected to provide SignUp with approximately SEK 175-201 million, before usual issue costs, depending on the extent to which the Over-allotment Option is exercised. The issue costs are estimated to amount to approximately SEK 14 million, hence the Offering is expected to provide SignUp with net proceeds of approximately SEK 161 million (excluding the Over-allotment Option). As the Company is already cash flow

positive, the Company intends to use all of the expected net proceeds from the Offering to make potential selective additional acquisitions to further accelerate growth.

**Olof Hedin, CEO, comments:**

*"SignUp started automating financial processes through the product ExFlow 20 years ago. Today we have 1,100 customers and 90 partners around the world, which give us a stable foundation for continued expansion. In recent years, demand has accelerated for solutions that help companies and organizations work more decentralized, faster, more securely and with better control and traceability. This is exactly what SignUp can deliver through a SaaS (Software as a Service) service built into Microsoft's ERP Dynamics. I look forward to continuing to develop both our product range and the organization to the next level and the IPO is an important step for the Company's continued development."*

**Göran Garvner, Chairman of the board, comments:**

*"With proud eyes, we can now look back in our history and see that some of our early decisions were very successful, e.g. to only rent out our products and create what we now call ARR, have a strong cash flow and conduct sales and marketing via the Microsoft partner channel that is available worldwide. With new shareholders and stronger resources, we will increase the pace but still have the above leitmotifs as a basis for our business. At SignUp, we are convinced that the future will be at least as bright as our fine history"*

**About SignUp Software AB (publ)**

SignUp is a fast-growing software company that offers a comprehensive solution, ExFlow, for accounts payable automation built into Microsoft's ERP Dynamics. The Company has established itself as a global player with a number of large companies as customers and several partnerships through, among others, TietoEvry, CGI and Columbus. SignUp was founded in 1999 and is a global company with 86 full-time employees, headquartered in Sundbyberg, Sweden, with additional offices in Denmark, Australia, the Netherlands and the USA. During January - September 2021, the Company's net sales amounted to approximately SEK 134 million, which corresponds to an organic net sales growth of 23.6 percent with an EBITA margin of approximately 19.7 percent and annual recurring revenue ("ARR") per 30 September 2021 of SEK 174 million.

**Financial targets**

SignUp has set the following medium term financial goals<sup>1</sup>:

- In the medium term, ARR shall grow by at least 25 percent organically per year.
- Achieve an EBITA margin in the medium term of approximately 20 percent, however, the margin in the short term will be negatively affected by growth investments (organic and / or acquisitions) that the Company deems are creating long-term value for shareholders.
- The company's dividend policy is to distribute at least 25 percent of earnings per share in the medium term.

**Advisors**

Pareto acted as Sole Global Coordinator och Sole Bookrunner, Setterwalls Advokatbyrå is the legal advisor to the Company and Baker McKenzie is the legal advisor to Pareto in connection with the Offering. FNCA Sverige AB is the Company's certified advisor and can be contacted at [info@fnca.se](mailto:info@fnca.se) or +46 8 528 00 399.

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**Important information**

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<sup>1</sup> The "medium" term used by the Company refers to a period of 3-5 years.

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Any offering of the securities referred to in this announcement will be made by means of a prospectus that will be published on SignUp's website, [www.signupsoftware.com](http://www.signupsoftware.com), following approval from the Swedish Financial Supervisory Authority. This announcement is an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (together with any applicable implementing measures in any Member State, the "**Prospectus Regulation**"). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the prospectus and potential investors should read the prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. Any approval by the Swedish Financial Supervisory Authority of a prospectus should not be understood as an endorsement of the securities that are the subject of such prospectus.

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This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision to acquire or subscribe for shares in connection with the Offering must 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 the Joint Global Coordinators. The Joint Global Coordinators is acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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#### **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the Group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. 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 Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and 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 that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. 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 press release, unless it is not required by law or Nasdaq First North Growth Market rule book for issuers.

#### **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 SignUp 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 "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company 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 channels for distribution of 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 shares in SignUp may decline and investors could lose all or part of their investment; the shares in SignUp offer no guaranteed income and no capital protection; and an investment in the shares in SignUp 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 Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure 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 shares in SignUp.

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