

April 27, 2022

PRESS RELEASE

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Vertiseit's board of directors resolve on an issue in kind pursuant to the public offer to the shareholders of MultiQ

On 10 January 2022 Vertiseit AB (publ) ("Vertiseit") announced a public offer to the shareholders of MultiQ International Aktiebolag ("MultiQ") to acquire all shares in MultiQ (the "Offer") according to which consideration for shares in MultiQ may be paid by issue of class B shares of Vertiseit as a consideration alternative. Pursuant to such public offer, the board of directors of Vertiseit has resolved on an issue in kind.

Vertiseit announced on 10 January 2022 a public offer to the shareholders of MultiQ to acquire all shares in MultiQ (the "Offer"). On 3 March 2022, Vertiseit supplemented the offered alternatives of consideration of the Offer. A prospectus and an offer document regarding the Offer (the "Offer Document") was approved and registered by the Swedish Financial Supervisory Authority on 5 April 2022. The acceptance period for the Offer commenced on 6 April 2022 and expired on 27 April 2022.

Vertiseit offers to the shareholders of MultiQ the following three mutually exclusive alternatives as consideration under the Offer:

1. **"Mixed Consideration"**: SEK 12,500 in cash and 100 class B shares in Vertiseit for each full block of 10,000 shares in MultiQ; or
2. **"Share Consideration"**: 413 class B shares in Vertiseit for each full block of 10,000 shares in MultiQ; or
3. **"Cash Consideration"**: SEK 1.60 in cash for each share in MultiQ.

In respect of the alternative Mixed Consideration the following shall apply. For blocks of less than 10,000 shares in MultiQ and excess shares in addition to full blocks of 10,000 shares in MultiQ, SEK 1.25 in cash and 0.0100 class B shares in Vertiseit are offered for each such share in MultiQ.

In respect of the alternative Share Consideration the following shall apply. For blocks of less than 10,000 shares in MultiQ and excess shares in addition to full blocks of 10,000 shares in MultiQ, 0.0413 class B shares in Vertiseit are offered for each such share in MultiQ.

In respect of the alternative Cash Consideration the following shall apply. SEK 1.60 in cash for each share in MultiQ.

As part of the above and pursuant to the authorization granted by the extra general meeting 26 January 2022, the board of directors of Vertiseit has resolved on an issue in kind of up to maximum 2,267,455 class B shares to the shareholders of MultiQ who accepts the Offer and who chooses the consideration alternatives Mixed Consideration or Share Consideration, against payment in kind constituting shares in MultiQ.

The issue is conducted at a subscription price of SEK 30.10 per class B share (against payment in kind of shares). The value of the shares in MultiQ is expected to be recorded in the Company's balance sheet at a value of approximately SEK 67,000,000. The value of the assets in kind that will be recorded in the Company's balance sheet, and the subscription price, might, however, as a consequence of applicable accounting principles, change subject to conditions as at the so called transaction date.

The directed issue to certain shareholders in MultiQ may lead to the number of class B shares of the Company increasing to not more than 18,121,914, which would entail a dilution of approximately 10.9 percent of the total share capital in the Company and approximately 5 percent of the total votes in the Company.

Information on the Offer

For further information on the Offer, please see the prospectus regarding the Offer, which is available at Vertiseit's website (corporate.vertiseit.se/offentligt-uppkopserbjudande) and at Aktieinvest FK AB's website (www.aktieinvest.se).

For further information, please contact:

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For administrative questions regarding the Offer, please contact your bank or nominee where you have your shares registered.

Important information

This press release has been published in English and Swedish. In the event of any discrepancy between the two language versions, the Swedish version shall prevail.

This press release does not constitute any offer or solicitation to subscribe, acquire or sell shares or other financial instruments and nor does it constitute any recommendation to offer to subscribe, acquire or sell shares or other financial instruments.

The Offer is neither directly nor indirectly, made to, and no acceptance will be approved from or on behalf of persons in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, the United States or any other jurisdiction where the Offer, the distribution of information pertaining to the Offer or the acceptance of the Offer would be in conflict with any law or regulation or require any additional offer document and/or prospectus or registration to be effected or any other measures to be taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules) ("**Excluded Jurisdiction**")

The distribution of this press release and any related Offer documentation in an Excluded Jurisdiction may be restricted, require that additional documentation is prepared or other measures taken or in conflict with the laws or regulations of such jurisdiction. Accordingly, the information in this press release may not be forwarded, distributed, reproduced or made available in or into any Excluded Jurisdiction in which the Offer would require that any additional offer document and/or prospectus is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules) or where it would be in conflict with any law or regulation in such jurisdiction and the information does not constitute an offer or solicitation to acquire, sell, subscribe or exchange securities, to persons in such jurisdictions. Consequently, neither the Offer nor any documentation or information pertaining to the Offer will or may be sent, mailed or otherwise distributed in or into any Excluded Jurisdiction.

Banks, brokers, dealers and other nominees holding shares for persons who are located in or who have registered addresses in any Excluded Jurisdiction must not forward the Offer or any other document or information received in connection with the Offer to such persons. Any failure by such persons to inform themselves and observe applicable restrictions or requirements may constitute a violation of the securities laws of an Excluded Jurisdiction. To the fullest extent permitted by applicable law, Vertiseit disclaims any responsibility or liability for the violations of any such restrictions by any person. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded. No consideration under the Offer will be delivered in or into any Excluded Jurisdiction.

The information in this press release which relates to future conditions or circumstances, including information regarding future result, growth and other forecasts and effects of the Offer, are forward-looking statements. Such statements may, inter alia, be identified by the use of words such as "deemed", "anticipate", "intend" "expect", "believe" or similar expressions. Forward-looking statements are subject to risks and uncertainties because they relate to conditions and are subject to circumstances that occur in the future. Future circumstances may materially deviate from what has been expressed or implied in the forward-looking statements due to several factors which to a large extent is outside of Vertiseit's control. Any forward-looking statements speak only as of the date on which they are made and Vertiseit has no obligation (and undertakes no obligation) to update or revise any such statements due to new information, future events or similar, except for then it is requires due to applicable laws and regulations.

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ABOUT VERTISEIT

Vertiseit is a leading platform company within Retail Digital Signage in Europe. Through its' subsidiaries Grassfish and Dise the group offers software for Digital In-store and related consulting services. The company's customers consist of global brands and retailers, using its' products and services to enable a seamless customer journey by bridging the digital and physical customer meeting. The company has +130 employees in Sweden, Austria, Germany and UK. During the period 2012-2021, Vertiseit performed an average profitable growth of 33 percent (CAGR). For the full year of 2021, the group's net revenue amounted to SEK 131 million, with an EBITDA margin of 13 percent. Since 2019, Vertiseit's B-share is listed on Nasdaq First North Growth Market.

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ATTACHMENTS

[Vertiseit's board of directors resolve on an issue in kind pursuant to the public offer to the shareholders of MultiQ](#)