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PRESS RELEASE

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Exercise of the over-allotment option in the IPO of Profoto

Carnegie Investment Bank AB (publ) ("Carnegie") and Handelsbanken Capital Markets (jointly the "Joint Bookrunners") have today notified Profoto Holding AB (publ) ("Profoto" or the "Company"), Burken Invest AB and Nedergransta Förvaltning AB that the over-allotment option has been exercised in full and that the stabilisation period has ended in advance.

In connection with the initial public offering of Profoto and the listing of the Company's shares on Nasdaq Stockholm on 1 July 2021 (the "Offering"), Burken Invest AB and Nedergransta Förvaltning AB granted the Joint Bookrunners an option to purchase up to 2,138,907 existing shares in Profoto to cover any over-allotment in connection with the Offering (the "Over-Allotment Option"), exercisable in full or in part within 30 days from the first day of trading in Profoto's shares on Nasdaq Stockholm. The Over-Allotment Option has been exercised in full.

No price stabilisation activities have been carried out since the Offering, and due to the Company's share price performance Carnegie has, as stabilisation agent on behalf of the Joint Bookrunners, decided to end the stabilisation period in advance.

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IMPORTANT INFORMATION

This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company. The contents of this announcement have been prepared by and are the sole responsibility of the Company.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not being made and may not be distributed or sent into the United States, Australia, Canada, Japan or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “Prospectus Regulation”). The Company has published a Swedish prospectus prepared pursuant to the Prospectus Regulation. The Swedish prospectus has been approved and registered by the Swedish Financial Supervisory Authority. Investors should not subscribe for or purchase any securities referred to in this press release except on the basis of information contained in the prospectus.

In any EEA Member State other than Sweden, this announcement is only addressed to and is only directed at “qualified investors” in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

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”), and accordingly may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any offering in the United States or to conduct a public offering of securities in the United States. There will be no public offering of the securities described herein in the United States. Copies of this announcement are not being, and should not be, distributed in or sent into the United States.

The securities described herein have also not been and will not be registered under the applicable securities laws of Australia, Canada or Japan 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 Australia, Canada or Japan. There will be no public offering of the securities described herein in Australia, Canada or Japan.

In the United Kingdom this announcement is being distributed only to, and directed exclusively at, “qualified investors” (as defined in section 2(e) of the Prospectus Regulation as it forms part of UK domestic law by virtue of the UK European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time) (the “UK Prospectus Regulation”)) who are (i) persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), (ii) persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) outside the United Kingdom, or (iv) persons to whom an invitation or inducement to engage in investment activity (within the Meaning of section 21 of the Financial Services and Markets Act 2000 (“FSMA”)) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement and any investment or investment activity to which it relates will only be engaged in within the United Kingdom, by persons who are relevant persons. This announcement should not be acted on or relied on by anyone other than relevant persons in the United Kingdom.

This announcement may contain certain forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe,” “expect,” “anticipate,” “intends,” “estimate,” “will,” “may,” “continue,” “should” and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. 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 information, opinions and forward-looking statements contained in this communication speak only as at its date, and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or 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 announcement.

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This information is information that Profoto Holding 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 2021-07-09 17:30 CEST.

Attachments

[Exercise of the over-allotment option in the IPO of Profoto](#)