

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, WITHIN OR TO THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND OR IN ANY OTHER JURISDICTION WHERE SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES IN ACCORDANCE WITH APPLICABLE LAW.



Press release, 16 March 2021

## LMK Group announces offering of shares and publishes prospectus in connection with Nasdaq First North Premier Growth Market listing

On 9 March 2021, LMK Group AB (publ) (“LMK Group” or the “Company”), operating under four brands; Linas Matkasse (Sweden), Godtlevort and Adams Matkasse (Norway), and RetNemt Måltidskasser (Denmark), announced its intention to conduct an offering of the Company’s shares and to list the Company’s shares on Nasdaq First North Premier Growth Market (the “Offering”). The Offering consists of existing shares in LMK Group offered by selling shareholders<sup>1</sup> and new shares issued by the Company. The Offering is directed to institutional investors in Sweden and internationally as well as to the general public in Sweden. The Company has prepared a prospectus in connection with the Offering which today has been approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) and has been published on the Company’s web page. Trading in the Company’s shares is expected to commence on 29 March 2021.

### The Offering in brief:

- The Offering is conducted at a fixed price of SEK 79.50 per share, corresponding to a total market value of the Company’s shares of approximately SEK 760 million prior to the Offering.
- The Offering includes a new share issue that is expected to raise approximately SEK 250 million before deduction of costs relating to the Offering, as well as a sale of existing shares corresponding to approximately SEK 250 million offered by Herkules Capital<sup>2</sup>, PopSpinach AB<sup>3</sup>, Rocky Beans AB<sup>4</sup>, Acton Capital<sup>5</sup>, Creandum Advisor<sup>6</sup> and a larger group of smaller shareholders.
- In order to cover a potential over-allotment in connection with the Offering, the selling shareholders have undertaken an option, upon request by Pareto Securities, on behalf of the Joint Global Coordinators, to sell additional existing shares up to approximately SEK 75 million, or maximum 15 percent of the Offering (the “**Over-Allotment Option**”).
- Provided that the Over-Allotment Option is fully exercised, the Offering is expected to amount to approximately SEK 575 million, which corresponds to approximately 57 percent of the share capital of LMK Group after the Offering.
- Prior to the Offering, five 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 259 million. The five investors’ commitments are distributed as follows:
  - Skandia: SEK 80 million
  - Invus: SEK 50 million

---

<sup>1</sup> The selling shareholders consist indirectly of Herkules Capital, PopSpinach AB (Niklas Aronsson, co-founder), Rocky Beans AB (Carolina Gebäck, co-founder), Acton Capital and Creandum Advisor as well as a larger group of smaller shareholders. The pre-IPO ownership structure is subject to that the dismantling takes place in accordance with the Prospectus.

<sup>2</sup> Herkules Capital owns shares indirectly in the Company through Linas Matkasse Holding II AS. The ultimate owners are the funds Herkules Private Equity IV (Jersey-I) LP and Herkules Private Equity IV (Jersey-II) LP, which together own a total of approximately 28.2 percent pre-IPO.

<sup>3</sup> PopSpinach AB owns shares partly directly in the Company, partly indirectly through Linas Matkasse Holding II AS, and owns a total of approximately 19.3 percent pre-IPO.

<sup>4</sup> Rocky Beans AB owns shares partly directly in the Company, partly indirectly through Linas Matkasse Holding II AS, and owns a total of approximately 12.9 percent pre-IPO.

<sup>5</sup> Acton GmbH & Co. Heureka KG owns shares directly in the Company and owns a total of approximately 8.1 percent pre-IPO.

<sup>6</sup> Creandum Advisor owns shares directly in the Company through Creandum II LP and Creandum II Kommanditbolag, which together own a total of approximately 8.1 percent pre-IPO.

- Nordea Asset Management on behalf of managed funds: SEK 49 million
  - Handelsbanken Fonder on behalf of managed funds: SEK 40 million
  - Argenta Asset Management: SEK 40 million
- The application period is expected to run between 17 March and 25 March 2021 for the general public and between 17 March and 26 March 2021 for institutional investors.
  - The Offering is directed to institutional investors in Sweden and internationally as well as to the general public in Sweden.
  - First day of trading in the Company's shares on Nasdaq First North Premier Growth Market is expected to be 29 March 2021. The expected settlement date for the Offering is 31 March 2021 and the Company's shares will trade under the ticker "LMKG" with ISIN code SE0015556873.
  - A prospectus with full terms and conditions for the Offering has been published on LMK Group's website and on Pareto Securities' website.

**Walker Kinman, CEO, comments:**

"With the listing of LMK Group at Nasdaq First North Premier Growth Market, we take the next step in our development where we will continue to deliver profitable growth based on innovation, quality and healthy food. We have already met a solid interest from investors who see the potential in our platform, which is positioned to leverage from consumers' increased demand for sustainable and personalised meal kits that contribute to decreased food waste, in combination with accelerated digitalisation. Unlike many other industries, the shift from shopping in the physical grocery store to ordering food online is still in its early stages. The entire company and I are looking forward to welcoming new shareholders on our continued journey."

**Background to the Offering**

The selling shareholders have been owners in LMK Group for a long period. Herkules Capital has been the largest owner in the Company since 2015 and currently owns approximately 29.3 percent. Niklas Aronsson and Carolina Gebäck founded the Company in 2008 and currently own approximately 20.1 percent and approximately 13.4 percent of LMK Group respectively through PopSpinach AB and Rocky Beans AB. Acton Capital and Creandum Advisors invested in the Company in 2011 and own approximately 8.4 percent in LMK Group, separately. All selling shareholders have been shareholders in LMK Group for over six years and believe that now is the right time to increase the Company's shareholder base.

LMK Group's Board of Directors and Management are of the opinion that the Offering together with an increased shareholder base will promote the Company's continued growth and development. A listing of the Company's shares on Nasdaq First North Premier Growth Market entails increased credibility and visibility as well as a quality stamp that the Company considers beneficial towards customer relationships, to attract and retain staff and in relation to suppliers.

The gross proceeds of approximately SEK 250 million from the new share issue in the Offering are intended to be used to (1) acquire the remaining shares of RetNemt.dk ApS in Denmark, (2) redeem the group's outstanding bond and (3) finance transaction related costs and general corporate purposes.

**Preliminary timetable**

Application period for the general public	17 March – 25 March 2021
Application period for institutional investors	17 March – 26 March 2021
First day of trading on Nasdaq First North Premier Growth Market	29 March 2021
Settlement day	31 March 2021

**About LMK Group AB (publ)**

LMK Group provides fresh, healthy, flexible and adaptable meal kit solutions to around 115,000 active and 405,000<sup>7</sup> registered customers in Sweden, Norway and Denmark. The Group conducts its operations under four brands: Linas Matkasse (Sweden), Godtlevet and Adams Matkasse (Norway), and RetNemt Måltidskasser (Denmark). The Group's vision is that Scandinavian households should be able to take the time to prepare and eat good food together with their family and friends, without having to get stressed, plan, shop or carry home bags of groceries. LMK Group was founded, through the incorporation of the current subsidiary Carolinas Matkasse AB, in 2008, and has since established itself in Scandinavia, where it has a total of 282 full-time

---

<sup>7</sup> As of 31 December 2020.

employees and is active in three countries: Sweden with 117 full-time employees, Norway with 112 full-time employees and Denmark with 53 full-time employees.

LMK Group's main product offering, meal kits, are delivered directly to the customer's front door at convenient times and contain what the customer requires to prepare inspirational meals with carefully selected local and sustainable ingredients. Strengthened by its strong and complex logistics chain, with efficient processes that are supported by the Group's innovative technology, user-friendly website and mobile app, the underlying business has experienced strong growth. In 2020, the Group's net sales amounted to approximately SEK 1.2 billion, which is equivalent to a net sales growth of 12.1 percent (17.4 percent adjusted for foreign exchange differences), with an EBIT margin of approximately 7.5 percent.

#### **Prospectus and application forms**

A prospectus, containing complete terms and conditions of the Offering has been published on LMK Group's website ([www.lmkgroup.se](http://www.lmkgroup.se)) and Pareto Securities' website ([www.paretosec.com](http://www.paretosec.com)). Application forms are available on Pareto Securities' website. Applications can also be made through the Aktieinvest's website ([www.aktieinvest.se](http://www.aktieinvest.se)) and Avanza's website ([www.avanza.se](http://www.avanza.se)).

#### **Advisors**

Bryan, Garnier & Co and Pareto Securities AB act as Joint Global Coordinators and Joint Bookrunners, Roschier Advokatbyrå AB is the legal advisor to the Company and Baker McKenzie is the legal advisor to the Joint Global Coordinators and Joint Bookrunners.

#### **For further information, please contact:**

Walker Kinman, CEO, LMK Group  
Telephone (SWE): +46 707 22 65 13  
E-mail: [walker.kinman@linasmatkasse.se](mailto:walker.kinman@linasmatkasse.se)

Erik Bergman, CFO, LMK Group  
Telephone (SWE): +46 707 74 49 73  
E-mail: [erik.bergman@linasmatkasse.se](mailto:erik.bergman@linasmatkasse.se)

#### **Important information**

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions and the recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such legal restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in LMK Group in any jurisdiction, neither from LMK Group nor from someone else.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus has been prepared in connection with the Offering and has been scrutinized and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) which is the national competent authority in Sweden with regard to the Prospectus Regulation.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

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.

The information in this press release may not be forwarded or distributed to any other person and may not be reproduced at all. Any forwarding, distribution, reproduction or disclosure of this information in its entirety or in any part is prohibited. Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Offering. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

#### **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 Premier 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 LMK Group 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 LMK Group may decline and investors could lose all or part of their investment; the shares in LMK Group offer no guaranteed income and no capital protection; and an investment in the shares in LMK Group 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 LMK Group.

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