

Rebelle AB intends to list its shares on Nasdaq First North Growth Market

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Rebelle AB (publ), ("Rebelle" or the "Company"), which considers itself to be one of the European category leaders for luxury second hand fashion, hereby announces its intention to list its shares on Nasdaq First North Growth Market (the "Listing"). In connection with the Listing, the Company intends to conduct an offering of newly issued shares in the Company to the public in Sweden and Denmark (up to an amount less than EUR 8 million) as well as to qualified investors in Sweden and abroad (the "Offering").

Rebelle is targeting to become the first "Green IPO" within the Nasdaq system globally and the first IPO of a German company exclusively on Nasdaq in Sweden.

Strengths and competitive advantages

Rebelle operates the European online marketplace Rebelle.com for selling and buying luxury second hand fashion items and accessories. Rebelle takes control of the entire sales process, thereby physically verifying the authenticity and quality of products sold to consumers and assuming all payment processes and the shipments to buyers. Based on this capital-light "managed marketplace" model, Rebelle aims to deliver a superior selling and buying experience to its customers. Rebelle is offering products from the world's most sought after fashion brands, such as Louis Vuitton, Chanel, Gucci, Hermès and Prada while increasing customers awareness of sustainability and circularity within the fashion industry. Rebelle offers more than 200,000 products to, and listed by, customers throughout Europe with focus on the EU.

Cécile Wickmann, founder and CCO of Rebelle, comments:

"The IPO is a fundamental step for Rebelle to scale the foundation which we have built over the past years, on a European scale, and tap into the attractive growth opportunities of the just-starting resale market. We founded Rebelle with the idea of extending the fashion lifecycle and reducing the environmental pollution caused by producing new products. In line with our sustainable and circular business model we are now aiming at becoming the first Green IPO within the Nasdaq system globally."

Hans-Christian Semmler, Chairman of Rebelle, comments:

"Through the IPO, Rebelle takes a new and important step in its growth journey. The Board of Directors, management and owners have chosen Nasdaq First North Growth Market Sweden due to its unique and vibrant ecosystem for international growth companies, global reputation in ESG

and sustainability with strong appreciation for sustainable business models. These strengths have been confirmed recently by robust investor interest despite volatile global stock markets. The IPO creates attractive opportunities to accelerate growth and broaden Rebelle's ownership base with new reputed investors."

Current owners

Rebelle's owners, prior to the Offering, consists of strong and reputed international owners with track-record in fashion retailing, entrepreneurship, media and technology including: HCS Beteiligungsgesellschaft mbH (renowned German start-up investor), Friheden Invest A/S (family office of fashion entrepreneur Niels Martinsen, owner of several fashion brands including Tiger of Sweden), North-East Venture ApS (VC of family office behind jewellery brand Pandora), High-Tech Gründerfonds II GmbH & Co. KG (largest German VC investor) and Reti Televisive Italiane s.p.a. (subsidiary of leading European media group Mediaset), all of whom have committed to subscribe for shares in the Offering.

Nasdaq Green Equity Designation ("first Green IPO")

The new Nasdaq Green Equity Designation was launched in June 2021 and is a voluntary designation for companies that want to increase visibility around their green business models and strategies. With sustainability deep in its DNA, Rebelle targets to become the first IPO within the Nasdaq system with a Nasdaq Green Equity Designation. The Nasdaq approved reviewer, CICERO Green, assesses that Rebelle meets the requirements for Nasdaq Green Equity Designation set out in the Nasdaq Green Equity Principles. CICERO Green considers Rebelle's marketplace and services to support the low-carbon future by extending the lifespan of items, resulting in avoided waste, emissions, and environmental pollution from the production of new items. CICERO Green is encouraged by the example Rebelle has established on how circular economy principles can be applied. The awarding of the Nasdaq Green Equity Designation to Rebelle is subject to Nasdaq approval.[\[1\]](#)

The Offering in brief

- The Offering is expected to be carried out at a fixed price of SEK 28 per share, corresponding to a total market value of the Company's shares of approximately SEK 426 million prior to the Offering.
- The Offering consists of newly issued shares expected to raise approximately SEK 200 million 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 to Vator Securities AB, to sell additional new shares corresponding to up to 15 percent of the Offering.

- Prior to the Offering, a group of qualified investors, including reputable institutional investors, have committed to subscribe for shares, subject to certain conditions, at the same price as other investors, corresponding to a total value of approximately SEK 180 million, corresponding to 90% of the Offering. The subscribers include Swedbank Robur Ny Teknik, Skandia Fonder and a number of existing shareholders, board members and senior executives.
- All shareholders prior to the Offering have entered into lock-up undertakings of 360 days calculated from the first day of trading in the shares on Nasdaq First North Growth Market.
- Full terms and conditions for the Offering will be available in the prospectus (in Swedish with an unofficial English translation) which is expected to be published around 14 February 2022.
- The Offering is directed to the general public in Sweden and Denmark^[2] as well as qualified investors in Sweden and abroad.
- First day of trading in the Company's shares on Nasdaq First North Growth Market is expected to be on or around 25 February 2022.

Complete terms, conditions and instructions for the Offering will be included in the prospectus (in Swedish with an unofficial English translation) that the Company intends to prepare in connection with the Listing. If the Company decides to proceed with the Listing, the prospectus will be published on the Company's IR-website, ir.rebelle.com. More information about the process will be published on an ongoing basis.

Nasdaq Stockholm AB will approve an application for admission to trading of the Rebelle's shares on Nasdaq First North Growth Market provided that certain conditions are met, including that Rebelle submits such an application and that the distribution requirement for its shares is met.

Advisors

Vator Securities AB is Sole Global Coordinator and Sole Bookrunner. Gernandt & Danielsson Advokatbyrå KB is legal advisor to Rebelle as to Swedish law and Noerr Partnerschaftsgesellschaft mbB is legal advisor to Rebelle as to German law. Vator Securities AB is the Company's certified adviser and can be contacted at ca@vatorsec.se or +46 8 580 065 99.

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In the United Kingdom, this announcement is only being distributed to and is directed at "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the

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The information, opinions and forward-looking statements contained in this announcement 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 communication.

[\[1\]](#) Rebelle, CICERO Shades of Green assessment report, January 2022.

[\[2\]](#) Up to an amount less than EUR 8 million.

Attachments

[Rebelle AB intends to list its shares on Nasdaq First North Growth Market](#)