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# VERTISEIT COMPLETES A DIRECTED NEW SHARE ISSUE AND RECEIVES APPROXIMATELY 71.8 MSEK

**Vertiseit AB (publ) ("Vertiseit" or the "Company") has today, based on the authorisation from the Annual General Meeting on May 2, 2024, decided on a directed new share issue of 1,796,165 B-shares at a subscription price of 40 SEK per B-share (the "Issue"). Through the Issue, the Company receives approximately 71.8 MSEK before deduction for issue costs. The Issue has been directed to a limited number of primarily institutional investors, including four existing shareholders. The Company also announces that insiders in the Company and a number of employees, in connection with the execution of the Issue, have sold a total of 1,182,168 B-shares for approximately 47.3 MSEK to the subscribers in the Issue.**

## The Issue

The Board of Vertiseit has today decided to carry out a directed new share issue of 1,796,165 B-shares at a subscription price of 40 SEK per B-share, which will provide the Company with approximately 71.8 MSEK before transaction costs. The issue, which has been carried out through a so-called bookbuilding procedure, was decided based on the authorisation from the Annual General Meeting on May 2, 2024. The issue is primarily directed at institutional investors. New shareholders include **Andra AP-fonden**, **Bonnier Capital**, and **NEA Partners**. Among existing shareholders, **Alcur Fonder**, **Grenspecialisten**, **KL Capital** and **Nordea Fonder** participated.

The subscription price represents a discount of approximately 2.7% against the closing price of the Company's B-shares on the Nasdaq First North Growth Market on May 21, 2024. The subscription price was determined through extensive arm's length negotiations between the subscribers and the Company's financial advisor. Against this background, the Board's assessment is that the subscription price reflects prevailing demand and market conditions and is therefore considered to be market-based.

The issue will increase the number of shares in Vertiseit from 21,116,747 to 22,912,912, divided into 2,429,510 A-shares and 20,483,402 B-shares. The Company's share capital will increase from 1,055,837.35 SEK to 1,145,645.60 SEK. The issue results in a dilution of approximately 7.8 percent of the number of shares and approximately 4.1 percent of the number of votes in Vertiseit. Changes are based on the number of outstanding shares in the Company after the subscription of shares supported by warrants of series TO 3A that have been allocated but not yet registered.

**Purpose and Use of Proceeds**

Through the Issue, the Company broadens and strengthens its shareholder base with more well-reputed, financially strong, and long-term investors who may support the Company's continued growth. Additionally, the Company's balance sheet is strengthened through the Issue, providing opportunities for the Company to execute potential acquisitions. The proceeds will also enable the Company to repay parts of existing interest-bearing loans, thereby minimising external interest costs.

**Reasons for Deviating from Shareholders' Preferential Rights**

The Board has considered the possibility of raising the necessary capital through a rights issue and has concluded that there are several reasons why it is currently more advantageous for the Company and its shareholders to raise capital through a directed new share issue compared to a rights issue. A rights issue would take significantly longer to complete and pose a higher risk of a negative impact on the share price, especially in light of the current volatile and challenging market conditions. Conducting a directed new share issue can be done at a lower issuance cost and with less complexity than a rights issue. Furthermore, the Board believes that a directed new share issue provides an opportunity to further diversify and strengthen the Company's shareholder base with institutional investors to increase liquidity in the Company's shares. The Board's assessment, given the current market environment, is therefore that an issue deviating from the shareholders' preferential rights, with the flexibility it entails, is the most appropriate option as it allows the Company to raise capital in a time- and cost-effective manner and on favorable terms for the Company's continued development and intended acquisition strategy.

**Comment from the CEO**

*"We are very pleased with the outcome of the transaction and the positive interest shown in Vertiseit. It is particularly gratifying that both existing owners and new strategically important partners want to join us on our continued journey. The capital injection moves the company towards a net cash position and ensures that we stand well-prepared for future acquisitions,"* comments Johan Lind, CEO, Vertiseit

**Comment from Bonnier Capital**

*"Vertiseit represents a compelling investment for Bonnier Capital, aligning perfectly with our interest in the future of commerce, by enabling a seamless customer journey that effectively integrates digital and physical interactions,"* comments Victor Bodin, Investment Director, Bonnier Capital

**Shareholder Transactions**

In connection with the Issue, major shareholders Johan Lind, Jonas Lagerqvist, Oskar Edespong, Emil Kihlberg, and Adrian Nelje are selling a total of 712,000 B-shares, equivalent to an amount of approximately 28.5 MSEK. These sales were conducted parallel to the Issue and represent approximately 10 percent of each shareholder's holding before the sale. Additionally, several employees of the Company, other than the major shareholders named above, have sold a total of 470,168 B-shares, which were acquired through the exercise of warrants received under the incentive program TO 3A, to the institutional investors in connection with the Issue.

**Transaction in Total**

The entire transaction amounts to approximately 119 MSEK, of which the Company receives approximately 86.6 MSEK before transaction costs. The components consist of: 1) directed new share issue of 71.8 MSEK, providing the Company with approximately 71.6 MSEK before transaction costs; 2)

sale of existing shares amounting to approximately 25.9 MSEK; and 3) sale of shares acquired through the exercise of warrants under the incentive program TO 3A amounting to approximately 21.3 MSEK, providing the Company with approximately 14.8 MSEK before transaction costs. The outcome of the warrant program TO 3A was announced on May 22, 2024.

**Advisors**

Redeye AB is the Sole Manager and Bookrunner, Carnegie is the financial advisor and issuing agent for Vertiseit in connection with the warrants of series TO 3A, and CMS Wistrand is the legal advisor to Vertiseit in connection with the Issue.

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This press release does not identify or purport to identify risks (direct or indirect) that may be attributed to an investment in the new shares. Any investment decision in connection with the Issue must be made based on all publicly available information regarding the Company and the Company's shares. Such information has not been independently verified by Redeye. The information in this press release is only provided as background material and does not claim to be complete. An investor should not rely solely on the information in this press release or its accuracy or completeness. Redeye is acting for the Company in connection with the transaction and not for anyone else. Redeye is not responsible to anyone other than the Company for providing the protections afforded to their clients or for giving advice in relation to the transaction or any other matter referred to herein.

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This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129, (the “Prospectus Regulation”) and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any offer to the public of shares or rights in any member state (“Member State”) of the European Economic Area (“EEA”) and no prospectus has been prepared or will be prepared in connection with the Issue. In each EEA Member State, this announcement is directed only at “qualified investors” in that Member State as defined in the Prospectus Regulation.

In the United Kingdom, this press release and any other material related to the securities described herein are only distributed and directed to, and any investment or investment activity to which this document relates is available only to: (i) persons with professional experience in matters related to investments falling within the definition of “investment professionals” in Article 19.5 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) persons falling within Article 43 of the Order or high net worth entities falling within Article 49.2 (a)-(d) of the Order, or to other persons to whom it may otherwise lawfully be communicated in accordance with an exemption from Article 21.1 of the UK Financial Services and Markets Act 2000 or otherwise under circumstances where it does not apply (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this press release relates is only available to, and will only involve, relevant persons. Persons who are not relevant persons should not take any action based on this press release and should not act or rely on it. This press release is not a prospectus under the meaning of Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”).

### **Forward-looking Statements**

This press release contains forward-looking statements that reflect the Company’s intentions, assessments, or current expectations about and goals for the Company’s future operations, financial situation, development, liquidity, results, prospects, expected growth, strategies, and opportunities, as well as markets in which the Company operates. Forward-looking statements are statements that are not historical facts and that can be identified by terms such as “believe,” “expect,” “anticipate,” “intend,” “may,” “plan,” “estimate,” “should,” “could,” “aim,” or “might” or, in each case, their negative, or similar, expressions. The forward-looking statements in this press release are based on various assumptions, many of which are in turn based on further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it cannot give any assurances that they will occur or prove to be correct. As these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcomes could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, unexpected events, and other important factors could cause actual events to differ materially from the expectations expressed or implied herein 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 accepts no responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Readers of this press release should not unduly rely on the forward-looking statements in this press release. The information, opinions, and forward-looking statements included in this press release are provided only as of the date of this press release and may be subject to change without notice. Neither the Company nor anyone else undertakes any obligation to review, update, confirm, or announce 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.

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Redeye AB is the company's Certified Adviser

**ABOUT VERTISEIT**

Vertiseit is a leading Digital In-store company offering the In-store Experience Management (IXM) SaaS platforms Grassfish and Dise. The platforms help global brands and leading retailers strengthen the customer experience by offering seamless customer journeys through connecting the physical and digital meeting. The company has around 150 employees in Sweden, Norway, Denmark, Austria, Germany and UK. During the period 2012-2023, Vertiseit performed an average profitable growth of recurring SaaS revenue (ARR) of 53 percent (CAGR). For the full year of 2023, the group's net revenue amounted to SEK 348 million, with an adjusted EBITDA margin of 17 percent. Since 2019, Vertiseit's B-share is listed on Nasdaq First North Growth Market.

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*This information is information that Vertiseit 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 2024-05-22 01:13 CEST.*

**ATTACHMENTS**

Vertiseit completes a directed new share issue and receives approximately 71.8 MSEK