

Invajo Technologies AB (publ) announces letter of intent regarding the reverse takeover of EPTI AB for listing on Nasdaq First North Growth Market

Invajo Technologies AB ("Invajo") and the shareholders of EPTI AB ("EPTI") have today reached a letter of intent to enter into a share sale and purchase agreement through which Invajo shall acquire all shares in EPTI by making payment in the form of newly issued shares in Invajo (the "Transaction"). The planned Transaction constitutes a so-called reverse takeover and if the Transaction is completed, Invajo's current operations will be transferred to a wholly-owned subsidiary within the new group.

The transaction in brief

- Invajo has entered into a letter of intent with the shareholders in EPTI to enter into a share sale and purchase agreement regarding the acquisition of all shares in EPTI for a purchase price of approximately SEK 624.2 million.
- The purchase price is intended to be paid with newly issued shares in Invajo through a non-cash issue and the Transaction constitutes a so-called reverse takeover. Invajo makes payment by issuing 79,129,848 consideration shares to the shareholders in EPTI at a subscription price of approximately SEK 7.89 per share, where the total number of shares in Invajo increases from 15,947,647 to a maximum of 95,077,495 shares.
- The Transaction will be conditioned on Nasdaq Stockholm approving the continued listing of Invajo's shares on Nasdaq First North Growth Market and on the Transaction's approval at Invajo's Extraordinary General Meeting.
- As a result of the Transaction, Invajo is undergoing a name change to EPTI and will continue to operate EPTI's enterprise. Invajo's current operations will be transferred internally to be continued as a wholly-owned subsidiary within the new group.
- The ambition is for the Transaction to be completed during the fourth quarter of 2021.

Invajo intends to convene an Extraordinary General Meeting before a preliminary approval for continued listing is expected to be obtained from Nasdaq Stockholm for decisions in matters relating to the Transaction. Proposals for a new board composition will include EPTI's chairman Tord Lendau, director Sebastian Nyaiesh and the company's CEO Arli Mujkic, as well as Invajo's existing directors Susanne Rönqvist Ahmadi and Hans Isoz.

"After I took over as CEO of Invajo, I have worked tirelessly with management and the board to ensure the best possible conditions for Invajo's future. In that work, we have also focused on becoming part of a larger context. As we have worked with EPTI before and seen their rapid growth rate and impressive track record, we are pleased to have identified an approach that benefits both parties and that will lead to increased shareholder value for everyone involved", says Love Carlsson, CEO of Invajo

"Since 2017, we have built up a portfolio where Invajo, with all its potential, fits perfectly into our SaaS segment. We intend to continue to invest in and build up Invajo as a majority-owned subsidiary with capital, technology development, marketing and sales. EPTI's vision of being a venture builder for founders, by founders, is something that is lacking primarily in the Swedish market but also, generally, in Europe. With our investment methodology and experience in building companies, we become a shortcut for founders, who save a lot of time and money, and greatly increase the chance of success. We are a venture builder with an emphasis on innovation and growth without geographical limitations.", Says Arli Mujkic, CEO of EPTI

Information about EPTI

EPTI invests capital and operational support for companies, entrepreneurs and founders in order to build market-leading innovative companies under the motto "We Empower Innovation". As a venture builder, this is done by adding experience from other founders, capital, resources, processes, state-of-the-art technology together with commercial execution and marketing. EPTI also starts companies and joint ventures with driven co-founders and companies. EPTI is more than an investment company, it is partly an investment company and partly a service company. A venture builder for founders, by founders.

The companies in EPTI's portfolio are in the segments Gaming, Fintech, Marketplace, SaaS and Services. Since inception 2017, EPTI has built up a portfolio of more than 25 companies, of which the majority-owned companies comprise a total of approximately 200 employees in seven countries around Europe. A selection of the portfolio companies include Parkamo which works to unite a fragmented parking market and has secured agreements with parking operator Parkman among others, SPACE Stockholm which is a digital cultural center at Sergelstorg in Stockholm with the initiators and co-owners PopHouse Entertainment Group AB, owned by Björn Ulvén and Conni Jonsson, Inbanner AB which is an ad-tech platform with Trustly AB as investors and Workamo, a platform for the gig economy of the future jointly owned with PE Accounting, to name a few.

In the past month, EPTI has also acquired significant stakes up to wholly-owned holdings in seven companies with Invajo being the eight. This is part of a broader acquisition strategy to continue further strengthening the portfolio and venture builder operations. A selection of the acquisitions include IT and the management consulting company Actea, with customers such as the Swedish Armed Forces, the Full-stack development company Axakon, with assignments at Matsmart, and the SaaS vendor management company Bruger, where Klarna is found among the clients. These acquisitions strengthen EPTI's resource pool as well as create cross-selling opportunities for both the service companies and the SaaS companies.

For more information, see EPTI's website www.epti.com

Background to the Transaction

Invajo's Board of Directors assesses that the planned Transaction would be to the benefit of all shareholders in Invajo.

By being part of EPTI's venture building process and network, there is support in several of the essential parts of Invajo as a SaaS company starting in technology development but extending to brand building, sales and online marketing. It is also judged that there are synergy effects with other SaaS companies that exist within the company group, such as saasstore.com, which is a marketplace for reaching out with Invajo's products. The lessons that Invajo has accumulated since its launch in 2013 will also benefit the organization as a whole.

"As part of the EPTI group, Invajo not only receives a dedicated and competent technical organization we know well - but we also get a unique opportunity to continue to grow strongly as part of a significantly larger business. It reduces both operational and financial risk and increases the pace of change. The deal aims at the obvious - to provide better opportunities for strong returns for our shareholders", says Invajo's director Hans Isoz

Ownership following the Transaction

The proposed transaction constitutes a reverse takeover and is supposed to be structured so that Invajo provides payment through a non-cash issue of a maximum of 79,129,848 new shares in Invajo to the sellers. Following the completion of the Transaction, the shareholders in EPTI will hold approximately 83 percent of the total number of shares and votes in Invajo and the existing shareholders in Invajo will hold approximately 17 percent of the total number of shares and votes in Invajo. As a result of the Transaction, the number of shares in Invajo will increase from 15,947,647 to a maximum of 95,077,495 shares.

Application for continued listing on Nasdaq First North Growth Market

The Transaction would entail a significant change in Invajo's operations and, due to this, a new listing process is required for Invajo on Nasdaq First North Growth Market where Nasdaq Stockholm must first approve Invajo for continued listing on Nasdaq First North Growth Market before the Transaction can be completed. Due to this and, provided that Nasdaq approves the listing, a company description will be published.

Exemption from mandatory bid

M2BIT Holding AB, majority shareholder in EPTI, will through the Transaction achieve an ownership interest in Invajo corresponding to at least 30 percent of the votes of the total number of shares in Invajo after the Transaction. M2BIT Holding AB has applied for, and received, a conditional exemption from the obligation to submit a public takeover bid for all shares in Invajo (so-called mandatory bid obligation) that M2BIT Holding AB would otherwise be covered by according to the Swedish Corporate Governance Takeover Rules for certain trading platforms. The exemption is conditional on the Transaction being approved by a General Meeting of Invajo's shareholders with a two-thirds majority.

Extraordinary general meeting

Invajo's acquisition of EPTI will be subject to the approval of the Extraordinary General Meeting of Invajo. Invajo intends to convene a general meeting prior to when the preliminary approval for continued listing is expected to be received from Nasdaq Stockholm for decisions on matters relating to the Transaction. This includes a change of company name, change of the articles of association and election of a new board, etc. The intention is that the new company description regarding EPTI will be available before the meeting.

Advisors

Eversheds Sutherland Advokatbyrå AB acts as legal advisor in connection with the Transaction.

For further information, please contact:

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About Invajo

Invajo offers unique services for efficient and smooth digital management of bookings, invitations and events. We handle the entire flow for our customers and this regardless of whether it is a digital or physical arrangement. Our services are used by everything from large international companies to individuals and we are available globally.

For more information, see Invajo's website www.invajo.com

The company's Certified Adviser is Eminova Fondkommission AB | 08-684 211 00 | info@eminova.se

This information is information that Invajo Technologies 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 2021-08-30 17:31 CEST.

Attachments

[Invajo Technologies AB \(publ\) announces letter of intent regarding the reverse takeover of EPTI AB for listing on Nasdaq First North Growth Market](#)