

Press release

16 May 2022, Stockholm, Sweden

4C Strategies announces offering of shares and publishes prospectus for its listing on Nasdaq First North Premier Growth Market

On 11 May 2022, 4C Group AB (publ) ("4C Strategies" or the "Company"), a fast-growing provider of organisational readiness and training management solutions globally, announced its intention to launch an initial public offering of its shares (the "Offering") and to list the Company's shares on Nasdaq First North Premier Growth Market (the "Listing"). The Company has prepared a prospectus in connection with the Offering which today has been approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) (the "SFSA") and published on the Company's web page. Trading in 4C Strategies' shares on Nasdaq First North Premier Growth Market is expected to commence on 24 May 2022.

The Offering in brief

- The price per share in the Offering has been set to SEK 35, corresponding to a total value of approximately SEK 1,187 million for all outstanding shares in the Company following the completion of the Offering.
- The Offering comprises 12,926,112 shares, of which 2,857,142 shares will be newly issued shares and 10,068,970 shares will be existing shares. The existing shares will be sold by Priveq, the founder Andreas Hedskog, and a number of other shareholders in the Company, including certain members of the management team.
- The new shares to be issued by the Company are expected to provide 4C Strategies with proceeds of approximately SEK 100 million before deduction of costs attributable to the Offering.
- To cover a possible overallotment in the Offering, Priveq has undertaken to sell up to 1,938,916 additional existing shares, corresponding to a maximum of 15% of the total number of shares in the Offering (the "**Overallotment Option**")
- Provided that the Overallotment Option is exercised in full, the Offering will comprise 14,865,028 shares, which represent approximately 43.8% of the total number of shares in the Company following the completion of the Offering.
- The total value of the Offering amounts to approximately SEK 452 million, provided that the Offering is fully subscribed, and approximately SEK 520 million if the Overallotment Option is exercised in full.
- The Fourth Swedish National Pension Fund, Livförsäkringsbolaget Skandia, ömsesidigt, Skandia Fonder AB, Carnegie Fonder, Grenspecialisten, LMK Venture Partners AB, Neptunia Invest, Tibia Konsult AB and a consortium of Erik Syrén, Martin Bjäringer, Tedde Jeansson and Carl Rosvall (together "**Cornerstone investors**") have, subject to certain conditions, committed to acquire shares in the Offering for a total amount of up to SEK 335 million. The Cornerstone investors' undertakings correspond to approximately 28.2% of the shares and votes in the Company following the completion of the Offering.
- Key members of the senior management and the Board of Directors¹ intend to enter into lock-up undertakings for a period of 540 days and other members of the senior management and board members intend to enter into lock-up undertakings for a period of 360 days after the first day of trading on Nasdaq First North Premier Growth Market. In addition, other selling shareholders and

¹ Key members include Andreas Hedskog (Chairman of the Board), Magnus Bergqvist (CEO), and Anders Nordgren (CFO)

certain existing shareholders intend to enter into lock-up undertakings for a period of 180 days after the first day of trading.

- The shares will be offered to the general public in Sweden and to institutional investors in Sweden and other jurisdictions in accordance with applicable laws and exemptions.
- The application period for the general public in Sweden and institutional investors is expected to be between 17 May – 23 May 2022.
- The first day of trading is expected to be 24 May 2022 and the shares will be traded under the ticker “4C”. Settlement is expected to take place on 27 May 2022.
- Full terms, conditions, and instructions for the Offering are included in the prospectus which today has been approved by the Swedish Financial Supervisory Authority. The prospectus is available in Swedish and English on the Company’s website (investors.4cstrategies.com).

Background and reasons for the Offering

To support the Company in managing its continued expansion and growth, 4C Strategies’ Board of Directors and Management together with its major shareholders, Priveq, the founder Andreas Hedskog, as well as Klas Lindström, Mikael Edqvist, Magnus Bergqvist, and others, have agreed to apply for a listing of the Company’s shares on Nasdaq First North Premier Growth Market. The Offering and Listing would provide 4C Strategies access to the Swedish and international capital markets supported by a broad and long-term shareholder base, which the Board of Directors and the senior management consider favourable to 4C Strategies’ growth strategy. The Listing would also contribute to building the Company’s profile and brand, and thereby to attract and retain customers, employees, and management team members.

4C Strategies intends to use the net proceeds from the Offering, mainly to finance the following activities in the following order of priority;

- I. Expansion into new markets and customers (approximately 70-80%); and
- II. Research and development of 4C Strategies’ Exonaut software platform (approximately 20-30%).

About 4C Strategies

4C Strategies was founded by Andreas Hedskog in 2000 and is a leading global provider of software solutions and expert services for organisational readiness, training, and crisis management, with a unique² offering on the market. Through its Exonaut software platform, 4C Strategies offers a complete platform for building organisational readiness. Exonaut enables effective, secure, and seamless management of incidents, crises, risks, and compliance assurance. Exonaut also supports the sustainment and continuity of operations affected by disruptions and crises and provides a software solution for both military and civilian customers in training management and capability development. In addition to Exonaut, the Company also provides software-related services and expert services. The Company provides its solutions primarily to customers in mission-critical environments such as defence forces, public organisations, and companies in the corporate sector that have a need of managing risks and training for sudden and critical events. 4C Strategies is based in Sweden and has a global presence with +150 customers, and users in +100 countries.

Prospectus and application

The prospectus is available on 4C Strategies’ website (investors.4cstrategies.com). During the application period, the prospectus will also be available on ABG Sundal Collier AB’s (“**ABG Sundal Collier**”) website (abgsc.com) and Nordnet’s website (nordnet.se). Applications from the public can be made through Nordnet in accordance with the terms set out in the prospectus.

² Source: Market study conducted by Arthur D. Little (“ADL market study”) dated December 2021. Defined as having the broadest offering of comparable companies in the market for organisational readiness and training in the defence, public and corporate sectors

Preliminary timetable

Application period for the general public in Sweden:	17 May – 23 May 2022
Application period for institutional investors:	17 May – 23 May 2022
First day of trading on Nasdaq First North Premier Growth Market:	24 May 2022
Settlement date:	27 May 2022

Stabilisation measures

In connection with the Offering, ABG Sundal Collier may, in its capacity as the Sole Global Coordinator and stabilisation manager, effect transactions aimed at supporting the market price of the share at levels above those which might otherwise prevail on the market. Such stabilisation transactions may be effected on Nasdaq First North Premier Growth Market, in the over-the-counter market or otherwise, at any time during the period starting on the date of commencement of trading in the shares on Nasdaq First North Premier Growth Market and ending no later than 30 calendar days thereafter. Stabilisation transactions aims at supporting the market price of the securities during the stabilisation period.

ABG Sundal Collier is not required to undertake any stabilisation transactions and there is no assurance that stabilisation will be undertaken. Stabilisation, if undertaken, may be discontinued at any time. In no event will stabilisation transactions be effected at levels above the Offering Price. ABG Sundal Collier shall, no later than by the end of the seventh trading day after stabilisation transactions have been undertaken, disclose information about the stabilisation transactions in accordance with Article 5(4) in the Market Abuse Regulation (EU) 596/2014. ABG Sundal Collier will, within one week of the end of the stabilisation period, make public whether or not stabilisation transactions were undertaken, the date at which the stabilisation transaction was undertaken, including the date at which stabilisation last occurred and the price range within which stabilisation transactions were carried out, for each of the dates during which stabilisation transactions were carried out.

About Priveq

Priveq invests in unlisted growth companies, targeting unique companies with a leading position rather than specific sectors. Since 1983, Priveq has invested in more than 130 Nordic companies, having successfully listed 28 of these. In addition to 4C Strategies, Priveq has also invested in companies such as QleanAir, Metenova, ROL, Equestrian Stockholm and Caybon. Visit www.priveq.se for more information.

Advisors

ABG Sundal Collier is acting as Sole Global Coordinator and Joint Bookrunner. Joh. Berenberg, Gossler & Co. KG ("**Berenberg**", and together with ABG Sundal Collier, the "**Joint Bookrunners**") is Joint Bookrunner. Baker & McKenzie Advokatbyrå KB is the legal advisor to the Company. White & Case Advokataktiebolag is the legal advisor to ABG Sundal Collier and Berenberg.

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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 the Listing 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 securities. Any investment decision to acquire or subscribe for securities in connection with the Offering must be made on the basis of all publicly available information relating to the Company and the Company's securities. Such information has not been independently verified by the Joint Bookrunners. The Joint Bookrunners are 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.

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 future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company 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 the Nasdaq First North Growth Market Rulebook (Premier segment).

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 Company's securities have been subject to a product approval process, which has determined that such securities 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 securities in the Company has led to the conclusion that: (i) the target market for such securities 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 securities 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 Company's securities may decline and investors could lose all or part of their investment; the Company's securities offer no guaranteed income and no capital protection; and an investment in the Company's securities 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.

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 Company's securities.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's securities and determining appropriate distribution channels.