

March 3, 2022

**PRESS RELEASE**

The Offer is not made, and this press release may not be distributed, neither directly or indirectly to, and no acceptance will be approved from or on behalf of, persons in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, the United States or any other jurisdiction where the Offer, the distribution of this press release or information pertaining to the Offer or the acceptance of the Offer would be in conflict with any law or regulation or require any additional offer document and/or prospectus or registration to be effected or any other measures to be taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules). This press release does not constitute any offer or solicitation to subscribe, acquire or sell shares or other financial instruments. An offer to subscribe for shares in Vertiseit as described in this press release will only be made through a prospectus which will be provided by Vertiseit upon approval and registration by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen). This press release does not constitute a prospectus pursuant to the regulation of the European Parliament and of the Council 2017/1129 of 14 June 2017 (together with any related supplements, implementation and delegated regulations the "Prospectus Regulation"). No person should acquire any financial instruments referred to in this press release based on any other information than the information set out in the offer document and the above mentioned prospectus. Approval and registration of the prospectus by the Swedish Financial Supervisory Authority shall not be deemed as an approval of the financial instruments included in the prospectus.

## Vertiseit supplements the consideration alternatives in the public offer to the shareholders in MultiQ and has sold shares in MultiQ why there is no duty to make a mandatory offer

On 10 January 2022, Vertiseit AB (publ) ("Vertiseit" or the "Bidder") announced a public offer to the shareholders of MultiQ International AB (publ) ("MultiQ") to acquire all shares in MultiQ (the "Offer"). Vertiseit has resolved to supplement the offered consideration in order to make it easier for smaller shareholders in MultiQ to take part of all consideration alternatives. On 25 February 2022, Vertiseit

further announced that its holding of shares in MultiQ had exceeded 30 percent. Since then, Vertiseit has sold 970,000 shares in MultiQ resulting in a total holding of shares and votes in MultiQ of approximately 29.99 percent, why there is no duty to make a mandatory offer.

The supplement to the original offer that that Vertiseit announced on 10 January 2022 entails that all consideration alternatives shall, as far as possible, also be offered to shareholders in MultiQ in respect of shares held below blocks of 10,000 in MultiQ and any shares held in excess of full blocks of 10,000 in MultiQ. The consideration alternatives are in all other aspects unchanged.

In accordance with what was announced by Vertiseit through a press release on 10 January 2022, Vertiseit still offers the shareholders in MultiQ the following three mutually exclusive alternatives as consideration (the "Consideration"):

1. **Mixed Consideration**  
*SEK 12,500 in cash and 100 class B shares in Vertiseit for each full block of 10,000 shares in MultiQ; or*
2. **Share Consideration**  
*413 class B shares in Vertiseit for each full block of 10,000 shares in MultiQ; or*
3. **Cash Consideration**  
*SEK 1.60 in cash for each share in MultiQ.*

*For blocks of less than 10,000 shares and excess shares in addition to full blocks of 10,000 shares in MultiQ, SEK 1.60 is offered in cash for each share in MultiQ.*

**Vertiseit has resolved to replace the immediately preceding section** regarding the handling of blocks of less than 10,000 shares and any shares held in excess of full blocks of 10,000 in MultiQ in accordance with the below.

1. *In respect of the alternative **Mixed Consideration** the following shall apply:*
  - *For blocks of less than 10,000 shares in MultiQ and excess shares in addition to full blocks of 10,000 shares in MultiQ, SEK 1.25 in cash and 0.0100 class B shares in Vertiseit are offered for each such share in MultiQ.*
2. *In respect of the alternative **Share Consideration** the following shall apply:*
  - *For blocks of less than 10,000 shares in MultiQ and excess shares in addition to full blocks of 10,000 shares in MultiQ, 0.0413 class B shares in Vertiseit are offered for each such share in MultiQ.*
3. *In respect of the alternative **Cash Consideration** the following shall apply:*
  - *SEK 1.60 in cash for each share in MultiQ.*

*Vertiseit is only able to offer an even number (and no fractions) of B shares in Vertiseit to the shareholders in MultiQ. Should a shareholder in MultiQ requesting to participate in the Offer submit a number of shares in MultiQ that results in that the consideration payable by Vertiseit does not amount to an even number of new B shares in Vertiseit, such shareholder in MultiQ will be offered SEK 1.60 in cash for each such share in MultiQ that leads to excess- or deficit fractions.*

Following the announcement of the Offer on 10 January 2022, Vertiseit has acquired shares in MultiQ on the market to prices that do not exceed SEK 1.60 per share (corresponding to the Cash Consideration in the Offer) and continuously announced such acquisitions. On 25 February 2022, Vertiseit announced that its holding in MultiQ had exceeded 30 percent, which meant that a duty to make a mandatory offer

was triggered. Since then, Vertiseit has sold 970,000 shares on the market and today holds a total of 36,969,288 shares (corresponding to approximately 29.99 percent of the total number of shares and votes in MultiQ), why there is no duty to make a mandatory offer. Vertiseit will therefore not adjust the Offer in order to make it a mandatory offer.

Vertiseit's holding of a total of 36,969,288 shares, together with the binding acceptance of the Offer received from three of the largest shareholders in MultiQ, which together own a total of 46.60 percent of all shares and votes in MultiQ, corresponds to approximately 76.59 percent of the total number of shares and votes in MultiQ.

The Offer still entails that all shares in MultiQ are valued at approximately SEK 197 million, based on the Cash Consideration alternative. The total value of the Offer, based on the 86,295,483 shares in MultiQ which are not owned by the Bidder and based on the Cash Consideration alternative of SEK 1.60 per share, amount to approximately MSEK 138.

The Bidder will not increase the Consideration offered.

In the event that MultiQ pays dividends or carries out any other value transfer during the acceptance period, the Bidder will reduce the consideration offered accordingly.

The acceptance period for the Offer will commence around 6 April 2022 and expire around 27 April 2022.

#### **Further information**

Information about the Offer is available at: [corporate.vertiseit.se](https://corporate.vertiseit.se)

#### **Important information**

This press release has been published in English and Swedish. In the event of any discrepancy between the two language versions, the Swedish version shall prevail.

This press release does not constitute any offer or solicitation to subscribe, acquire or sell shares or other financial instruments and nor does it constitute any recommendation to offer to subscribe, acquire or sell shares or other financial instruments.

The Offer is neither directly nor indirectly, made to, and no acceptance will be approved from or on behalf of persons in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, the United States or any other jurisdiction where the Offer, the distribution of information pertaining to the Offer or the acceptance of the Offer would be in conflict with any law or regulation or require any additional offer document and/or prospectus or registration to be effected or any other measures to be taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules) ("**Excluded Jurisdiction**")

The distribution of this press release and any related Offer documentation in an Excluded Jurisdiction may be restricted, require that additional documentation is prepared or other measures taken or in conflict with the laws or regulations of such jurisdiction. Accordingly, the information in this press release may not be forwarded, distributed, reproduced or made available in or into any Excluded Jurisdiction in which the Offer would require that any additional offer document and/or prospectus is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules) or where it would be in conflict with

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Banks, brokers, dealers and other nominees holding shares for persons who are located in or who have registered addresses in any Excluded Jurisdiction must not forward the Offer or any other document or information received in connection with the Offer to such persons. Any failure by such persons to inform themselves and observe applicable restrictions or requirements may constitute a violation of the securities laws of an Excluded Jurisdiction. To the fullest extent permitted by applicable law, Vertiseit disclaims any responsibility or liability for the violations of any such restrictions by any person. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded. No consideration under the Offer will be delivered in or into any Excluded Jurisdiction.

The acceptance period for the Offer has not commenced.

The information in this press release which relates to future conditions or circumstances, including information regarding future result, growth and other forecasts and effects of the Offer, are forward-looking statements. Such statements may, inter alia, be identified by the use of words such as "deemed", "anticipate", "intend", "expect", "believe" or similar expressions. Forward-looking statements are subject to risks and uncertainties because they relate to conditions and are subject to circumstances that occur in the future. Future circumstances may materially deviate from what has been expressed or implied in the forward-looking statements due to several factors which to a large extent is outside of Vertiseit's control. Any forward-looking statements speak only as of the date on which they are made and Vertiseit has no obligation (and undertakes no obligation) to update or revise any such statements due to new information, future events or similar, except for then it is requires due to applicable laws and regulations.

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## ABOUT VERTISEIT

*Vertiseit is a leading platform company within Retail Digital Signage in Europe. Through its' subsidiaries Grassfish and Dise the group offers software for Digital In-store and related consulting services. The company's customers consist of global brands and retailers, using its' products and services to enable a seamless customer journey by bridging the digital and physical customer meeting. The company has +130 employees in Sweden, Austria, Germany and UK. During the period 2012-2021, Vertiseit performed an average profitable growth of 33 percent (CAGR). For the full year of 2021, the group's net revenue amounted to proforma SEK 131 million, with an EBITDA margin of 13 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 2022-03-03 11:36 CET.*

## ATTACHMENTS

[Vertiseit supplements the consideration alternatives in the public offer to the shareholders in MultiQ and has sold shares in MultiQ why there is no duty to make a mandatory offer](#)