

DistIT announces preliminary outcome of the company's rights issue

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DistIT AB (publ) ("DistIT" or the "Company") announces that the preliminary outcome of the Company's rights issue (the "Rights Issue"), for which the subscription period ended today, April 11, 2023, indicates that 13,626,149 shares, corresponding to approximately 97.0 percent of the offered shares, have been subscribed for with subscription rights in the Rights Issue. Additionally, 5,964,336 shares, corresponding to approximately 42.5 percent of the offered shares, have been subscribed for without subscription rights. In aggregate, the subscriptions by exercise of subscription rights and the applications for subscription without subscription rights correspond to approximately 139.5 percent of the offered shares. Thus, the preliminary outcome indicates that Rights Issue is oversubscribed, and no shares will be allocated to guarantors. The guarantee commitments the Company has received in connection with the Rights Issue have been offered free of charge. The Rights Issue will provide the Company with proceeds of approximately SEK 98.3 million before deduction of issue costs.

On February 22, 2023, DistIT announced that the Board of Directors of the Company had resolved on a rights issue of up to 14,040,466 shares at a subscription price of SEK 7.00 corresponding to approximately SEK 98.3 million, conditional on the approval of an extraordinary general meeting. On March 21, 2023, DistIT announced that the extraordinary general meeting resolved to approve the Rights Issue.

Preliminary outcome

The preliminary outcome indicates that 13,626,149 shares, corresponding to approximately 97.0 percent of the offered shares, have been subscribed for with subscription rights in the Rights Issue. Additionally, 5,964,336 shares have been subscribed for without subscription rights, corresponding to approximately 42.5 percent of the offered shares. Thus, the preliminary outcome indicates that the Rights Issue is subscribed to approximately 139.5 percent of the offered shares, with and without subscription rights. Consequently, the preliminary outcome indicates that the Rights Issue is oversubscribed, and that no shares will be allocated to guarantors. The guarantee commitments the Company has received in connection with the Rights Issue have been offered free of charge. The Rights Issue will provide the Company with proceeds of approximately SEK 98.3 million before deduction of issue costs.

Notice of allotment

Those who have subscribed for shares without subscription rights will be allocated shares in accordance with the principles set out in the prospectus that has been prepared by the Company in connection with the Rights Issue, which was published on March 23, 2023. Notice of allotment to the persons who subscribed for shares without subscription rights is expected to be distributed on April 13, 2023. Subscribed and allotted shares shall be paid in cash in accordance with the instructions on the settlement note sent to the subscriber. Subscribers who have subscribed through a nominee will receive notification of allocation in accordance with their respective nominee's procedures. Only those who have been allotted shares will be notified.

Final outcome

The final outcome of the Rights Issue is expected to be published on April 12, 2023. The last day of trading in paid subscribed shares (Sw. *BTA*) is expected to be on April 20, 2023. The newly issued shares subscribed for with and without subscription rights are expected to be traded on Nasdaq First North Premier Growth Market as from April 24, 2023.

Advisors

Pareto Securities AB acts as Financial Advisor in connection with the Rights Issue. Advokatfirma DLA Piper Sweden KB acts as legal advisor to DistIT, and Baker & McKenzie Advokatbyrå KB acts as legal advisor to Pareto Securities AB in connection with the Rights Issue.

Important information

This press release and the information herein is not for publication, release or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Belarus, Hong Kong, India, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa or any other state or jurisdiction in which publication, release or distribution would be unlawful or where such action would require additional prospectuses, filings or other measures in addition to those required under Swedish law.

This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus regarding the Rights Issue described in this press release has been prepared and published by the Company.

This announcement 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 Company. The information contained in this announcement relating to the Rights Issue is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Pareto Securities AB is acting for the Company in connection with the Rights Issue 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 Rights Issue or any other matter referred to herein. Pareto Securities AB is not liable to anyone else for providing the protection provided to their customers or for providing advice in connection with the Rights Issue or anything else mentioned herein.

The press release is for informational purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy or acquire, or subscribe for, any of the securities mentioned herein (collectively, the **“Securities”**) or any other financial instruments in DistIT AB. Any offer in respect of any of the Securities will only be made through the prospectus that DistIT AB expects to publish in due course. Offers will not be made to, and application forms will not be approved from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where applications for such subscription would contravene applicable laws or regulations, or would require additional prospectuses, filings, or other measures in addition to those required under Swedish law. Measures in violation of the restrictions may constitute a breach of relevant securities laws.

The Securities mentioned in this press release have not been registered and will not be registered under any applicable securities law in the United States, Australia, Belarus, Hong Kong, India, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa and may, with certain exceptions, not be offered or sold within, or on behalf of a person or for the benefit of a person who is registered in, these countries. The Company has not made an offer to the public to subscribe for or acquire the Securities mentioned in this press release other than in Sweden.

None of the Securities have been or will be registered under the United States Securities Act of 1933, as amended (the **“Securities Act”**), or the securities laws of any state or other jurisdiction in the United States, and may not be offered, pledged, sold, delivered or otherwise transferred, directly or indirectly, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with other applicable securities laws. There will not be any public offering of any of the Securities in the United States.

In the EEA Member States, with the exception of Sweden (each such EEA Member State, a **“Relevant State”**), this press release and the information contained herein are intended only for and directed to qualified investors as defined in the Prospectus Regulation. The Securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

In the United Kingdom, this press release is directed only at, and communicated only to, persons who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation (2017/1129) who are (i) persons who fall within the definition of "investment professional" in article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the **“Order”**), or (ii) persons who fall within article 49(2)(a) to (d) of the Order, or (iii) persons who are existing members or creditors of DistIT AB or other persons falling within Article 43 of the Order, or (iv) persons to whom it may otherwise be lawfully communicated (all such persons referred to in (i), (ii), (iii) and (iv) above together being referred to as **“Relevant Persons”**). This press release must not be acted on or relied on by persons in the United Kingdom who are not Relevant Persons.

This announcement does not constitute an investment recommendation. The price and value of Securities and any income from them can go down as well as up and you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance.

This press release contains forward-looking statements that reflect DistIT AB's current view of future events as well as financial and operational development.

Words such as "intend", "assess", "expect", "may", "plan", "estimate" and other expressions involving indications or predictions regarding future development or trends, not based on historical facts, identify forward-looking statements and reflect DistIT AB's beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual events and performance to differ materially from any expected future events or performance expressed or implied by the forward-looking statement. The information contained in this press release is subject to change without notice and, except as required by applicable law, DistIT AB does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor does it intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.

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 shares in the Company have been subject to a product approval process, which has determined that such shares 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 "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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 Rights Issue.

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 (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 shares in the Company.

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

The English text is an unofficial translation of the original Swedish text. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

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About DistIT AB

DistIT acquires, owns and develops niche distributors of IT, mobility, consumer electronics, networking and data communications products in Europe. Companies within the DistIT Group deliver B2B as well as B2C products to the IT markets in Europe. The DistIT stock is listed on the Nasdaq First North Premier Growth Market exchange and DistIT's Certified Adviser is Erik Penser Bank AB.

Attachments

[DistIT announces preliminary outcome of the company's rights issue](#)