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Carasent ASA - Offer to shareholders to sell shares to the company

Carasent ASA ("Carasent" or the "Company") refers to the stock exchange release 22 September 2023 in respect of the Distribution (as defined therein) of NOK 250 million to its shareholders by way of a combination of a share buy-back and distribution on shares. The Company has decided to initiate a share buy-back of up to 7,962,052 shares, pursuant to the authorization given by the Company's Annual General Meeting on 3 May 2023 (the "Offer"). The shares purchased through the share buyback may be used for prospective reductions of the share capital.

The Offer will be carried out as a reversed book-building process which starts on 25 September 2023 at 09:00 CEST and will close no later than 28 September 2023 at 16:30 CEST (the "Application Period"). The Company reserves the right to close or extend the Application Period at its own discretion without further notice. Pricing and allocation are expected on or about 29 September 2023, the trade date is expected to be on or about 29 September 2023 with settlement date expected on or about 3 October 2023. If the Application Period is extended the dates referred to herein may be amended accordingly.

The Company has mandated DNB Markets, a part of DNB Bank ASA ("DNB Markets") as sole bookrunner for the Offer. DNB Markets will receive and accumulate sales orders from shareholders submitting the acceptance form published with this release via email demand@dnb.no. Existing customers of DNB Markets may also provide their order / respective volume and price targets to DNB Markets by telephone +47 24 16 90 20. Sales orders received and terms offered by the relevant shareholders are irrevocable and cannot be changed.

The final purchase price will be identical for all selling shareholders. The Company will in the event of receiving orders above 7,962,052 shares depending on the prices and volumes requested by shareholders, allocate shares at its discretion in accordance with the best interest of the Company, with the equal treatment of shareholders as the primary objective. The Company reserves the right to, at its own discretion to buy back fewer shares or no shares at all, to terminate the Offer or make any amendments regarding the volume or other terms of the contemplated Offer. The Company may further, at its sole discretion terminate, withdraw or extend the Offer at any time until notices of allocations have been sent.

For further details please contact: Svein Martin Bjørnstad, CFO Tel: +47 979 69 493, or Daniel Öhman, CEO Tel: +46 70-855 37 07.

This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements pursuant to section 5-12 the Norwegian Securities Trading Act. This stock exchange announcement was published by Svein Martin Bjørnstad, CFO, on 25 September 2023 at 08:00 CEST.

The Offer and the distribution of this announcement and other information in connection with the offer may be restricted by law in certain jurisdictions. The Company does not assume any responsibility in the event there is a violation by any person of such restrictions. Persons into whose possession this announcement or relevant information should come are required to inform themselves about and to observe any such restrictions. The offer is not being made directly or indirectly in, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America, its territories and possessions, any State of the United States and the District of Columbia (the "United States"). This includes, but is not limited to, facsimile transmission, internet delivery, e-mail and telephones. Copies of this release and any related documents are not being, and must not be, mailed, e-mailed or otherwise distributed or sent in or into the United States and so doing may invalidate any purported acceptance.

This information is subject to disclosure under the Norwegian Securities Trading Act, §5-12. The information was submitted for publication at 2023-09-25 08:00 CEST.

Attachments

[Carasent Acceptance Form 25 Sep 2023](#)