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Press release

Stockholm, 21 March 2019

FRISQ announces intention of directed share issue

FRISQ Holding AB (publ) ("**FRISQ**" or the "**Company**") today announces its intention of a placement of shares corresponding to approximately 15-20 percent of the capital in the Company (the "**New Shares**") through issuance of new shares directed to investors of institutional nature (the "**Directed New Share Issue**").

FRISQ has engaged Carnegie Investment Bank AB (publ) to investigate the conditions for a placement of new shares through a so-called accelerated bookbuilding procedure.

The subscription price of the New Shares will be determined through an accelerated bookbuilding procedure, which will begin at 17:30 today 21 March 2019 and end before commencement of trading on Nasdaq First North on 22 March 2019. The bookbuilding procedure may, at the discretion of the Company, close earlier or later and may be cancelled at any time.

The reason for the deviation from the shareholders' preferential rights is to diversify the shareholder base to investors of institutional nature, which is expected to improve the potential for greater liquidity in the share and help promote broader awareness of the Company among future customers and collaboration partners. In addition, the deviation enables the Company to raise capital in a time efficient way at attractive terms. The Net proceeds from the Rights Issue is intended to be used to establish FRISQ in the US and to support a continued expansion and development of the Company's other operations, such as participation in larger tenders together with partners. The Board of Directors' assessment is that the subscription price in the Directed New Share Issue will be in accordance with market conditions, since it will be determined through an accelerated bookbuilding procedure.

In connection with the Directed New Share Issue, the Company has undertaken, with customary exceptions, not to issue additional shares for a period of 180 calendar days after the settlement date. In addition, certain existing shareholders¹, directors² and persons from the management³ have undertaken not to sell any shares in FRISQ for a period of 180 calendar days after the settlement date, with customary exceptions.

¹ Venture Holding SARL SPF, Loer AB, Amadra AB, Alarik Förvaltning AB, Stephan Clarkson and ATS Oü.

² M. Lindstrand Investment AB (controlled by Mats Lindstrand), Åke Hallman and Lars Björk.

³ Balsebrunn Holding AB (controlled by Thomas Jansson), Edanö Invest AB (controlled by Thomas Edlund), Hannes Palm, Martin Irding and WhatRU41 AB (controlled by Casper Winsnes).



Advisers

Carnegie Investment Bank AB (publ) has been appointed Sole Bookrunner and Lead Manager and Baker & McKenzie Advokatbyrå KB acts as legal counsel to the Company in connection with the Directed New Share Issue.

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About FRISQ

The healttech company FRISQ develops global scalable digital tools for interactive communication between the different parties in the healthcare chain.

Since 2016, FRISQ is listed on Nasdaq First North in Stockholm under the short name "FRISQ".

FNCA Sweden AB is FRISQ's Certified Adviser.
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For more information, please visit <https://www.frisqholding.se>.

This information is information that FRISQ Holding AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at the time set out above.



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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 new shares. Any investment decision in connection with the Directed New Share Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by Carnegie Investment Bank AB (publ). The information contained in this announcement is for background purposes only and does not purport to be full or complete. An investor should thus not solely rely upon the information in this press release, or its accuracy or completeness. Carnegie Investment Bank AB (publ) is 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 announcement does not constitute a recommendation concerning any investor's decision with respect to the Directed New Share Issue. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this announcement and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Hong Kong, Japan, Canada, New Zealand, Singapore, South Africa, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This press release is not a prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and has not been approved by any regulatory authority in any jurisdiction. FRISQ has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed New Share Issue. In any EEA Member



State, this communication is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of the Prospectus Directive.

In the United Kingdom, this document 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" 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.

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.



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 shares in FRISQ 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 FRISQ may decline and investors could lose all or part of their investment; the shares in FRISQ offer no guaranteed income and no capital protection; and an investment in the shares in FRISQ 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 Directed New Share 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 FRISQ.

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