

# Merzell Holding AS: NOK 850 million private placement successfully placed

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**Oslo, 26 June 2020.** Reference is made to the press release from Merzell Holding AS (the "Company") published on 24 June 2020 regarding a contemplated private placement and listing on Merkur Market.

The Company is pleased to announce that the Private Placement (as defined below) has been successfully placed with a total transaction size of approx. NOK 850 million through the allocation of 126 million shares at a price of NOK 6.75 per share. The Private Placement raised gross proceeds of approx. NOK 450 million to the Company through the sale of 66.7 million new shares (the "Primary Offering") and approx. NOK 400 million to a consortium of the largest existing shareholders in the Company (the "Selling Shareholders") through the sale of 59.3 million existing shares (the "Secondary Offering", and together with Primary Offering, the "Private Placement").

The Private Placement attracted very strong interest from Norwegian, Nordic and international high-quality institutional investors and was more than 10 times oversubscribed excluding shares pre-allocated to cornerstone investors. Four cornerstone investors subscribed for and were allocated shares for NOK 500 million: (i) Luxor Capital Group: NOK 200 million; (ii) DNB Asset Management: NOK 140 million; (iii) Swedbank Robur Fonder: NOK 100 million; and (iv) TIN Fonder: NOK 60 million.

The net proceeds from the Primary Offering will predominantly be used to fund the Company's many organic and inorganic growth opportunities as well as for product and technology development and general corporate purposes.

The Company and Selling Shareholders as well as members of the Company's management and board have entered into customary lock-up arrangements with the Managers (as defined below) that will restrict, subject to certain exceptions, their ability to, without the prior written consent of the Managers, issue, sell or dispose of shares, as applicable, for a period of six or twelve months.

Completion of the Private Placement is subject to: (i) approval of the Private Placement by the Company's extraordinary general meeting expected to be held on or about 3 July 2020, (ii) the termination of the Company's shareholders' agreement, and (iii) registration of the new share capital in the Company pursuant to the Private Placement in the Norwegian Register of Business Enterprises. The Company will have 289,681,653 shares outstanding following the Private Placement.

Allocation to investors will be communicated on or about 26 June 2020. The Private Placement will be settled by the Managers on a delivery-versus-payment basis on or about 10 July 2020 following the registration of the new share capital in the Norwegian Registry of Business Enterprises and the issuance of the new shares in VPS. The delivery-versus-payment settlement in the Private Placement is facilitated by a pre-funding agreement between the Company and the Managers.

The Company has applied for, and will, subject to the necessary approvals from the Oslo Stock Exchange, list the shares of the Company on Merkur Market (the "Listing"). The first day of trading on Merkur Market is expected to be on or about 9 July 2020.

## Advisors:

ABG Sundal Collier ASA and Pareto Securities AS (the "Managers") are engaged as financial advisors to the Company and as Joint Lead Managers and Joint Bookrunners in connection with the Private Placement and Listing. Advokatfirmaet CLP DA is acting as legal advisor to Mercell, while Advokatfirmaet Thommessen AS is acting as legal advisor to the Managers. GAMBIT H & K AS is acting as communication advisor to the Company.

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