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## Press release

November 17, 2025

## Transcom Holding AB (publ) announces consent solicitation and exchange offer for all of its Senior Secured Floating Rate Notes due 2026

**Stockholm, Sweden – November 17, 2025.** Transcom Holding AB (publ) (the “**Company**”) has today commenced an offer (the “**Exchange Offer**”) to Eligible Holders (as defined below) to exchange any and all of its €380.0 million in aggregate principal amount of its outstanding Senior Secured Floating Rate Notes due 2026 (the “**Existing Notes**”) for new Senior Secured Floating Rate Notes due 2030 (the “**New Notes**”), and a related solicitation of consents (the “**Consent Solicitation**”) upon the terms and conditions set forth in the confidential consent solicitation and exchange offer memorandum dated November 17, 2025 (the “**Consent Solicitation and Exchange Offer Memorandum**”). Any term used in this announcement but not defined shall have the meaning given to it in the Consent Solicitation and Exchange Offer Memorandum.

The following table summarizes the principal economic terms of the Exchange Offer:

<b>Title of Security</b>	<b>ISIN<sup>(1)</sup></b>	<b>Principal Amount of Existing Notes Outstanding</b>	<b>Early Tender Consideration for Existing Notes Tendered on or Prior to the Early Tender Deadline<sup>(2)</sup></b>	<b>Exchange Consideration for Existing Notes Tendered after the Early Tender Deadline<sup>(2)</sup></b>
Senior Secured Floating Rate Notes due 2026	XS2351344622 (Reg S) XS2351346163 (144A)	€380,000,000	€850 in principal amount of New Notes and €150 cash and the Early Consent Fee of €5 cash	€1,000 in principal amount of New Notes

(1) ISIN information is provided for the convenience of holders of Existing Notes. No representation is made as to the correctness or accuracy of such numbers.

(2) For each €1,000 principal amount of Existing Notes validly tendered for exchange (and not validly withdrawn) and accepted for exchange, subject to the conditions detailed in the Consent Solicitation and Exchange Offer Memorandum. The Early Tender Consideration and the Exchange Consideration does not include the applicable accrued interest, which will be payable in cash in addition to the applicable consideration.

To be eligible to receive the Early Tender Consideration (as defined below), Eligible Holders who validly submit consent and exchange instructions to tender for exchange all Existing Notes held by them in the

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Exchange Offer and vote in favor of the Proposed Amendments (or submit an abstention instruction, as applicable) before 4:00 p.m. London time on December 1, 2025, unless extended, re-opened, amended or earlier terminated pursuant to the terms set forth in this Consent Solicitation and Exchange Offer Memorandum (the “**Early Tender Deadline**”) will be eligible to receive, in exchange for each €1,000 principal amount of Existing Notes validly tendered for exchange (and not validly withdrawn) (and subject to the required minimum denomination), €850 in principal amount of New Notes and €150 of cash (collectively, the “**Early Tender Consideration**”) and the Early Consent Fee of €5 of cash (the “**Early Consent Fee**”), plus accrued and unpaid interest on the Existing Notes up to, but not including, the Settlement Date, to be paid in cash. The Company reserves the right to reject, round up or round down any instruction that would result in any New Notes not being issued in minimum denominations of €100,000 and integrals of €1 in excess thereof (and any PIK Notes, if issued, may be issued in minimum denominations of €1 and integral multiples of €1 in excess thereof). In the event that an Eligible Holder only holds Existing Notes in an amount that would not meet the minimum denomination of the New Notes of €100,000 following the application of the exchange ratio due to the combination of New Notes and the cash payment that comprises the Early Tender Consideration, such Eligible Holder will instead receive €1,000 of New Notes in exchange for each €1,000 principal amount of Existing Notes validly tendered for exchange (and not validly withdrawn) and no cash (other than the Early Consent Fee of €5), plus accrued and unpaid interest up to, but not including the Settlement Date, to be paid in cash. Eligible Holders who validly submit consent and exchange instructions to tender for exchange all Existing Notes held by them in the Exchange Offer and vote in favor of the Proposed Amendments (or submit an abstention instruction, as applicable) after the Early Tender Deadline but at or prior to 4:00 p.m. London time on December 16, 2025, unless extended, re-opened, amended or earlier terminated (the “**Expiration Time**”) will be eligible to receive, in exchange for each €1,000 principal amount of Existing Notes validly tendered for exchange (and not validly withdrawn prior to the Withdrawal Deadline) (and subject to the required minimum denomination), €1,000 in principal amount of New Notes (collectively, the “**Exchange Consideration**”), plus accrued and unpaid interest up to, but not including, the Settlement Date, to be paid in cash. A Participating Holder will receive either the Early Tender Consideration or the Exchange Consideration only if the Settlement Date occurs.

Validly tendered Existing Notes may be validly withdrawn at any time at or prior to the earlier of (i) 4:00 p.m. London time on December 1, 2025, or (ii) the time at which the Existing Notes Trustee received a written notice from the Company or one of its agents certifying that the Minimum Condition has been met, unless extended, reopened, amended or earlier terminated pursuant to the terms set forth in the Consent Solicitation and Exchange Offer Memorandum, but not thereafter (subject to limited exceptions required by applicable law). The settlement date will occur promptly following the Expiration Time and is expected to be within three business days after the date on which the Expiration Time occurs (the “**Settlement Date**”).

On the Settlement Date, the Company will issue up to €323.0 million in aggregate principal amount of New Notes. The New Notes will accrue interest at the rate per annum computed against the principal of the New Notes outstanding, reset quarterly, equal to EURIBOR (which will be subject to a 0.00% floor), plus (i) from the Settlement Date to (and excluding) the first anniversary of the Settlement Date, 7.75% (of which up to 1.75% may be paid as PIK Interest (as defined in the Consent Solicitation and Exchange Offer Memorandum) at the Company’s option), (ii) from the first anniversary of the Settlement Date to (and excluding) the second anniversary of the Settlement Date, 9.25% (of which up to 3.25% may be paid as PIK Interest at the Company’s option) and (iii) from the second anniversary of the Settlement Date, 11.00% (of which up to 5.00% may be paid as PIK Interest), in each case, payable quarterly in arrears, commencing on March 15,

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2026. The New Notes will mature on January 31, 2030. At any time prior to December 15, 2026, the Company may redeem all or part of the New Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest and additional amounts, if any, plus a “make-whole” premium. On or after December 15, 2026, up to December 15, 2027, the Company may redeem all or part of the New Notes at a redemption price equal to 101.0% of the principal amount of the applicable New Notes plus accrued and unpaid interest and additional amounts, if any, to, but not including, the applicable redemption date. After December 15, 2027, the Company may redeem all or part of the New Notes at a redemption price equal to 100.0% of the principal amount of the applicable New Notes plus accrued and unpaid interest and additional amounts, if any, to, but not including, the applicable redemption date. The New Notes will be senior obligations of the Company and be guaranteed by the Guarantors on a senior secured basis and secured by pledges over certain shares, receivables and other assets of the Company and the Guarantors. The covenants attendant upon the New Notes will be similar to the covenants for the Existing Notes, as further described in the Consent Solicitation and Exchange Offer Memorandum.

In connection with the Exchange Offer, the Company is soliciting consents in the Consent Solicitation to certain proposed amendments (the “**Proposed Amendments**”) to the indenture dated June 18, 2021 (the “**Existing Indenture**”), among, among others, the Company and the guarantors named therein (the “**Guarantors**”), which governs the Existing Notes. The Company proposes to (a) remove substantially all of the covenants and other obligations under the Existing Indenture that can be removed with the consent of holders of a majority of the principal amount of the Existing Notes then outstanding (the “**Proposed 50% Amendments**”), (b) release all liens in the collateral securing the obligations under the Existing Indenture, the Existing Notes and the guarantees of the Existing Notes (and remove any related obligations or events of default with the consent of holders of at least 80% of the principal amount of the Existing Notes then outstanding (the “**Proposed 80% Amendments**”), and (c) (i) release all the guarantees of the Existing Notes, (ii) extend the maturity date of the Existing Notes to January 31, 2031 and (iii) remove substantially all of the covenants and other obligations under the Existing Notes Indenture that can be removed with the consent of holders of not less than 90% of the principal amount of the Existing Notes then outstanding (the “**Proposed 90% Amendments**”).

The occurrence of the Settlement Date will be subject to the receipt of valid instructions from Eligible Holders to consent to the Proposed Amendments and exchange their Existing Notes or abstain (as described below) that have not been validly withdrawn from not less than 90% of the aggregate principal amount of the Existing Notes at or prior to the Expiration Time (the “**Minimum Condition**”). The Company reserves the right, in its sole discretion, at any time to waive certain conditions to the Consent Solicitation or the Exchange Offer, extend the Expiration Time or amend the terms of the Consent Solicitation or the Exchange Offer. We have received confirmation from beneficial holders of Existing Notes collectively holding 86% of the outstanding principal amount of the Existing Notes as to their acceptance of the proposed terms and participation in the Exchange Offer and Consent Solicitation.

Eligible Holders who validly tender their Existing Notes for exchange prior to the Expiration Time will also be deemed to have consented to the Proposed Amendments. Certain Eligible Holders of the Existing Notes who are unable, for fund constitutional or governance reasons, to participate in the Consent Solicitation and validly tender their Existing Notes in the Exchange Offer may submit, or arrange to have submitted on its behalf, an electronic instruction by which it explicitly abstains from participating in the Consent Solicitation and Exchange Offer for fund constitutional or governance reasons, but in which it acknowledges that in the

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event the Consent Solicitation and Exchange Offer are successfully completed (in the sole determination of the Company), it will be deemed to be a Participating Holder and to have consented to the Proposed Amendments and its Existing Notes will be exchanged in the Exchange Offer.

Documents relating to the Exchange Offer and Consent Solicitation will only be distributed to holders of the Existing Notes who properly confirm that they are Eligible Holders. This announcement is a summary of the Consent Solicitation and the Exchange Offer only. It highlights selected information contained in the Consent Solicitation and Exchange Offer Memorandum and does not contain all of the information that you should consider before making a determination with respect to the Consent Solicitation and the Exchange Offer. The complete terms and conditions of the Exchange Offer and Consent Solicitation are described in the Consent Solicitation and Exchange Offer Memorandum, copies of which may be obtained by contacting dealer managers and solicitation agents as provided below.

This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the New Notes. The Exchange Offer and Consent Solicitation is only being made pursuant to the Consent Solicitation and Exchange Offer Memorandum. The Exchange Offer is not being made to holders of Existing Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

The Consent Solicitation and the Exchange Offer is directed, and the New Notes will be issued, only to those holders of the Existing Notes who are either (i) “qualified institutional buyers” (as that term is defined in Rule 144A under the U.S. Securities Act) transacting in a private transaction in reliance upon an exemption from the registration requirements of the U.S. Securities Act, or (ii) persons who are outside the United States transacting in an offshore transaction in accordance with Regulation S under the U.S. Securities Act (and if they are resident in any member state of the European Economic Area (“EEA”) or the United Kingdom, they are not “retail investors” in the EEA or the United Kingdom) (each such holder, an “**Eligible Holder**”), unless the Company in any instance otherwise agrees (in its sole discretion). An Eligible Holder who is a Sanctions Restricted Person (as defined in the Consent Solicitation and Exchange Offer Memorandum) may not participate in the Consent Solicitation and Exchange Offer.

## **Additional Information**

If you have any questions about the Exchange Offer or the Consent Solicitation, you should contact the dealer managers and solicitation agents at:

### **J.P. Morgan SE**

Address: Taunustor 1 (Taunus Turm), 60310 Frankfurt am Main, Germany

Telephone: +44 207 134 4353

Attention: EMEA Liability Management Group

Email: [liability\\_management\\_EMEA@jpmorgan.com](mailto:liability_management_EMEA@jpmorgan.com)

### **Danske Bank A/S**

Address: Bernstorffsgade 40, DK-1577 Copenhagen V, Denmark

Telephone: + 45 33 64 88 51

Attention: Debt Capital Markets

Email: [liabilitymanagement@danskebank.dk](mailto:liabilitymanagement@danskebank.dk)

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## Nordea Bank Abp

Address: c/o Nordea Danmark, Filial af Nordea Bank Abp, Finland, Courier to: Grønjobsvej 10, 2300 Copenhagen S, Denmark  
Telephone: + 45 61612996  
Attention: Nordea Liability Management  
Email: [nordealiabilitymanagement@Nordea.com](mailto:nordealiabilitymanagement@Nordea.com)

If you have any questions regarding tender or consent procedures, you should contact the exchange and tabulation agent at:

## Kroll Issuer Services Limited

Address: The News Building, 3 London Bridge Street, London SE1 9SG, United Kingdom  
Telephone: +44 20 7704 0880  
Attention: Jacek Kusion  
Email: [transcom@is.kroll.com](mailto:transcom@is.kroll.com)  
Website: <https://deals.is.kroll.com/transcom>

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## About Transcom

Transcom provides AI and digitally enhanced customer experience (CX) services to some of the world's most ambitious brands. More than 300 clients globally, including disruptive e-commerce players, category redefining fintechs, and technology legends rely on us for on-, off-, and nearshoring services. Transcom's over 30,000 employees work in 80+ contact centers and work-at-home networks across 29 countries, creating brilliant experiences in customer care, sales, content moderation and backoffice services. We help our clients drive their brands forward, customer satisfaction up and operating costs down. For more information, visit [www.transcom.com](http://www.transcom.com).

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This announcement does not constitute or form part of, and should not be construed as, any offer for sale or subscription of, or solicitation or any offer to buy or subscribe for or otherwise acquire, any securities of the Company or any other entity, nor shall it or any part of it, nor the fact of its distribution, form the basis of, or be relied upon in connection with, or act as an inducement to enter into investment activity, contract, commitment or investment decision. You are urged to read the Consent Solicitation and Exchange Offer Memorandum in its entirety.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The securities may not be offered or sold in the United States, except pursuant to an applicable exemption from or in a transaction not subject to the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. In order to participate in the Consent Solicitation and the Exchange Offer, you must be either a (1) QIB (within the meaning of Rule 144A under the Securities Act) or (2) a non U.S. person (within the meaning of Regulation S under the Securities Act) and outside the U.S. The securities referred to herein are not intended to be offered, sold or otherwise made available to (i) any EEA retail investor (a person who is one or more of: (a) a retail client as defined in point (11) of Article 4(1) of Directive (EU) 2014/65 (as amended, "MiFID II"); (b)a

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customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (“Prospectus Regulation”) or (ii) any U.K. retail investor (a person who is one or more of: (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “EUWA”); (b) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) 600/2014 as it forms part of domestic law by virtue of the EUWA or (c) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (“U.K. Prospectus Regulation”). Consequently no key information document required by the PRIIPs Regulation or the U.K. PRIIPs Regulation for offering or selling the securities or otherwise making them available to retail investors in the EEA or in the U.K. has been or will be prepared and, therefore, offering or selling the securities or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation or the U.K. PRIIPs Regulation. The Consent Solicitation and Exchange Offer Memorandum has been prepared on the basis that any offer of securities in any member state of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities and in the U.K. will be made pursuant to an exemption under the U.K. Prospectus Regulation from the requirement to publish a prospectus for offers of securities. This Consent Solicitation and Exchange Offer Memorandum is not a prospectus for the purposes of the Prospectus Regulation or the U.K. Prospectus Regulation. Any offer of securities will be made pursuant to an exemption under the Prospectus Regulation and U.K. Prospectus Regulation to publish a prospectus. In addition, in the U.K., the Consent Solicitation and the Exchange offer is being directed only at (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, (the “Order”), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute to or direct at, all such persons together being referred to as “Relevant Persons.” This announcement must not be acted on or relied on in the U.K. by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons or will be engaged in only with Relevant Persons.

Neither of the Company nor any of their respective affiliates or advisers are under any obligation to correct, update or keep current the information contained in this announcement or to publicly announce or inform you of the result of any revision to the statements made herein except where they would be required to do so under applicable law. This announcement is made on the express understanding that it does not contain all information that may be required to evaluate the Company. No part of this announcement, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision relating thereto, nor does it constitute a recommendation regarding the securities of the Company. The information and opinions in this announcement are not based upon a consideration of your particular investment objectives, financial situation or needs. No information in this announcement should be construed as providing financial, investment or other professional advice and should not be construed as such nor has it been approved by any regulatory or supervisory body. You must make your own independent assessment and investigations as you deem necessary. You are urged to seek independent legal, business, regulatory, accounting, tax and such professional advice as appropriate with regards to the contents of this announcement.

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This announcement may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Company’s or its industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and the Company does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.