



Acroud has carried out a new share issue in accordance with the previously announced written procedure under its outstanding bond loan

Acroud AB (publ) (the “**Company**” or “**Acroud**”) announces that the Company today has carried out a new share issue in accordance with the written procedure (the “**Written Procedure**”) under its outstanding bond loan 2022/2025 with ISIN SE0017562481 (the “**Bonds**”) which was successfully concluded on 27 June 2023. For more information regarding the Written Procedure please see the notice of Written Procedure on the Company’s website and Nordic Trustee & Agency AB (publ)’s website.

New share issue

The board of directors of Acroud has in accordance with the Written Procedure resolved to carry out a directed new issue of 36,241,424 shares (the “**New Share Issue**”) for a total consideration amount of approx. MSEK 71.6. The resolution was passed by the board of directors based on the authorization granted by the annual general meeting held on 17 May 2023.

The subscription of shares in the New Share Issue is made against payment in cash, in-kind or through set-off as further detailed below:

- (a) 11,139,240 shares issued to Trottholmen AB and Strategic Investment A/S against payment in cash of in total MSEK 22.
- (b) 10,284,594 shares issued to PMG Group A/S, SMD Group Ltd and Double Down Media LTD against payment by way of set-off of earn-out claims amounting to in total EUR 1,750,000 under a share purchase agreement entered into with the Company and the subscribers.
- (c) 2,159,363 shares issued to Trottholmen AB against payment by way of set-off of a shareholder loan of approx. MSEK 4.3.
- (d) 12,658,227 shares issued to Trottholmen AB and Strategic Investment A/S against payment in-kind consisting of Bonds amounting to in total MSEK 25.

The subscription price in the New Share Issue corresponds to the volume-weighted average price (“**VWAP**”) of the Company’s shares as quoted on Nasdaq First North Growth Market during the twenty (20) trading days preceding 3 August 2023. The board of directors have evaluated different options for determining the value of the Company’s shares and concluded that a VWAP measure under a prolonged period fairly reflects the market value of the shares and accordingly it is the board of directors’ assessment that the subscription price corresponds to the market value of the shares.

The purpose of the New Share Issue is to fulfil the terms and conditions of the Written Procedure. The Company is in a strained liquidity situation and the Written Procedure and the measures covered by the procedure have been taken to improve the Company's liquidity situation and long-term financial position within a for the Company appropriate time frame. The board of directors considered a rights issue as part of the Written Procedure but concluded that such an alternative would not be able to be completed within a for the Company appropriate time frame and would not be accepted by the bondholders in the Written Procedure due to the prolonged time period required. In accordance with the Written Procedure the liquidity strengthening measures to be taken by the Company shall be concluded within six weeks from the approval by the bondholders. The Company's assessment is further that a rights issue, even if possible, would have to be fully guaranteed and that the costs for guarantors during current market conditions and the Company's financial position would entail higher costs than otherwise would be the case. The New Share Issue also partly enables the Company to fulfil its obligations to deliver shares under share purchase agreements entered into with certain subscribers. Against this background, the board of directors' overall assessment is that the reasons for carrying out the share issue with deviation from the shareholders' preferential rights in this specific case clearly and with sufficient strength outweigh the reasons that justify the general rule that new share issues shall be carried out with the shareholders' preferential rights. The New Share Issue is therefore in the interest of the Company and all shareholders. As set out in the Written Procedure, the current shareholders Trottholmen AB and Strategic Investment A/S agreed to contribute additional capital and set-off debt against the Company in exchange for the bondholders' approval of the terms of the Written Procedure. The board of directors' assessment is that the terms of the Written Procedure would not have been accepted without the shareholders undertaking to participate in the New Share Issue. The board of directors also believes that the Company is strengthened by the continued support by its largest shareholders.

Through the New Share Issue, the number of shares and votes in the Company will increase by 36,241,424, from the current number of registered shares of 136,370,764 to 172,612,188, and the Company's registered share capital will increase by EUR 916,852.703689, from EUR 3,449,972.155553 to EUR 4,366,824.859242. The New Share Issue entails a dilution of approximately 21.0 per cent of the number of shares and votes in the Company, calculated after the New Share Issue.

Advisers

Gernandt & Danielsson Advokatbyrå KB acts as legal adviser to the Company in connection with the New Share Issue.

Responsible parties

The information in this press release has been published through the agency of the contact person below, at the time specified by Acroud AB's (publ) news distributor Cision for publication of this press release. The person below may also be contacted for further information.

For further information, please contact:

Robert Andersson, President and CEO

+356 9999 8017

ACROUD AB (publ)

Telephone: +356 2132 3750/1

E-mail: info@acroud.com

Website: www.acroud.com

Certified Adviser: FNCA Sweden AB, info@fnca.se

About ACROUD AB

ACROUD is a fast-growing global challenger that operates and develops comparison and news sites within Poker, Sports Betting and Casino. Acroud also offers SaaS solutions for the iGaming affiliate industry. In past years, a number of companies have joined the ride and thus several experienced individuals in the industry lead Acroud's journey to become "The Mediahouse of The Future". Our mission is to connect people, Content Creators (Youtubers, Streamers, Affiliates) and businesses. We are growing fast and remain a leading global player in the industry with just over 70 people in Malta, United Kingdom, Denmark and Sweden. Acroud has been listed on the Nasdaq First North Growth Market since June 2018.