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Pagero Group publishes prospectus for its listing on Nasdaq First North Growth Market

Press Release 12 October 2021

Pagero Group AB (publ) ("Pagero" or the "Company") a growth-oriented, global SaaS company with the aim to build the world's largest open business network in order to digitalise trading between buyers and sellers announced on 5 October 2021 its intention to launch an initial public offering of the Company's shares on Nasdaq First North Growth Market ("the Listing" or "the Offering"). The Offering consists of new shares issued by the Company to a price of SEK 24 per share. The prospectus for the Offering has been approved and registered by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) and is published on the Company's website. The first day of trading is expected to be 22 October 2021.

The Offering in brief:

- The Offering will be conducted at a fixed price of SEK 24 per share, corresponding to a market value of the Company's shares of approximately SEK 3,201 million before the Offering and approximately SEK 3,701 million upon completion of the Offering.
- The Offering includes 20,833,333 newly issued shares and will bring the Company total proceeds of approximately SEK 500 million, before deduction of transaction costs related to the Offering, corresponding to 13.5 per cent of the total amount of shares and votes in the Company after the Offering.
- In order to cover any over-allotment in connection with the Offering, the principal shareholders, Summa Equity¹, Greenfield AB², Sjätte AP-fonden, Mats Ryding³ and Norelia AB⁴ ("**Selling Shareholders**") have granted an over-allotment option to Joint Global Coordinators to acquire existing shares, corresponding to not more than 15 per cent of the number of shares in the Offering (the "**Over-allotment Option**"), which may be exercised in full or in part by the Joint Global Coordinators during the 30-day period from the first day of trading in the Company's shares on Nasdaq First North Growth Market.
- The total value of the Offering amounts to SEK 575 million if the Over-allotment Option is fully exercised.
- Funds managed by I&T Asset Management (Fondsmæglerselskabet Investering & Tryghed A/S) and Swedbank Robur Fonder, (together the "**Cornerstone Investors**") have, subject to certain conditions, agreed to acquire shares in the Offering for an amount in total of SEK 230

¹ Through ownership in Vålåuggen Invest AB, which is a shareholder in the Company.

² Partly owned by Bengt Nilsson, the CEO and board member of the Company.

³ Board member of the Company.

⁴ Partly owned by Bengt Nilsson, the CEO and board member of the Company.

million, corresponding to 46 per cent of the shares in the Offering. Swedbank Robur Fonder is prior to the Offering an existing shareholder of the Company.

- The Offering is directed to institutional investors in Sweden and abroad and to the public in Sweden.

About Pagero

Pagero aims to build the world's largest open business network with the ambition that more than 100 million companies should be reachable via its network 2025. Today, the Company offers its products and services globally in over 140 countries and estimates that more than 12 million companies are reachable via its network (including Gosocket Corporation that was acquired in July 2021).

Pagero offers a smart business network connecting buyers and sellers world-wide for automatic and secure communication of business documents (e.g. order messages, invoices and payment instructions), and in order to ensure local compliance. Pagero's open network, in combination with a large selection of applications, helps companies' buying and selling processes to become more effective, and to make use of correct and reliable data. Pagero's offer is global and independent of industry, business system and size of business.

Pagero undergoes a global growth journey supported by a rapidly increasing market demand driven by strong drivers such as digitalisation and an accelerated rollout of regulatory requirements for digital trading all over the world. During the last years, Pagero has demonstrated considerable growth at the same time as the Company has focused on developing its technology platform and sales strategy to meet an increased global demand, and to enable faster and more cost-efficient growth.

Pagero's headquarter is located in Gothenburg and the Company has a total of 31 offices in 20 countries. As of 30 June 2021, Pagero had 580 full-time resources, including 120 employees through Gosocket.

Pagero believes it has the following strengths and competitive advantages that are expected to contribute to realising the Company's strategy and meeting its financial targets:

- Operating in a growing global market driven by digitalisation and an accelerating rollout of regulatory requirements.
- Uniquely positioned as the only truly open and network-centric service for cloud-based process management of digital business documents.
- Well-invested and scalable technical platform with a clear product vision to drive growth in the network.
- Efficient sales and marketing platform increasingly driven by partners, self-service and network effects.
- Strong financial history and a scalable business model with recurring and diversified revenues.
- Competent management team with extensive experience in the business systems industry.

Background to the Offering

Pagero's board of directors and the principal shareholder Summa Equity⁵ consider that the Listing of the Company's shares on Nasdaq First North Growth Market represents an important step to accelerate the global expansion of the Company. The Board is of the opinion that a listing will increase awareness of Pagero among customers as well as current and future partners and increase the ability to attract and retain qualified employees and key management personnel. The Offering and Listing will also give the Company access to both the Swedish and international capital markets and broaden its long-term shareholder base.

⁵ By holding in Vålåuggen Invest AB as shareholder in the Company.

Pagero intends to use the net proceeds to primarily finance future increased and long-term growth in the Company and for other business-related purposes as they arise.

Nasdaq Stockholm AB has made the assessment that Pagero fulfils the applicable listing requirements at Nasdaq First North Growth Market. Nasdaq Stockholm AB will approve an application for trading of the Company's shares on Nasdaq First North Growth Market, provided that certain customary conditions are met. The board of directors of the Company intends to fulfil the application of admission to trading of the Company's shares on Nasdaq First North Growth Market and the trading is expected to commence on 22 October 2021.

Stabilisation

In connection with the Offering, Nordea Bank Abp, filial i Sverige (the "**Stabilisation Manager**") may, to the extent permitted pursuant to Swedish law, carry out transactions aimed to support the market price of the Company's shares above those that might otherwise prevail in the open market. Such stabilisation transactions may be effected on Nasdaq First North Growth Market, over-the-counter market or otherwise, and may be effected at any time during the period commencing on the first day of trading in the shares on Nasdaq First North Growth Market and ending no later than 30 calendar days thereafter. The Stabilisation Manager is, however, not required to carry out such transactions and there is no assurance that such activities will be undertaken.

The stabilisation, if commenced, may be discontinued at any time without prior notice. Under no circumstances will the transaction be completed to a price that is higher than the price set out in the Offering. No later than by the end of the seventh trading day after stabilisation transactions have been undertaken, the Stabilisation Manager must disclose that stabilisation measures have been performed in accordance with article 5(4) of EU's Market Abuse Regulation 596/2014. Within one week from the end of the stabilisation period, the Stabilisation Manager will make public whether or not stabilisation was undertaken, the date at which stabilisation started, the date at which stabilisation last occurred as well as the price range within which stabilisation was carried out, for each of the dates during which stabilisation transactions were carried out.

Prospectus and application

The prospectus (in Swedish with an English translation), containing complete terms and conditions of the Offering will today be published on the Company's website (www.pagero.com), Nordea Bank Abp, filial i Sverige's website (www.nordea.se), Skandinaviska Enskilda Banken AB's website (www.seb.se) and Avanza Banks AB's website (www.avanza.se). Applications from the public in Sweden can be made to Nordea, SEB and Avanza according to the instructions in the prospectus.

Preliminary timetable

Publication of the prospectus: 12 October 2021

Application period for the general public in Sweden: 13–20 October 2021

Application period for institutional investors: 13–21 October 2021

First day of trading on Nasdaq First North Growth Market: 22 October 2021

Settlement date: 26 October 2021

Advisors

Nordea Bank Abp, filial in Sweden ("**Nordea**"), and Skandinaviska Enskilda Banken AB ("**SEB**") are Joint Global Coordinators and Joint Bookrunners. Advokatfirman Delphi and advokat 24 are legal advisors to the Company. White & Case is legal advisor to Joint Global Coordinators and Joint Bookrunners. Nordea, SEB and Avanza Bank AB act as Retail Distributors.

Erik Penser Bank AB (publ) is appointed as the Company's Certified Adviser and can be reached at telephone: +46 (0) 8 463 83 00 and e-mail: certifiedadviser@penser.se.

For further information, please contact:

Bengt Nilsson, CEO

E-mail: bengt.nilsson@pagero.com

Jan-Olof Ohlsson, CFO

E-mail: jan-olof.ohlsson@pagero.com

Important information

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by Pagero Group AB (publ) (the "**Company**") in any jurisdiction where such offer or sale would be unlawful.

This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "**Prospectus Regulation**"). A prospectus regarding the Offering is available on the Company's website. Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the prospectus. The Swedish Financial Supervisory Authority, as the national competent authority under the Prospectus Regulation, has reviewed and approved the Prospectus. The Swedish Financial Supervisory Authority's approval should not be considered as an endorsement of the Company or support for the securities described in the Prospectus. The Swedish Financial Supervisory Authority does not guarantee that the information in the Prospectus is correct or complete. Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus.

In any EEA Member State ("**EEA**") other than Sweden, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, that is, only those investors to whom an offer can be made without an approved prospectus in the relevant EEA Member State.

This announcement and the information contained herein are not for distribution in or into the United States of America. This announcement does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. Any securities referred to herein have not been and will not be registered under the U.S. 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. Any securities referred to herein have not either been and will not be registered under relevant securities laws in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or Switzerland, and may not, with certain exemptions, be offered or sold in or into, or on behalf of a principal who is from, present in or giving an order to participate from Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or Switzerland. There will be no

offering of the securities referred to herein to Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or Switzerland.

In the United Kingdom, this announcement 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 announcement relates is available only to, and will be engaged in only with, qualified investors (as defined in the Prospectus Regulation) and who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2000 (as amended, the "**Order**"), (ii) are persons falling within Article 4 (2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, and (iii) other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**Relevant Persons**"). This announcement must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

Forward-looking statements

This announcement contains certain prospective statements and opinions. Prospective statements are all statements that do not relate to historical facts and events, and such statements and opinions that pertain to the future and include words such as, for example, "anticipates", "may", "will", "should", "plans", "estimates", "forecasts", "estimates", "is of the opinion", "expects", "believes", "plans", "estimates", "intends", "assumes" and similar expressions. Prospective statements are based on current estimates and assumptions, which have been made to the best of the Company's knowledge. Such prospective statements are subject to risks, uncertainties and other factors that could cause actual results, including the Company's cash flow, financial situation and results of operations, to differ materially from those expressed or implied by such statements, or cause the expectations expressed or implied by such statements not to be realised or to prove less favourable compared with the results expressed or implied by such statements. The information, opinions and forward-looking statements contained in this communication speak only as at its date and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or 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 announcement.

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 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 "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such shares to eligible counterparties and

professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the Company's shares 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 Offering.

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 UK MiFIR; 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 the Company.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the shares in the Company and determining appropriate distribution channels