



Bambuser AB acquires Relatable

INSIDER INFORMATION: Bambuser AB (“Bambuser” or “the Company”) has today entered into an agreement with the shareholders of Jefferson AB (“Relatable”) to acquire 100 percent of the shares in Relatable. The acquisition will add significant value to the Company and its shareholders by accelerating SaaS revenues and improving customer lifetime value. In addition, the acquisition will add key talent to predominantly Bambuser’s global sales teams. The Purchase Price corresponds to an enterprise value of SEK 200 million as adjusted for net cash and working capital. The Purchase Price will be paid partly in cash and partly in the form of newly issued shares in Bambuser.

The transaction in brief

- The transaction comes after a successful partnership period between Bambuser and Relatable that started in August 2020.
- The Purchase Price, which is based on an enterprise value of SEK 200,000,000 as adjusted for net cash and working capital, is paid partly through newly issued shares in Bambuser equivalent to a value of SEK 100,000,000 (the “**Consideration Shares**”), and partly through a cash payment of the remaining amount (SEK 100,000,000 as adjusted for net cash and working capital).
- The Consideration Shares are issued at a price per share based on the volume-weighted average price of the Bambuser share (“**VWAP**”) as quoted on Nasdaq First North Growth Market during the ten trade days preceding this announcement (excluding today’s trading) equal to SEK 22.47 per share.
- Following completion of the transaction, the sellers of Relatable will hold 2.205 percent of the outstanding shares and votes in Bambuser.
- The Consideration Shares received by the seller controlled by Martin Garbarczyk will be subject to lock-up during a period of three years from the date of completion of the transaction. The Consideration Shares received by the other sellers will be subject to lock-up during a period of three months from the date of completion of the transaction.
- As part of the transaction, Martin Garbarczyk will join Bambuser's executive team as Chief Revenue Officer (CRO).
- Relatable will be incorporated into Bambuser’s consolidated financial statements as of June 1, 2021. Thus, one month of Relatable’s figures will be included in Bambuser’s Q2 Interim Report.

Bambuser’s CEO, Maryam Ghahremani commented:

“By joining forces with Relatable, we increase our market pole position with an unrivaled SaaS offering that clearly differentiates us from the competition.”

Martin Garbarczyk gave the following comment:

“Bambuser and Relatable are a match made in heaven. I’m excited to build a global sales organization that leverages the enormous market demand and fuels growth to our SaaS business.”

Background and rationale

Founded in 2016, Relatable acts as an extended part of customers' in-house marketing teams, helping large global consumer brands with their influencer marketing efforts. Relatable has 45 full-time employees and operates globally from offices in Stockholm, London and New York.

Relatable, whose proprietary technology facilitates searching for and booking influencers for creator marketing initiatives, is dedicated to evolving influencer marketing into a scalable, high-impact media channel. Providing an index of over 15 million creators and influencers worldwide, Relatable has successfully executed more than 25 thousand collaborations for global customers, including Fortune 500 brands.

The acquisition follows a year of remarkable growth for Bambuser and widespread adoption of its SaaS solutions for interactive e-commerce. As part of Bambuser's strategy to establish a stronger industry position, accelerate growth and increase revenue through acquisitions of complementary companies and technologies, the acquisition will unite the core competencies and proprietary technologies of the two companies. This will enable Bambuser to leverage expertise across social commerce and live shopping to catalyze business and revenue growth for the SaaS platform.

Through this acquisition, Bambuser is combining social media, influencer marketing and livestream shopping, which strengthens the SaaS offering and grows the Company's ability to provide strategic counsel and creative services. Additionally, the transaction will expand the Company's profile among the renowned global brands that have entrusted Relatable with their campaigns. The transaction also opens the opportunity to integrate Relatable's technology with Bambuser's SaaS offering, which will benefit customers by amplifying campaign reach while solving key pain points around securing talent and ensuring impact.

Founder of Relatable, Martin Garbarczyk, will join Bambuser's executive team as Chief Revenue Officer, contributing his extensive experience building high-performing sales organizations to fuel further global growth. The two companies will operate and service customers independently, yet collaboratively. Teams will be co-located in Sweden, the U.S. and U.K., where each has an established presence, to enhance synergies and drive opportunities for cross- and upselling. To date, both Relatable and Bambuser have partnered with hundreds of brands from around the world, including shared customers like Samsung, Ted Baker and Klarna.

As a first step in the new relationship, Bambuser will add creative and strategic services from Relatable to its customers, enabling them to amplify campaigns before, during and after Live Video Shopping events.

Purchase price and lock-up period

The Purchase Price which is based on an enterprise value of SEK 200,000,000 as adjusted for net cash and working capital, is paid partly with 4,450,376 newly issued shares in Bambuser, equivalent to a value of SEK 100,000,000, and partly through a cash payment of SEK 100,000,000, as adjusted for net cash and working capital. The Consideration Shares are issued at a price of SEK 22.47 per share, equal to the VWAP on Nasdaq First North Growth Market during the ten trade days preceding this announcement (excluding today's trading).

The Consideration Shares received by the seller controlled by Martin Garbarczyk will be subject to lock-up during a period of three years from the date of completion of the transaction. The Consideration Shares received by the other sellers will be subject to lock-up during a period of three months from the date of completion of the transaction.

Issue of Consideration Shares

The board of directors of Bambuser will resolve to issue the Consideration Shares at completion of the transaction pursuant to an authorization granted by the annual general meeting 2021.

The Consideration Shares represent 2.205 percent of the total number of shares and votes in Bambuser on a fully diluted basis. By issuing the Consideration Shares, the number of shares and votes increase by 4,450,376. The share capital increases by SEK 222,518.80.

Following completion of the transaction, the sellers of Relatable will hold approximately 2.205 percent of the outstanding shares and votes in Bambuser.

Completion of the transaction

Completion of the transaction is expected to take place on or around 31 May 2021.

Invitation to webcast

In connection with the acquisition of Relatable, Bambuser invites investors, analysts and media to a webcast on 17 May 2021 at 15:00 CEST, 9 am EDT. The presentation will be led by CEO Maryam Ghahremani and Martin Garbarczyk, the newly appointed CRO.

To follow the webcast, please register at: <http://bmb.sr/webcast>

Please join ten minutes prior to the start of the webcast.

Advisors

Baker McKenzie is acting as legal advisor to Bambuser in relation to the transaction. OWL is acting as financial advisor to Bambuser.

Responsible persons

This information is information that Bambuser is obliged to make public pursuant to the EU Market Abuse Regulation and the Financial Instruments Trading Act 596/2014. The information in this press release has been made public by the responsible person below for publication at the time specified by Bambuser's news agency Cision by publication of this press release. Contact person set out below can be contacted for further information.

For further information, please contact:

Maryam Ghahremani, CEO | +46 8 400 160 02 | ir@bambuser.com

Certified Adviser

Bambuser's Certified Adviser on Nasdaq First North Growth Market is Erik Penser Bank AB, +46 8463 83 00, certifiedadviser@penser.se.

Please refer to the Company's website for more information: bambuser.com.

About Bambuser AB

Bambuser is a software company specializing in interactive live video streaming. The Company's primary product, Live Video Shopping, is a cloud-based software solution that is used by customers such as global e-commerce and retail businesses to host live shopping experiences on websites, mobile apps and social media. Bambuser was founded in 2007 and has its headquarters in Stockholm

IMPORTANT INFORMATION

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions and the recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in Bambuser in any jurisdiction, neither from Bambuser nor from someone else.

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 and the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the Group 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, unless it is not required by law or Nasdaq First North Growth Market's rule book for issuers.