



AYIMA GROUP AB (publ) CONDUCTS A RIGHTS ISSUE OF 13.6 MSEK, GUARANTEED BY 85%

The Board of Directors of Ayima Group AB (publ) ("Ayima" or "the Company") has decided to carry out a rights issue of approximately 13.6 MSEK. 2018 was Ayima's first full year as a listed company, a year during which the organization has taken big steps forward. The growth is strong, with sales for 2018 increasing by 28%. For 2019, Ayima continues to show good momentum with several new client wins.

Even though growth is strong, the result is in the negative territory. Ayima has therefore made a decision, which has previously been communicated to the market, that during the first quarter of 2019, the Company will restructure certain parts of the business. This is expected to result in cost savings corresponding to approximately 9–10 MSEK annually. There will be some exceptional charges related to the restructure in Q1-19, but Ayima expects that the net positive financial impact for the rest of the year will be approximately 7 MSEK. If the said cost savings had been applied in 2018, the Company would have achieved a positive EBITDA of around SEK 7.8 million or 4.2% margin.

With the current growth, momentum and said restructuring process, Ayima expect that the Company will show a positive result in the second quarter of 2019 and expects continued good development thereafter. The planned rights issue of around 13.6 MSEK aims to strengthen the Company's balance sheet, enable potential acquisitions and invest in the Company's future growth to capitalize on the strong underlying market development.

The Rights Issue

The Board of Directors in Ayima has, based on the approval from the extra general meeting on the 16th of April 2019, resolved to issue units, consisting of shares and warrants, in accordance with the following terms:

- All existing shareholders receive one (1) unit right for each share of series B held on the record date. Six (6) unit rights entitle to subscription of one (1) Unit.
- One (1) unit consists of one (1) newly issued share of series B and one (1) warrant of series TO1. The Rights Issue thus issues a maximum of 5,819,662 unit rights, corresponding to 969,943 new shares of series B and 969,943 warrants. The subscription price of 14 SEK per unit corresponds to a subscription price of 14 SEK per share; the warrant is issued free of charge.
- At full subscription of the Rights Issue Ayima receives issue proceeds of approximately 13.6 MSEK before issuing costs. As a result, the share capital may increase from 969,943.00 SEK, from 6,046,462 SEK to 7,016,405 SEK. At full subscription of the Rights Issue the number of shares will increase from 6,046,462 shares to 7,016,405 shares, representing an increase of 969,943 shares.
- For existing shareholders who choose not to participate in the Rights Issue, assuming that the Rights Issue is fully subscribed, will experience a dilution amounting to 13.8 percent. Assuming full exercise of the warrants, shareholders will experience an additional dilution of 6.5 percent. For existing shareholders who choose not to participate in the Rights Issue or the exercise of the warrants, shareholders will experience a dilution of 19.4 percent.
- The subscription period will be from 30th of April 2019 until the 15th of May 2019.
- The warrants entitle the holder to subscribe for one new share of series B, during the subscription period from 2nd of December 2019 until 13th of December 2019, at a subscription price of 18 SEK per share. At full subscription and full exercise of the warrants, Ayima can receive ca 8.7 MSEK before issuing costs. As a result, the share capital may increase with 484,971 SEK, from 7,016,405.00 SEK to 7,501,376.00 SEK.

Subscription commitments and guarantees

The Rights Issue is covered by approximately 11.6 MSEK, corresponding to approximately 85 percent of the rights issue, from guarantee undertakings. For the guarantors, a guarantee commission of ten (10) percent of the guaranteed amount is paid in cash.

Full terms and conditions of the rights issue will be presented in the investment memorandum that is expected to be published the 25th of April 2019 on the Company website.

Extra general meeting

An extra general meeting will be held Tuesday 16th of April 2019, 11.00 a.m. The notice will be sent in a separate press release.

Indicative timetable for the Rights Issue

- 16th of April 2019 – Extra general meeting is held.
- 23rd of April 2019 – Last day of trading including the right to receive unit rights.
- 24th of April 2019 – First day of trading excluding the right to receive unit rights.
- 25th of April 2019 – The Record date.
- 25th of April 2019 – The investment memorandum is expected to be published.
- 30th of April 2019 – 15th of May 2019 – The subscription period for the Rights Issue.
- 30th of April 2019 – first day for trading in unit rights and BTU.
- 13th of May 2019 – last day for trading in unit rights.
- 20th of May 2019 – The announcement of the preliminary outcome of the offering is expected to be published.

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This information is required for Ayima Group AB (publ) to disclose under the EU market abuse regulation. The information was submitted by the abovementioned contact person for publication on March 29, 2019 at 08:45 CET.

About Ayima

Originally founded in 2007, Ayima is a digital marketing agency with around 145 employees across its offices in London, Stockholm, New York, San Francisco and Vancouver. Ayima have created a number of market-leading software tools that are used in by clients and agencies around the world, including 'Updatable', 'Redirect Path', 'Page Insights', 'Pulse' and 'Appotate'.

Certified Adviser is Eminova Fondkommission AB (<http://www.eminova.se>). Ayima is listed on Nasdaq First North under the ticker "Ayima B".

Important information

This press release is not an offer to purchase, subscribe for or otherwise trade in shares, units or other financial instruments in Ayima. Invitation to concerned persons to subscribe for units in Ayima will be made through the investment memorandum that Ayima is expected to publish on 25th of April 2019.

This press release shall not, directly or indirectly, be released, published or distributed in or to the United States, Canada, New Zealand, South Africa, Japan, Australia, South Korea, Hong Kong, Switzerland and Singapore or other country where such action as a whole or in part is subject to legal restrictions.

Neither unit rights, units subscribed for ("BTU"), newly issued shares or warrants have been recommended or approved by any US federal or state securities authority or regulatory authority. No unit rights, BTU, newly issued shares have been registered or will be registered under the United States Securities Act of 1933, as applicable, or in accordance with applicable laws in the United States, Australia, Japan, Canada or in any other country where the Rights Issue or distribution of the press release is in violation of applicable laws or regulations or presupposes that a prospectus is established, registered or that any other measure is undertaken beyond that required by Swedish law.

There is no intention to register any portion of the offer in the United States and the securities issued in the Rights Issue will not be offered to the public in the United States.

This press release may contain certain forward-looking information that reflects Ayima's current views on future events as well as financial and operational development. Words that are "intended", "come", "judged", "expected", "can", "plan", "appreciate" and other expressions that imply indications or predictions about future developments or trends, constitute forward-looking information. Forward-looking information is inherently associated with both known and unknown risks and uncertainties because it depends on future events and circumstances. Forward-looking information does not constitute a guarantee of future performance or development and actual outcomes may differ substantially from what is stated in forward-looking information. This information, the opinions and the forward-looking statements contained in this press release are valid only on this date and may be amended without notice. Ayima makes no representations about publishing updates or revisions of forward-looking information, future events or similar circumstances other than the applicable law.