

Press release
24 April 2019



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Realfiction Holding AB Publishes Information Memorandum

The Board of Directors of Realfiction Holding AB (“Realfiction” or the “Company”) hereby publishes an Information Memorandum on the announced rights issue. The Information Memorandum is attached and published on the Company’s webpage, www.realfiction.com, and on, the Issuing agent, Eminova Fondkommissions webpage www.eminova.se.

The Board of Directors of Realfiction resolved on 21 March 2019 to carry out a new share issue of approximately MSEK 17.5 with preferential right for existing shareholders.

The rights issue in brief

For each existing share held on the record date 23 April 2019, shareholders will receive fifteen (15) subscription rights for subscription of shares. One hundred (100) subscription rights entitle the holder to subscribe for one (1) new share. To the extent shares are not subscribed for with preferential rights, these shall be allocated to shareholders and other investors who have notified interest in subscribing.

- The subscription price is SEK 10 per share.
- Subscription period is from 25 April to 10 May 2019 (incl.).
- The Company will receive approximately MSEK 17.5 through the rights issue, if fully subscribed.
- The outcome of the rights issue will be announced around 14 May 2019.

The Company has received pre-subscription commitment for SEK 11,464,970 amounting to 65.7% of the rights issue. The issue is also covered by renewed lock-up agreements, covering the two main shareholders, Ceranco Equity S.C.S. and Clape Holding A/S. Please refer to the Memorandum for further information.

Application

Directly registered shareholders can subscribe for new shares at the latest on 10 May 2019, using their preferential rights by using the pre-printed issue form provided by Euroclear and sent to their registered address. Applications for subscription of shares without preferential rights should be made on the subscription form called “teckning utan stöd av teckningsrätter” found on www.realfiction.com and www.eminova.se, at the latest on 10 May 2019. Nominee-registered shareholders subscribe both with and without preferential rights according to their bank’s instructions.

Investor event

The Company will host a presentation with live streaming and video filming on 29 April 2019, at 19:00 at Parken, in Denmark. For more information and sign-up details, please see [this link](#).

Clas Dyrholm, CEO of Realfiction

“As can be seen in our Year-End Report and latest press release regarding “Q1-2019 growth”, we are seeing good progress, both in topline, margins and also in terms of operational cash-flows. By adding the funding from this new round, our business will be ready for further, significant acceleration in accordance with our previously announced STEP-UP-19 strategy. I am proud and pleased about the significant interest that we have seen already for this public issue and look very much forward to presenting our exciting investment case to the market”.

Background and reasons for the offering

The board of directors has decided to strengthen the Company’s financial position through a new share issue with a preferential right to subscribe to existing shareholders. The new share issue of approximately SEK 17.5 million will, in combination with conversion of bridge loans of approximately SEK 7 million to new share capital, be used to strengthen the balance sheet and to enable the previously announced STEP-UP-19 strategy to be fully funded. The Board of Directors and Realfiction’s executive management team considers the Offering to be a logical and important step in Realfiction’s continued development, which will enable the Company to pursue the many opportunities in the international market with force, predominantly MaaS for Retail and Expos. Also, the Company will be able to accelerate its ongoing investments in the very promising and ongoing technology Project Echo. Project Echo focuses on the development of a holographic technology that makes it possible for a group of people to experience and interact with holographic effects in open space, without any physical media or lens between them and the effects. This has historically been an unattainable vision for the industry that most people are only aware of from science fiction movies.

Advisors

Eminova Fondkommission AB acts as issuing agent in connection to the rights issue. Berghco Advokatbyrå AB acts as legal advisors and Gemstone Capital A/S acts as advisors in Denmark.

Important information

This press release does not contain or constitute an invitation or an offer to acquire, sell, subscribe for or otherwise trade in shares or other securities in Realfiction. Invitation to the persons concerned to acquire shares in Realfiction will only be made through the Information Memorandum referred to in this press release. The Information Memorandum will contain, among other things, risk factors, financial statements as well as information regarding the Company’s Board of Directors. This press release has not been approved by any regulatory authority and is not a prospectus or an Information Memorandum and accordingly, investors should not acquire any securities referred to in this press release, except on the basis of information provided in the prospectus referred to in this press release.

In certain jurisdictions, the publication or distribution of this press release may be subject to restrictions according to law, and persons in those jurisdictions where this press release has been published or distributed should inform themselves about and abide by such restrictions.

The shares or securities of Realfiction have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority of any state or jurisdiction within the United States, and no shares or other securities in Realfiction may, directly or indirectly, be offered, sold, resold, transferred, delivered or distributed to or within the United States. No shares or other securities in Realfiction will be offered in the United States. There are no plans to register shares or other securities in Realfiction, or to conduct an offering of such shares or securities, in the United States.

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This press release contains forward-looking statements which reflect Realfiction's current view on future events and financial and operational development. Words such as "intend", "will", "expect", "anticipate", "may", "plan", "estimate" and other expressions than historical facts which imply indications or predictions of future development or trends, constitute forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements. The information, opinions and forward-looking statements concluded in this announcement speak only as of its date and are subject to change without notice.

For more information about Realfiction Holding AB, please contact:

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Certified Adviser

Sedermersa Fondkommission is the Company's Certified Adviser and can be contacted via ca@sedermersa.se or +46 40 615 14 10.

This information is information that Realfiction Holding AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, on 24 April 2019.

About Realfiction Holding AB

Founded in Denmark in 2008, Realfiction is a leading innovator and provider of Mixed Reality solutions and services, a market estimated to reach USD 80 billion by 2025. Realfiction continues to invent technologies within Mixed Reality, with an intention to disrupt the industry by pursuing the vision of converting science fiction into real fiction. Realfiction Holding AB's share is publicly traded on Nasdaq Stockholm First North under the symbol "REALFI". The share's ISIN code is SE0009920994.