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*Press release 29 September 2025*

## **Verisure Announces Price Range and Publishes Prospectus for its Initial Public Offering on Nasdaq Stockholm**

Following the announcement on 17 September 2025 of its intention to launch an initial public offering of its shares (the “Offering”) and to list its shares on Nasdaq Stockholm (together with the Offering, the “IPO”), Verisure plc (“Verisure” or the “Company”), the leading provider of professionally monitored security services in Europe and Latin America<sup>1</sup>, announces the price range for the Offering. Today, Verisure also published its prospectus in connection with the IPO. The first day of trading on Nasdaq Stockholm is expected to be on 8 October 2025. Alecta Tjänstepension Ömsesidigt, AMF, GIC Private Limited, Swedbank Robur and Tredje AP-fonden (together, the “Cornerstone Investors”) have, subject to certain conditions, committed to acquire shares in the Offering for an aggregate amount of €1,380 million.

### **The Offering in Brief**

- The final price in the Offering will be set within the price range of €12.25–13.50 per share (the “**Price Range**”), corresponding to a total market capitalisation of the Company of €12.9–13.9 billion (approximately SEK 142–153 billion) following completion of the IPO. The final offering price (the “**Offering Price**”) is expected to be published through a press release on or around 8 October 2025.
- The Offering consists of both the issuance of new shares by the Company, to raise gross primary proceeds of approximately €3.1 billion before the deduction of transaction costs, and the sale of existing shares on behalf of certain Management Shareholders (as defined below), amounting to approximately €55 million, primarily to help cover taxes arising from the IPO and the subsequent liquidation of the Selling Shareholder<sup>2</sup>.
- As part of the Offering, approximately €236 million is expected to be raised from two existing investors, Alba<sup>3</sup> and Securholds, who both wish to increase their economic exposure to the Company, and two members of the Company’s Board (together, the “**Subscriptions**”).
- The Offering comprises up to 245,048,543 shares (excluding potential shares offered in accordance with the Overallotment Option (as defined below)), corresponding to a total of up to 23.5% of the total number of shares in the Company after the Offering, of which

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<sup>1</sup> The Company’s analysis based on multiple third-party sources and estimates of installed bases of professionally-monitored security systems.

<sup>2</sup> The Selling Shareholder is Aegis Lux 2 S.à r.l.. The shareholders of the Selling Shareholder, who indirectly hold shares in the Company, are Aegis Lux 1A S.à r.l. (“**Hellman & Friedman**” or “**H&F**”), Eiffel Investments Pte Ltd, a nominated investment vehicle of GIC Special Investments Pte Ltd. (“**Eiffel**”), Alba Investments S.à r.l. (“**Alba**”) and Securholds Spain S.L (“**Securholds**”) (together with H&F, Eiffel and Alba, the “**Existing Investors**”) and certain existing and former employees of the Company (the “**Management Shareholders**”).

<sup>3</sup> Through Alba Europe S.à r.l., an affiliate of Alba.



up to 240,776,699 shares will be newly issued by the Company and up to 4,271,844 existing shares will be sold by the Selling Shareholder.<sup>4</sup>

- To cover any overallotment in the Offering, the Selling Shareholder will grant Morgan Stanley & Co. International plc (on behalf of the Underwriters (as defined below)) an option to acquire up to a maximum of 15% of the total number of shares in the Offering (excluding the Subscriptions), corresponding to up to an additional 34,004,854 existing shares (the “**Overallotment Option**”).<sup>5</sup>
- Assuming that the Overallotment Option is exercised in full, the Offering will comprise up to 279,053,397 shares, corresponding to a total of up to 26.8% of the total number of shares in the Company after the Offering.<sup>6</sup>
- The total gross proceeds of the Offering will amount to approximately €3.6 billion if the Overallotment Option is exercised in full.
- The Cornerstone Investors have, subject to certain conditions, committed to acquire shares in the Offering for a total amount of €1,380 million at a price of up to €13.50 per share. The undertakings correspond to approximately 41.1% of the total number of shares in the Offering (excluding the Subscriptions) (under the assumption that the Overallotment Option is exercised in full).
- The shares will be offered to the general public in Sweden and to institutional investors in Sweden and abroad.<sup>7</sup>
- The application period for the general public in Sweden is expected to be 30 September – 6 October 2025, and the application period for institutional investors is expected to be 30 September – 7 October 2025.
- The first day of trading on Nasdaq Stockholm is expected to be on 8 October 2025. The shares will trade under the trading symbol (ticker) “VSURE”.
- A prospectus (in English, with a prospectus summary available in both English and Swedish) containing the complete terms and conditions for the Offering has today been published at Verisure’s website ([www.verisure.com/investors](http://www.verisure.com/investors)) and is available or accessible via the websites of DNB Carnegie ([www.carnegie.se](http://www.carnegie.se)), Montrose ([www.montrose.io](http://www.montrose.io)), Nordea ([www.nordea.se/prospekt](http://www.nordea.se/prospekt)), Avanza ([www.avanza.se](http://www.avanza.se)) and Nordnet ([www.nordnet.se](http://www.nordnet.se)).

#### **Austin Lally, CEO of Verisure, comments:**

*"We are pleased to announce the publication of our prospectus today, marking another significant step for Verisure. As well-established category leaders and market makers in professionally monitored security services across Europe and Latin America, we see a substantial runway for growth. Our planned listing in Stockholm will support our continued development, building on our track record of creating lasting value. I am glad for the strong support we have already received from our Cornerstone Investors, and excited to welcome new shareholders from Sweden and the international capital markets to join us in our mission of protecting what matters most. I look forward to this next chapter for Verisure together with all our colleagues, customers, partners and shareholders."*

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<sup>4</sup> Assuming the Offering Price is at the midpoint of the Price Range.

<sup>5</sup> Assuming the Offering Price is at the midpoint of the Price Range.

<sup>6</sup> Assuming the Offering Price is at the midpoint of the Price Range.

<sup>7</sup> The offering to institutional investors will only be made (i) to certain institutional investors outside the United States, pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”); and (ii) in the United States, only to those reasonably believed to be Qualified Institutional Buyers (“**QIBs**”) in reliance on Rule 144A under the U.S. Securities Act.



## Background and Reasons for the IPO

The IPO will broaden the shareholder base and enable the Company to access the Swedish and international capital markets, providing a liquid market for its shares and support the Company's continued growth and development. The Board considers the IPO of Verisure to be a logical and important step in the Company's development, which will also increase the awareness of Verisure and its operations among current and potential customers and suppliers, as well as aid in the attraction of new talent.

The primary proceeds raised by the Company are expected to reduce net leverage<sup>8</sup> to approximately 3.0x at IPO. Verisure intends to use the net proceeds to strengthen its balance sheet by refinancing certain outstanding debt and to fund the acquisition of ADT Mexico. Approximately €236 million is expected to be raised from two existing investors, Alba and Securholds, who both wish to increase their economic exposure to the Company, and two members of the Company's Board.

The Offering will also provide the Existing Investors and the Management Shareholders with the opportunity to monetise part of their investment in Verisure.

## Selling Shareholder

The intention is that the Selling Shareholder will be liquidated in due course after completion of the IPO with the proceeds of such liquidation (including shares in the Company) distributed in accordance with a reorganisation and implementation agreement entered into by, among others, the direct and indirect shareholders of the Selling Shareholder.

Sales of existing shares by the Selling Shareholder are limited to (i) the Overallotment Option, and (ii) sales on behalf of certain Management Shareholders primarily to help cover taxes arising from the IPO and the subsequent liquidation of the Selling Shareholder (at which point the underlying shareholders of the Selling Shareholder will be direct shareholders in the Company). The Existing Investors and the Management Shareholders intend to retain a significant portion of their shareholdings in the Company following the IPO.

Following admission of the Company's shares to trading on Nasdaq Stockholm ("**Admission**"), the Selling Shareholder, the Existing Investors, shareholding members of the Board and the Senior Managers will be bound by customary lock-up provisions, subject to certain exceptions. The lock-up period for the Selling Shareholder and Existing Investors will be 180 days after Admission, and the lock-up period for the shareholding members of the Board and the Senior Managers (comprising the CEO and CFO) will be 365 days after Admission. The Existing Investors and the Management Shareholders are also expected to agree to an orderly marketing agreement (the "**Orderly Marketing Agreement**") to undertake amongst themselves to regulate the disposal of shares following Admission and following the expiry of the lock-up restrictions. Pursuant to the terms in the Orderly Marketing Agreement, certain Management Shareholders (comprising those Management Shareholders who have a material shareholding in Verisure or who are current members of the Company Management Team<sup>9</sup>) shall undertake to H&F not to sell their respective

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<sup>8</sup> Net leverage is defined as the last twelve months' net leverage ratio excluding the factoring arrangement and including the last twelve months' Adjusted EBITDA.

<sup>9</sup> Chief Executive Officer, Chief Financial Officer, President Southern Europe, Nordics and Latin America, President Central Europe, UK, Ireland & Arlo, Chief HR, Communications & ESG Officer, Chief Technology Officer, Chief Legal Officer, Chief



holdings for a period of 365 days after Admission, with certain exceptions, while the other Management Shareholders, alongside certain former employees with holdings in the Company shall undertake to H&F not to sell their respective holdings for 180 days after Admission.

In addition, the Company will undertake not to issue any new shares for a period of 180 days following Admission, subject to customary exceptions, without the prior written consent of the Joint Global Coordinators.

### **Preliminary Timetable**

Application period for the general public in Sweden	30 September – 6 October 2025
Application period for institutional investors	30 September – 7 October 2025
Announcement of the Offering Price	8 October 2025
First day of trading in Verisure's shares	8 October 2025
Settlement date	10 October 2025

### **Prospectus and Application**

The Company has prepared a prospectus (in English, with a prospectus summary available in both English and Swedish), in connection with the IPO. The prospectus contains the full terms and conditions of the Offering and is available on Verisure's website ([www.verisure.com/investors](http://www.verisure.com/investors)) and available or accessible via the websites of DNB Carnegie ([www.carnegie.se](http://www.carnegie.se)), Montrose ([www.montrose.io](http://www.montrose.io)), Nordea ([www.nordea.se/prospekt](http://www.nordea.se/prospekt)), Avanza ([www.avanza.se](http://www.avanza.se)) and Nordnet ([www.nordnet.se](http://www.nordnet.se)).

The prospectus has been prepared in accordance with the Prospectus Regulation (as defined below) and has been approved by the Swedish Financial Supervisory Authority as competent authority in accordance with the Prospectus Regulation. The Swedish Financial Supervisory Authority only approves the prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Company, nor should it be considered as an endorsement of the quality of the securities that are the subject of the prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

### **Stabilisation**

In connection with the Offering, Morgan Stanley & Co. International plc ("**Morgan Stanley**") (on behalf of the Underwriters (as defined below)) may effect transactions aimed at supporting the market price of the shares at levels above those which might otherwise prevail in the open market. Such stabilisation transactions may be effected on Nasdaq Stockholm, in the over-the-counter market or otherwise, at any time during the period starting on the date of commencement of trading in the shares on Nasdaq Stockholm and ending not later than 30 calendar days



thereafter. Morgan Stanley is, however, not required to undertake any stabilisation and there is no assurance that stabilisation will be undertaken.

Stabilisation, if undertaken, may be discontinued at any time without prior notice. In no event will transactions be effected at levels above the Offering Price. No later than by the end of the seventh trading day after stabilisation transactions have been undertaken, Morgan Stanley shall disclose that stabilisation transactions have been undertaken in accordance with article 5(4) in the Market Abuse Regulation 596/2014. Within one week of the end of the stabilisation period, Morgan Stanley will make public whether or not stabilisation was undertaken, the date at which stabilisation started, the date at which stabilisation last occurred and the price range within which stabilisation was carried out, for each of the dates during which stabilisation transactions were carried out.

### **About Verisure**

Verisure is the leading provider of professionally monitored security services in Europe and Latin America. As of 30 June 2025, more than 5.8 million families and small businesses place their trust in the Company. Verisure provides professional installation, 24/7 monitoring, expert verification and response, customer care, maintenance, and technical support, protecting against intrusion, burglary, fire, physical attack, theft, life-threatening emergencies, and other hazards. Around 90% of total revenue for the year ended 31 December 2024 came from recurring subscriptions.

In the year ended 31 December 2024, Verisure delivered a strong financial performance: Total Revenue of €3,408 million (year-on-year growth of 10.3%), Annualised Recurring Revenue (ARR) of €3,068 million (year-on-year growth of 11.7%), Adjusted EBITDA of €1,534 million (45% margin, year-on-year growth of 14.4%) and Adjusted EBIT of €819 million (24% margin, year-on-year growth of 18.0%). This strong financial performance builds on the Company's track record of resilient, uninterrupted growth over the long-term and highlights the strength of its recurring revenue model.

Verisure's mission — "We protect what matters most" — extends beyond security to include social responsibility, environmental stewardship, and ethical governance, formalised in the Company's ESG Strategy. In 2025, Verisure was recognised by the independent ESG rating research organisation Morningstar Sustainalytics<sup>10</sup> as an ESG Global 50 Top Rated company, as well as an ESG Regional and Industry Top Rated company for the second consecutive year.

### **Bookrunners and Advisors**

DNB Carnegie Investment Bank AB (publ), Goldman Sachs International and Morgan Stanley & Co. International plc are acting as Joint Global Coordinators and Joint Bookrunners. J.P. Morgan Securities plc, Merrill Lynch International, Barclays Bank PLC, BNP PARIBAS, CaixaBank, S.A.<sup>11</sup> and Nordea Bank Abp, filial i Sverige are acting as Joint Bookrunners. Banca March, S.A. and Banco Santander, S.A. are acting as Co-Lead Managers. Latham & Watkins (London) LLP and Advokatfirman Vinge KB are acting as legal advisors to the Company. Linklaters LLP and Linklaters

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<sup>11</sup> Assisted by Baader in research document preparation.



Advokatbyrå Aktiebolag are acting as legal advisors to the Joint Global Coordinators, Joint Bookrunners and Co-Lead Managers. Montreal Park Limited is acting as independent advisor to the Company and Selling Shareholder.

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The information was submitted for publication, through the agency of the contact persons set out above, at 08:00 CEST on 29 September 2025.

**Important Information**

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change. No obligation is undertaken to update this announcement or to correct any inaccuracies, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Company to proceed with the Offering or any transaction or arrangement referred to herein. This announcement has not been approved by any competent regulatory authority. None of DNB Carnegie Investment Bank AB (publ), Goldman Sachs International and Morgan Stanley & Co. International plc (the “**Joint Global Coordinators**”), Barclays Bank PLC, BNP PARIBAS, CaixaBank, S.A., J.P. Morgan Securities plc, Merrill Lynch International and Nordea Bank Abp, filial i Sverige (together with the Joint Global Coordinators, the “**Joint Bookrunners**”) and Banca March, S.A. and Banco Santander, S.A. (the “**Co-Lead Managers**” and, together with the Joint Bookrunners, the “**Underwriters**”) and/or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisors and/or agents are responsible for the contents of this announcement.

This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with or act as an inducement to enter into, any contract or commitment whatsoever.





Investors should not purchase any shares referred to in this announcement except on the basis of information in the prospectus published by the Company in connection with the proposed IPO (the “**Prospectus**”). The Offering and the distribution of this announcement and other information in connection with the Offering in certain jurisdictions may be restricted by law and persons into whose possession this announcement, any document or other information referred to herein comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

In particular, this announcement is not for distribution or release, directly or indirectly, and should not be distributed in or sent into the United States, Australia, Canada, Japan or South Africa or any other jurisdiction in which such distribution or release would be unlawful or would require registration or other measures. This announcement does not contain or constitute an offer of securities for sale or an invitation or offer to the public or form of application to subscribe for securities.

This announcement is not and does not form a part of, and should not be construed as, an offer for sale of or solicitation of an offer to buy the securities in the United States and is not for publication or distribution in the United States. The securities referred to in this announcement have not been and will not be registered under the US Securities Act of 1933 (the “**US Securities Act**”) and may not be offered or sold in the United States absent registration under the US Securities Act or another exemption from, or in transactions not subject to, the registration requirements of the US Securities Act and in accordance with the applicable securities laws of any state or other jurisdiction of the United States. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

In any Member State of the European Economic Area, other than in Sweden, this announcement, and any other materials in relation to the securities referred to in this announcement, is, and will be, only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, qualified investors within the meaning of Article 2(e) of the Prospectus Regulation, or in any other circumstances falling within Article 1(4) of the Prospectus Regulation. The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 and includes any relevant delegated regulations. Any offering of securities referred to in this announcement has been made by means of the Prospectus. This announcement is an advertisement and does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire securities. Any offer to acquire securities will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus made generally available in the Sweden and other jurisdictions in connection with such offering. Copies of the Prospectus may be obtained at no cost from the Company or through the website of the Company.

In the United Kingdom, this announcement, and any other materials in relation to the securities referred to in this announcement, is, and will be, only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of the assimilated



Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 and underlying legislation) and who are: (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, relevant persons. Persons in the United Kingdom who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe”, “expect”, “anticipate”, “aim”, “intends”, “estimate”, “plan”, “forecast”, “project”, “will”, “may”, “continue”, “should” and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions, such as no changes in existing political, legal, fiscal, market or economic conditions or in applicable legislation, regulations or rules (including, but not limited to, accounting policies, accounting treatments and tax policies), which, individually or in the aggregate, would be material to the results of operations of the Company or its ability to operate its businesses and that the Company does not become a party to any legal or administrative processes that may have a material effect on the Company. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors, which are difficult or impossible to predict and are beyond its control. 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. In addition, the information, opinions, targets and forward-looking statements contained in this announcement are not guarantees of future financial performance and the actual results of the Company could differ materially from those expressed or implied by these forward-looking statements. The Company expressly disclaims any obligation or undertaking to release any updates or revisions to these forward-looking statements to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based after the date of these materials or to update or to keep current any other information contained in these materials. Accordingly, the Company urges readers not to place undue reliance on any of the statements set forth above.

The information, opinions and forward-looking statements contained in this announcement speak only as at the date of these materials, and are subject to change without notice. The information in this announcement is subject to change. Before investing in any securities in the Offering, persons viewing this announcement should ensure that they fully understand and accept the risks set out in the Prospectus. The contents of this announcement have been prepared by and is the sole responsibility of the Company. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to





purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

An investment in the Company may be subject to regulation in accordance with foreign investment control and merger control laws, which require investors, under certain conditions, to notify and obtain approval from the competent authorities. Investors should make their own assessment of whether their planned investment in the Company requires notification and approval from the competent investment control and merger control authorities under the respective investment control and merger control laws prior to making any investment decision regarding the securities.

Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not form part of or constitute a recommendation concerning any offer. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

The Underwriters are acting exclusively for the Company and no one else in connection with any offering of the Company's shares. They will not regard any other person as their respective clients in relation to any offering of the Company's shares and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to any offering of the Company's shares, the contents of this announcement or any transaction, arrangement or other matter referred to herein. None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, each of the Underwriters and any of their respective affiliates, may take up a portion of the shares in the Offering as a principal position and in that capacity may retain, purchase or sell for its own account such shares and may offer or sell such shares otherwise than in connection with the Offering. Accordingly, references in the Prospectus to shares being offered or placed should be read as including any offering or placement of shares to any of the Underwriters or any of their respective affiliates acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of shares. None of the Underwriters intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.



The Company may decide not to go ahead with the Offering and there is therefore no guarantee that the IPO will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

### **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 Company’s shares subject of the Offering 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 “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Company’s shares may decline and investors could lose all or part of their investment; the Company’s shares 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 (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 Company’s shares.

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, shares in the Offering have been subject to a product approval process, which has determined that the Company’s 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 defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the “**UK Target Market Assessment**”). Notwithstanding the UK Target Market Assessment, “distributors” (for the purposes of the UK Product Governance Requirements) should note that: the price of the Company’s shares may decline and investors could lose all or part of their investment; the Company’s shares 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 UK Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the UK Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; 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 Company's shares. Each distributor is responsible for undertaking its own UK Target Market Assessment in respect of the Company's shares and determining appropriate distribution channels.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's shares and determining appropriate distribution channels.