

Compulsory acquisition of shares in Play Magnus AS (PMG)

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Reference is made to the announcement made on 16 December 2022 regarding completion of the offer by Chess Growthco LLC (the "**Offeror**"), a wholly-owned subsidiary of [Chess.com](https://chess.com), LLC ("[Chess.com](https://chess.com)"), for all outstanding shares of Play Magnus AS ("**Play Magnus Group**") (the "**Offer**").

The board of directors of the Offeror has resolved to carry out a compulsory acquisition of all remaining shares in Play Magnus Group (the "**Minority Shares**"), with immediate effect, pursuant to section 4-26 of the Norwegian Private Limited Liability Companies Act.

The redemption price offered for each Minority Share in the compulsory acquisition will be NOK 13.00 (the "**Redemption Price**"), corresponding to the offer price per share pursuant to the Offer. The full redemption amount has been placed in a separate bank account in accordance with section 4-26 of the Norwegian Private Limited Liability Companies Act.

The rights and ownership of the Minority Shares will automatically be transferred to the Offeror. Accordingly, the Offeror will as from the date hereof own 100% of the outstanding shares of Play Magnus Group.

Any objections to, or rejection of, the Redemption Price must be made no later than on 20 February 2023. Former shareholders of Play Magnus Group who do not object to, or reject, the Redemption Price within this deadline, will be deemed to have accepted the Redemption Price. A letter regarding the compulsory acquisition will be sent to all former shareholders of Play Magnus Group with known address and whose shares have been acquired by way of the compulsory acquisition. In addition, the compulsory acquisition will be announced in the Norwegian Register of Business Enterprises' electronic publication.

Following the compulsory acquisition, the Offeror will pursue a delisting of the shares of Play Magnus Group from Euronext Growth Oslo. A separate announcement will be made regarding such delisting.

For information about the Offer, please refer to the offer document dated 6 September 2022, prepared by the Offeror in connection with the Offer (the "**Offer Document**"). Subject to regulatory restrictions in certain jurisdictions, the Offer Document is available on the website of Skandinaviska Enskilda Banken AB (publ) Oslo Branch (<https://sebgroup.com/our-offering/prospectuses-and-downloads/prospectuses>).

Skandinaviska Enskilda Banken AB (publ) Oslo Branch is acting as receiving agent to the Offeror in connection with the Offer. Paul, Weiss, Rifkind, Wharton & Garrison LLP and Wikborg Rein Advokatfirma AS are acting as legal advisors to [Chess.com](https://chess.com). ABG Sundal Collier ASA and Houlihan Lokey are acting as financial advisors and Advokatfirmaet Thommessen AS as legal advisor to Play Magnus Group. Corporate Communications AS is acting as communications and IR advisor to Play Magnus Group.

For further information, please contact:

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About Play Magnus Group:

Play Magnus Group is focused on providing premier chess experiences for millions of chess players and students. The company offers e-learning and entertainment services via its brands: chess24, Chessable, iChess, New In Chess, Everyman

Chess, Magnus Academy, Aimchess, the Play Magnus App Suite, and the Champions Chess Tour. The Group's mission is to grow chess to make the world a smarter place by encouraging more people to play, watch, study, and earn a living from chess.

About Chess.com:

Chess.com is a leading provider of chess gaming and other chess-related services offering a vibrant forum and social network, a news feed, a chess academy, a coaching platform, tactics and puzzles, live tournaments, a separate website for kids (<http://chesskid.com>), and ChessTV.

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IMPORTANT INFORMATION

The Offer and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. The Offer Document and related acceptance forms and other documents or information relating to the Offer are not being and must not be mailed, communicated, or otherwise distributed in or into any jurisdiction where prohibited by applicable law, including, without limitation, Canada, Australia, New Zealand, South Africa, Hong Kong or Japan. The Offeror does not accept or assume any responsibility or liability in the event there is a violation by any person whomsoever of such restrictions.

Persons (including, without limitation, any shareholder, any broker-dealer, bank or other intermediaries holding Play Magnus Group shares on behalf of any beneficial shareholder) into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

This announcement is not a tender offer document and, as such, does not constitute an offer or the solicitation of an offer to acquire the shares of Play Magnus Group. Investors may accept the Offer only on the basis of the information provided in the Offer Document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Norway.

Notice to U.S. shareholders

U.S. Shareholders (as defined below) are advised that the Play Magnus Group shares are not listed on a U.S. securities exchange and that Play Magnus Group is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder. The Offer is being made to shareholders of Play Magnus Group resident in the United States ("U.S. Shareholders") on the same terms and conditions as those made to all other shareholders of Play Magnus Group to whom an offer is made. Any information documents, including the Offer Document, are being disseminated to U.S. Shareholders on a basis comparable to the method that such documents are provided to other Play Magnus Group Shareholders to whom an offer is made. The Offer is being made by the Offeror and no one else.

The Offer is being made to U.S. Shareholders pursuant to Section 14(e) and Regulation 14E under the U.S. Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of Norwegian law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to the offer timetable, settlement procedures and timing of payments, that are different from those that would be applicable under U.S. domestic tender offer procedures and law.

Pursuant to an exemption from Rule 14e-5 under the U.S. Exchange Act, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase, Play Magnus Group shares or any securities that are convertible into, exchangeable for or exercisable for such Play Magnus Group shares outside the United States during the period in which the Offer remains open for acceptance, so long as those acquisitions or arrangements comply with applicable Norwegian law and practice and the provisions of such exemption. To the extent information about such purchases or arrangements to purchase is made public in Norway, such information will be disclosed in English by means of a press release or other means reasonably calculated to inform U.S. Shareholders of such information.

Neither the SEC nor any securities supervisory authority of any state or other jurisdiction in the United States has approved or disapproved the Offer or reviewed it for its fairness, nor have the contents of the Offer Document or any other documentation relating to the Offer been reviewed for accuracy, completeness or fairness by the SEC or any securities supervisory authority in the United States. Any representation to the contrary is a criminal offence in the United States.

Disclosure regulation

This release is an announcement issued pursuant to legal information obligations and is subject of the disclosure requirements pursuant to the Market Abuse Regulation (MAR) Article 17 no. 1 and section 5-12 of the Norwegian Securities Trading Act, and was submitted for publication by Arkus Fredriksson, Chief Strategy Officer of Play Magnus Group.

Attachments

- [Download announcement as PDF.pdf](#)