Ice Group ASA: Convertible bond issue securing minimum gross proceeds of NOK 650 million

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ICE has today issued a convertible bond loan with minimum gross proceeds of NOK 650 million and maximum gross proceeds of NOK 1,200 million with a 5 year duration and an interest rate of 8% p.a. if paid in cash or 10% p.a. if paid in kind (PIK) (the **Bond Issue**). Ice Group ASA will be the issuer with its subsidiary Ice Group Scandinavia Holdings AS acting as co-debtor. The Bonds may be converted to shares in ICE at a conversion price of NOK 19,5089, being 37.5 % above the volume weighted average share price, calculated over a period of ten trading days prior to the issue date.

“With this bond issue, the company expects to have a fully financed business plan with sufficient liquidity to reach cash flow break even and reach its operational and financial targets. This offering is a major milestone for the company and allows us to continue our growth in the Norwegian market and keep up the build-out of the third mobile network in Norway. We have so far delivered 21 consecutive quarters of smartphone subscription growth and remain confident that we will continue to win market share and improve margins strongly going forward“, says Eivind Helgaker, CEO of Ice Group.

ICE’s largest shareholders AI Media Holdings (NMT) LLC, RASMUSSENGRUPPEN AS and Bridford Investments Limited (the **Major Shareholders**), that in aggregate hold c.82% of the shares in ICE, have subscribed for bonds in the amount of NOK 650 million. Further, the Major Shareholders have an option to carry out a tap issue in the amount of NOK 350 million at identical terms as the Bond Issue. This option must be exercised by 21 September 2020, and is subject to execution of an agreement amending the terms and permitting partial prepayment of the subordinated loan granted to AINMT Holdings AB by GoldenTree.

ICE will carry out a subsequent bond offering at identical terms as the Bond Issue, where the shareholders (other than the Major Shareholders) may subscribe for bonds in an amount equal to 20 % of bonds issued to the Major Shareholders (**Subsequent Offering**). The Subsequent Offering will be directed towards ICE’s shareholders that (i) were shareholders in ICE as of 28 August 2020 as they appear in ICE’s shareholder register in the Norwegian Central Securities Depositary (VPS) on 1 September 2020 (**Record Date**), (ii) do not qualify as retail investors in the EEA or the United Kingdom according to the PRIIPS regulations, and (iii) are not resident in a jurisdiction where such offering would be unlawful, or would require any prospectus, filing, registration or similar action (**Eligible Shareholders**). The minimum subscription amount in the Subsequent Offering is EUR 100,000 per Eligible Shareholder. Eligible Shareholders may subscribe for bonds in the Subsequent Offering of up to their pro-rata ownership in ICE as of the Record Date.

The subscription period for the Subsequent Offering will start from 09:00 CEST on 22 September and end at 16:30 CEST on 24 September 2020. Eligible Shareholders may contact the manager for the Bond Issue and the Subsequent Offering, DNB Markets, a part of DNB Bank ASA (DNB Markets or the Manager), in order to subscribe for bonds in the Subsequent Offering.

Following the end of the subscription period for the Subsequent Offering, ICE will announce the final size of the Subsequent Offering. The completion of the Subsequent Offering is expected 1 October 2020 and is subject to receipt of payments of the bonds in the Subsequent Offering.

The Bond Issue and Subsequent Offering are based on the authorisation to the Board of Directors of ICE provided by the shareholders in ICE on the annual general meeting held on 29 May 2020.

As a consequence of the structure of the Bond Issue, the shareholders' preferential right is deviated from. The Board of Directors has considered the Bond Issue in light of the equal treatment obligations under the Norwegian Securities Trading Act and Oslo Børs' Circular no. 2/2014 and is of the opinion that these obligations are complied with, in particular due to the fact that i) the contemplated instrument is relatively complex and therefore not suited for retail investors, ii) the Board of Directors has evaluated multiple financing alternatives over a long period of time and concluded that it is unlikely that the company will receive financing on more favourable terms under the prevailing market conditions, and iii) by omitting retail investors the company avoids having to prepare a prospectus and to prepare and update a so called Key Information Document pursuant to the PRIIPS regulations. On this basis, the Board of Directors has considered the transactions to be in the common interest of ICE and its shareholders.

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ABOUT ICE GROUP ASA

Ice Group is a telecommunications company with a nationwide network in Norway. ICE operates a pure 4G mobile network, providing smartphone, m2m, IoT and mobile broadband services to B2C and B2B customers.

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