



Vend Marketplaces ASA (VENDA/VENDB) - Intention to launch offer to buy back own shares and termination of ongoing share buyback programme

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With reference to the authorization given by the Annual General Meeting of Vend Marketplaces ASA ("Vend" or the "Company") on 7 May 2025 for the Board of Directors to acquire up to 10% of outstanding shares in the Company, Vend hereby announces an intention to launch a tender offer to purchase up to a total of approximately 13.5 million shares in the Company, at a fixed price of NOK 359.84 for A-shares and NOK 343.72 for B-shares, corresponding to a premium of 2% to today's closing price adjusted for the payment of a special cash dividend of NOK 2.22 (the "Offering").

The launch of the Offering is intended to occur on 16 June 2025 with an application period until 16:30 CEST on 17 June 2025. The acquisition of A-shares and B-shares, and the split between the two share classes, are subject to offer demand and as further determined by the Company.

All shareholders in Vend will be invited to sell shares in the Offering, subject to the restrictions set out in the launch release. The Company reserves the right, at its own discretion, not to launch the Offering or, if launched, to acquire fewer shares or no shares at all in the Offering. The contemplated Offering will be carried out in accordance with applicable laws and regulations. Further details about the Offering will be provided in a separate notice expected to be made public before start of trading on 16 June 2025.

Vend's largest shareholder, Blommenholm Industrier AS, has indicated an intention to participate with up to NOK 3.5 billion in the Offering.

The Company has mandated DNB Carnegie, a part of DNB Bank ASA, as sole bookrunner.

In order to facilitate the Offering, the Company will terminate the second tranche of the ongoing share buyback programme, announced on 10 March 2025. The termination will become effective no later than the end of trading on Friday, 13 June 2025. The ongoing share buyback programme constitutes the second out of two tranches, covering purchases of up to a maximum value of NOK 2 billion per tranche. The first tranche was completed on 25 February 2025. As at 10 June 2025, the Company had bought back a total of 2,559,000 shares with a transaction value of approximately NOK 776,547,607 under the ongoing second tranche of the share buyback programme.

The purpose of terminating the ongoing share buyback programme and launching the Offering is to accelerate the buyback of shares following the distribution of cash proceeds from Adevinna announced on 30 May 2025, and the anticipated additional proceeds from the sale of Prisjakt. The proposed buyback of shares up to approximately NOK 5 billion, is in line with the Company's capital allocation policy of returning surplus cash to shareholders while maintaining a conservative balance sheet.

The information contained herein about the Offering and the termination of the ongoing buyback programme is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and section 5-12 of the Norwegian Securities Trading Act. This stock exchange announcement was published by Jann-Boje Meinecke on 11 June 2025 at 16:33 CEST.

The Offering and the distribution of this announcement and other information in connection with the Offering may be restricted by law in certain jurisdictions (including, but not limited to, the United States, Canada, Australia and Japan).

Neither the Company nor the bookrunner in the Offering assume any responsibility in the event there is a violation by any person of such restrictions. This includes shareholders who have changed their domicile to such jurisdictions but which may access their VPS accounts. Persons into whose possession this announcement or relevant information should come are required to inform themselves about and to observe any such restrictions. The Offering is not being made directly or indirectly in, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America, its territories and possessions, any State of the United States and the District of Columbia (the "United States") or any other jurisdiction in which this would be unlawful, require registration or other measures. This includes, but is not limited to, facsimile transmission, internet delivery, email and telephones. Copies of this release and any related documents are not being, and must not be, mailed, emailed or otherwise distributed or sent in or into the United States or any such jurisdiction and so doing may invalidate any purported acceptance.

Oslo, 11 June 2025
VEND MARKETPLACES ASA

CONTACTS

Private individuals in Norway with a VPS account are able to log-in and tender their shares electronically. The link will be announced prior to the start of the application period. All other investors will need to reach out to DNB Carnegie on demand@dnb.no with a completed acceptance form or through their broker at DNB Carnegie (+47 24 16 90 20).

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About Vend Marketplaces ASA

Vend Marketplaces ASA ("Vend") is a family of marketplaces with a strong Nordic position. As a leading marketplaces company within Mobility, Real Estate, Jobs and Recommerce, we provide effortless digital experiences designed for the needs of tomorrow. We do it with a clear sense of purpose, to create sustainable value and long-term growth, for all our stakeholders and society as a whole.

Vend has an ownership share of 14% in Adevinta, a company that was spun off in 2019 and is now privately owned by a group of investors.

Attachments

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