



Vend Marketplaces ASA (VENDA/VENDB) - Launch of tender offer to buy back own shares

16.6.2025 08:00:00 CEST | Vend Marketplaces ASA | Acquisition or disposal of the issuer's own shares

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With reference to the authorisation given by the Annual General Meeting of Vend Marketplaces ASA (the "Company") on 7 May 2025 for the Board of Directors to acquire up to 10% of outstanding shares in the Company, and the announcement published on 11 June 2025, the Company hereby launches a tender offer to purchase up to 13.5 million shares in the Company (the "Offering").

The Company has set a fixed price of NOK 359.84 for the A-shares and NOK 343.72 for the B-shares, corresponding to a premium of 2% to the closing price as of 11 June 2025 adjusted for the payment of a special cash dividend of NOK 2.22. 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. The Company reserves the right, at its own discretion, to acquire fewer shares or no shares at all in the Offering.

The purpose of the Offering is to cancel the shares acquired in the Offering.

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

All shareholders in the Company are invited to sell shares in the Offering, subject to the restrictions set out herein. Shareholders wanting to sell shares in the Offering are required to complete and send the attached acceptance form to DNB Carnegie at demand@dnb.no before the end of the Application Period (as defined below). Existing customers of DNB Carnegie can contact DNB Carnegie at +47 24 16 90 20 with their respective volume targets.

Private individuals in Norway holding Vend shares in one (1) VPS account can tender shares electronically through the following links:

- For tendering of VEND A-shares:
<https://dnb-markets-mint.app.signicat.com/mint/19b3dac1200f426883d0cb612d8d2d9d>
- For tendering of VEND B-shares:
<https://dnb-markets-mint.app.signicat.com/mint/36a74971c68143d3b86ea9afa11d1de0>

Tendering electronically does not work for companies or foreign shareholders which need to follow the instructions above.

The Offering will be carried out so that the Company, through DNB Carnegie, will receive offers for desired volume(s) for sale from the shareholders. The Company reserves the right to, at its own discretion, accept any volume at the fixed price, or to reject all received offers in the contemplated Offering. The Company may further, at its sole discretion amend, terminate or withdraw the Offering at any time until the time of completion of the Offering.

The application period for tendering shares in the Offering commences at 09:00 CEST on 16 June 2025 and is expected to close at 16:30 CEST on 17 June 2025 (the "Application Period"). The allocation of tendered shares is expected to be resolved by the Company on or about 17 June 2025, the trade date is expected to be on or about 17 June 2025 and the settlement date is expected to be on or about 19 June 2025. The settlement will either be conducted on a normal delivery-versus-payment basis (DVP) or through the VPS system. The Company reserves the right to extend the Application Period at its own discretion. If the Application Period is extended the other dates referred to herein may be amended accordingly.

The Company will – in the event of receiving acceptances above 13.5 million shares – depending on the volumes shown by selling shareholders and subject to the restrictions set out herein and applicable legislation, allocate shares at its discretion between the share classes, with the equal treatment of shareholders as the primary objective.

The Company currently has a total of 233,924,845 shares issued, of which the Company holds 4,187,219 A-shares and 4,582,761 B-shares prior to the Offering.

Oslo, 16 June 2025

VEND MARKETPLACES ASA

IMPORTANT NOTICE

The Offering will be carried out in accordance with applicable laws and regulations and information pertaining to the Offering will be disclosed by way of stock exchange notices.

The information contained herein about the Offering 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 release was published by Jann-Boje Meinecke on 16 June 2025 at 08:00 CEST.

Shareholders considering to tender their shares in the Offering are advised to consult with their own tax advisers with respect to the tax position in their country of residence or other jurisdictions to which they may have a tax liability as a result of a sale of shares in the Offering.

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, e-mail and telephones. Copies of this release and any related documents are not being, and must not be, mailed, e-mailed or otherwise distributed or sent in or into the United States or any such jurisdiction and so doing may invalidate any purported acceptance.

Contacts

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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](#)
- [Vend Marketplaces ASA - Acceptance Form.pdf](#)