

## SmartCraft ASA - Bookbuilding successfully completed

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Oslo, 22 June 2021: Reference is made to the announcement made on 14 June 2021, whereby SmartCraft ASA ("SmartCraft" or the "Company", OSE ticker code "SMCRT") announced the terms of the initial public offering of its shares (the "Offering" or the "IPO"), and the announcement made on 15 June 2021 where SmartCraft announced the commencement of the bookbuilding period and application periods in the Offering.

In summary:

- The shares in the Offering have been priced at NOK 17.80 per share (the "Offer Price"). The total number of shares that will be sold in the Offering is 67,977,528 shares, corresponding to gross proceeds of approximately NOK 1,210 million (including over allotted shares).
- SmartCraft will issue 28,089,888 new shares in connection with the Offering (the "New Shares"), raising gross proceeds of approximately NOK 500 million. There will be in total 167,209,366 shares in SmartCraft in issue following the issuance of the New Shares and the Consideration Shares (as defined below).
- Valedo Partners III AB and certain other existing shareholders will sell a total of 33,707,865 shares (the "Sale Shares") in the Offering. Valedo Partners III AB will retain 67,903,692 shares in SmartCraft, representing an ownership of approximately 40.6%, following issuance of the New Shares and the Consideration Shares, but prior to exercise of the greenshoe option (as described below and in the prospectus prepared and published by SmartCraft on 14 June 2021 (the "Prospectus")). Valedo Partners III AB will retain an ownership of approximately 39.2% following completion of the Offering, assuming that the greenshoe option is exercised in full.
- The Managers (as defined below) have over-allotted 6,179,775 shares, representing approximately 10% of the total number of New Shares and Sale Shares sold in the Offering before over-allotments, and exercised their option to borrow an equal number of shares from Valedo Partners III AB for the purposes of facilitating delivery of over-allotted shares. Please see the attached form of notification and public disclosure by person closely associated with primary insiders. The form and information therein is subject to the disclosure requirements in article 19 of the Regulation EU 596/2014 (the EU Market Abuse Regulation) and section 5-12 of the Norwegian Securities Trading Act.
- Trading in the shares of SmartCraft on the Oslo Stock Exchange will commence on 24 June 2021.

Notifications of allocated shares and the corresponding amount to be paid by investors are expected to be communicated to investors on or about 23 June 2021. Investors in the institutional offering and the retail offering having access to investor services through their VPS manger will be able to check the number of shares allocated to them from on or about 23 June 2021. Investors in the employee offering and retail investors having subscribed for shares via Nordnet Bank AB ("Nordnet") will be able to check the number of shares allocated to them in their account with Nordnet from on or about 23 June 2021. The Managers may also be contacted for information regarding allocations.

As further described in the Prospectus, the Company has granted ABG Sundal Collier ASA, on behalf of the Managers (as defined below), a greenshoe option, exercisable by ABG Sundal Collier ASA as stabilisation manager within 30 days from the first day of trading of the Company's shares on the Oslo Stock Exchange, to cover any short position resulting from the over-allotments in the Offering following the stabilisation period. A separate disclosure will be issued by the stabilisation manager regarding the over-allotment and stabilization activities during the 30 days' stabilization period.

In addition, the board of directors of SmartCraft has, pursuant to an authorisation granted by the Company's general meeting on 25 May 2021, resolved to issue in total 337,078 new shares to the sellers of Homerunbynet Oy at a subscription price of NOK 17.80 per share (the "Consideration Shares") in connection with the Company's acquisition of Homerunbynet Oy through its subsidiary Congrid Oy as further described in the Prospectus. The share contribution has been settled by way of set off against the respective sellers' receivables towards the Company.

Following registration of the share capital increases pertaining to the New Shares and the Consideration Shares in the Norwegian Register of Business Enterprises (Nw.: Foretaksregisteret), the share capital of SmartCraft will be NOK 1,672,093.66, divided into 167,209,366 shares, each with a nominal value of NOK 0.01. If the greenshoe option is exercised in full, there will be in total 173,389,141 shares in SmartCraft in issue.

ABG Sundal Collier ASA and Carnegie AS are acting as joint global coordinators and joint bookrunners in the IPO, and Joh. Berenberg, Gossler & Co. KG is acting as joint bookrunner in the IPO (collectively, the "Managers"). Advokatfirmaet

Thommessen AS is acting as legal counsel to the Company. Advokatfirmaet Schjødt AS is acting as legal counsel to the Managers.

For further queries, please contact:

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## **ABOUT SMARTCRAFT**

SmartCraft is the leading Nordic provider of mission-critical SaaS solutions to SME's in the construction sector. The company's business model is highly scalable, based on 94% recurring revenue and low churn. The construction sector is among the least digitalized industries and represents a NOK 10bn software market in the Nordics, growing at a double-digit rate. SmartCraft's solutions help customers to increase their productivity, margins, and resource efficiency.

## **IMPORTANT INFORMATION**

This information does not constitute or form part of any offer or solicitation to purchase or subscribe for securities of the Company, in the United States or in any other jurisdiction. The securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities of the Company have not been, and will not be, registered under the U.S. Securities Act. Any sale in the United States of the securities mentioned in this communication will be made solely to "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act. No public offering of the securities will be made in the United States.

In any EEA Member State, other than Norway, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the EU Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State. The expression "EU Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (together with any applicable implementing measures in any Member State).

In the United Kingdom, this communication is only addressed to and is only directed at Qualified Investors who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). These materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

Any offering of the securities referred to in this announcement will be made by means of a prospectus. This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended) as implemented in any Member State. Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus. Copies of any such prospectus will, following publication, be available from the Company's registered office and, subject to certain exceptions, on the websites of the Company and the Managers.

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 "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. 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. The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.

This announcement is made by and, and is the responsibility of, the Company. The Managers are acting exclusively for the Company and no one else in connection with the offering and will not be responsible to anyone other than the Company for

providing the protections afforded to their respective clients, or for advice in relation to the offering and/or the contents of this announcement or any of the matters referred to herein.

Neither the Managers nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein.

This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities of the Company. Neither the Managers nor any of its respective affiliates accepts any liability arising from the use of this announcement.

Each of the Company, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

The issue, subscription or purchase of shares in the Company is subject to specific legal or regulatory restrictions in certain jurisdictions. Neither the Company nor the Managers assume any responsibility in the event there is a violation by any person of such restrictions. The distribution of this announcement and other information may be restricted by law in certain jurisdictions. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## **Disclosure regulation**

This information is considered to be inside information pursuant to the EU Market Abuse Regulation, and is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

The stock exchange announcement was published by the contact person, at the date and time as set out above.

## **Contacts**

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## **About SmartCraft ASA**

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## **Attachments**

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