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## Viva Wine Group announces offering of shares and publishes prospectus in connection with listing on Nasdaq First North Premier Growth Market

On 29 November 2021, Viva Wine Group AB ("Viva Wine Group", the "Company" or the "Group"), the leading wine group in the Nordic region, with a strong position in the European e-commerce market for wine, announced its intention to conduct an offering of shares to the general public in Sweden, Norway and Finland and to qualified investors in Sweden and abroad (the "Offering") and to list the Company's shares on Nasdaq First North Premier Growth Market in Stockholm (the "Listing"). Bergendahl & Son AB, Funds managed and advised by Capital World Investors, Erik Selin and Svolder AB (publ) have undertaken in advance to acquire shares in the Offering for a total amount of SEK 950 million. Due to the Offering, the Company has prepared a prospectus, which today has been approved by the Swedish Financial Supervisory Authority (the "SFSA") (Sw. Finansinspektionen) and published on the Company's website, [www.vivagroup.se](http://www.vivagroup.se). The first day of trading is expected to be on 14 December 2021.

### The Offering in brief

- The price in the Offering is SEK 49 per share (the "**Offering Price**"), corresponding to a total market value of all outstanding shares in the Company of approximately SEK 4,353 million after the completion of the Offering.
- The Offering comprises 24,489,795 newly issued shares in the Company, corresponding to SEK 1,200 million, before deduction of costs related to the Offering, corresponding to 27.6 percent of the total number of shares and votes in the Company after completion of the Offering.
- In order to cover any over-allotment in relation to the Offering, the Selling Shareholders<sup>[1]</sup> have committed to sell up to 15 percent of the total number of shares in the Offering (the "**Over-Allotment Option**"), corresponding to 3,673,468 shares.
- Provided that the Over-Allotment Option is exercised in full, the Offering will comprise 28,163,263 shares, corresponding to approximately SEK 1,380 million.
- Bergendahl & Son AB, Funds managed and advised by Capital World Investors, Erik Selin <sup>[2]</sup> and Svolder AB (publ) have undertaken in advance to acquire shares in the Offering for a total amount of SEK 950 million. These commitments represent 21.8 percent of the share capital and votes in the Company after completion of the Offering, and 68.8 percent of the

total number of shares in the Offering if the Over-Allotment Option is exercised in full. Anders Moberg, the Chairman of Viva Wine Group, has informed the Company that he intends to acquire shares in the Offering corresponding to an amount of approximately SEK 10 million.

- The main shareholders[3] in the Company will remain as significant owners after the Listing with a long-term commitment and have entered into lock-up undertakings to not sell shares (“**Lock-up**”) for a period of 720 days. Prior to the Listing, other shareholders, the Company’s management and Board of Directors will undertake a Lock-up of 360 days and the Company will undertake to not issue shares within 180 days from the date of the Listing.
- The shares will be offered to the general public in Sweden, Norway and Finland and to institutional investors in Sweden and abroad.
- The application period for the general public in Sweden, Norway and Finland and institutional investors is expected to be 6–13 December 2021. The application period commences today, 6 December 2021, at 15.00.
- The first day of trading on Nasdaq First North Premier Growth Market is expected to be 14 December 2021 and the shares will trade under the trading symbol (ticker) “VIVA”.

### **Background and reasons for the Listing and the Offering**

Viva Wine Group’s Board of Directors together with the Selling Shareholders, believe that the Offering and Listing is an important step in the Company’s development, that is expected to promote the Company’s growth and performance. This step will allow the Company to broaden its shareholder base and give access to Swedish and international capital markets. In addition, the Listing is expected to increase awareness of the Company and its operations and strengthen the Company’s brand among customers, partners, employees, investors, and other important stakeholders. Furthermore, the Offering and Listing will allow Viva Wine Group to strengthen its capital structure which will support the Company’s continued acquisition strategy, mainly on the European e-commerce market for wine.

### **About Viva Wine Group**

Viva Wine Group is the leading wine group in the Nordic region, with a strong position in the European e-commerce market for wine. The Company develops, markets, and sells both wholly owned and partner brands in several growing markets. The Group consists of a collection of entrepreneurial companies that share a platform for economies of scale and value creation. The Company sells affordable quality wines from all over the world to consumers in locations such as the Nordic countries, Germany, Switzerland, Austria, France, and the Netherlands. The Company’s operations are conducted by ten entrepreneurial led companies based in six countries.

The operations are distinguished through the Company’s decentralized organization that is characterized by creativity and entrepreneurship. Sustainability is one of the Company’s foremost driving forces and success factors. Viva Wine Group strives for close partnerships with its suppliers and logistics partners based on the entire product cycle and the integration of sustainability aspects in every stage of value creation, which has enabled the Company to maintain a position as market leader in organic and certified ethical wine as well as achieving industry leading climate performance.

### **Prospectus and application**

A prospectus (in Swedish with an English translation), containing the Offering’s complete terms and conditions, has been published today on Viva Wine Group’s website ([www.vivagroup.se](http://www.vivagroup.se)), ABG Sundal Collier’s website ([www.abgsc.com](http://www.abgsc.com)), SEB’s website ([www.seb.se](http://www.seb.se)), Nordnet’s website ([www.nordnet.se](http://www.nordnet.se)) and Avanza’s website ([www.avanza.se](http://www.avanza.se)). Applications from the general public in Sweden should be made through digital channels at SEB ([www.seb.se](http://www.seb.se)), Nordnet ([www.nordnet.se](http://www.nordnet.se)) and Avanza ([www.avanza.se](http://www.avanza.se)). Applications from the general public in Finland and Norway should be made through digital channels at Nordnet ([www.nordnet.fi](http://www.nordnet.fi) and [www.nordnet.no](http://www.nordnet.no)).

## Preliminary timetable

Application period for the general public in Sweden, Norway and Finland	6–13 December 2021
Application period for institutional investors	6–13 December 2021
First day of trading of the Company's shares	14 December 2021
Settlement date	16 December 2021

## Stabilisation measures

In connection with the Offering, ABG Sundal Collier AB (“**ABG Sundal Collier**”) may, acting on behalf of the Joint Global Coordinators, effect transactions aimed at supporting the market price of the share at levels above those which might otherwise prevail on the market. Such stabilisation transactions may be effected on Nasdaq First North Premier Growth Market, in the over-the-counter market or otherwise, at any time during the period starting on the date of commencement of trading in the shares on Nasdaq First North Premier Growth Market and ending no later than 30 calendar days thereafter. Stabilisation transactions aims at supporting the market price of the securities during the stabilisation period. ABG Sundal Collier is not required to undertake any stabilisation transactions and there is no assurance that stabilisation will be undertaken. Stabilisation, if undertaken, may be discontinued at any time. In no event will stabilisation transactions be effected at levels above the Offering Price. ABG Sundal Collier shall, no later than by the end of the seventh trading day after stabilisation transactions have been undertaken, disclose information about the stabilisation transactions in accordance with Article 5(4) in the Market Abuse Regulation (EU) 596/2014. ABG Sundal Collier will, within one week of the end of the stabilisation period, make public whether or not stabilisation transactions were undertaken, the date at which the stabilisation transaction was undertaken, including the date at which stabilisation last occurred and the price range within which stabilisation transactions were carried out, for each of the dates during which stabilisation transactions were carried out.

## Advisors

ABG Sundal Collier AB and Skandinaviska Enskilda Banken AB (“**SEB**”) are acting as Joint Global Coordinators and Joint Bookrunners in relation to the Offering. Baker McKenzie is legal advisor to Viva Wine Group. White & Case Advokataktiebolag is legal advisor to the Joint Global Coordinators and Joint Bookrunners. SEB, Nordnet and Avanza acts as Retail Managers by reasons of the Offering. FNCA Sverige AB, +46(0)8-528 00 399, info@fnca.se, is the Company's Certified Adviser on Nasdaq First North Premier Growth Market.

## For further information, please contact:

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*Viva Wine Group is the leading wine group in the Nordic region, with a strong position in the European e-commerce market for wine. The Group consists of a collection of entrepreneurial companies with head office in Stockholm, developed through organic growth and strategic acquisitions. Viva Wine Group develops, markets, and sells both wholly owned and partner brands and offers affordable quality wines from all over the world to consumers in locations such as the Nordic countries, Germany, Switzerland, Austria, France, and the Netherlands. Sustainability is one of our foremost driving forces and we are a leader within certified ethical and organic wine.*

[www.vivagroup.se](http://www.vivagroup.se)

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus has been prepared in connection with the Offering and the Listing and has been scrutinized and approved by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen) which is the national competent authority in Sweden with regard to the Prospectus Regulation.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new securities. Any investment decision to acquire or subscribe for securities in connection with the Offering must be made on the basis of all publicly available information relating to the Company and the Company's securities. Such information has not been independently verified by the Joint Global Coordinators. The Joint Global Coordinators are acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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## Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the Group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. 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 Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is not required by law or the Nasdaq First North Growth Market Rulebook (Premier segment).

## Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Company's securities have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the securities in the Company has led to the conclusion that: (i) the target market for such securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such securities to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Company's securities may decline and investors could lose all or part of their investment; the Company's securities offer no guaranteed income and no capital protection; and an investment in the Company's securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Company's securities.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's securities and determining appropriate distribution channels.

[1] Emil Sallnäs (through Late Harvest Wine Holding 1971 AB) and Björn Wittmark and Pamela Wilson (through Vin & Vind AB) (jointly referred to as "**Selling Shareholders**")

[2] Through Erik Selin Fastigheter AB

[3] The main shareholders consist of Late Harvest Wine Holding 1971 AB (company directly controlled by Emil Sallnäs, Founder and CEO), Vin & Vind AB (company directly controlled by Pamela Wilson and Björn Wittmark, Founder), Legendum Capital AB (company directly controlled by John Wistedt, CEO, Wine Team Global) and Arinto AB (company directly controlled by Charlotte Söderberg)

## Attachments

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