

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, FULLY OR PARTLY, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, AUSTRALIA, HONG KONG, JAPAN, CANADA, NEW ZEALAND, SWITZERLAND, SOUTH AFRICA, SOUTH KOREA, OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER MEASURE IN ACCORDANCE WITH APPLICABLE LAW.

## tbd30 INTENDS TO LIST ON NASDAQ STOCKHOLM AND PUBLISHES PROSPECTUS FOR OFFERING OF CLASS A-SHARES

**tbd30 AB (publ) ("tbd30" or the "Company"), a Swedish Special Purpose Acquisition Company (SPAC), today announces an offering of Class A shares ahead of listing the Company's Class A shares on Nasdaq Stockholm (the "Offering"), subsequently, the Company today also publishes a prospectus for the Offering. The Offering corresponds to a maximum of SEK 840<sup>1</sup> million intended to be used within the following 30 months to complete a business combination of a non-listed entity (the "Target") in the Nordics with operations in business services. The Founders and the additional board members have together with seven Cornerstone Investors undertaken to subscribe for Class A shares in the Offering corresponding to SEK 491 million. The first day of trading in tbd30's Class A shares is expected to be 24 June 2021.**

### The Offering in brief

- The Offering and listing of the Company's Class A shares on Nasdaq Stockholm is directed towards institutional investors in Sweden and abroad as well as the general public in Sweden.
- The subscription period for the general public in Sweden and institutional investors starts the 15 June 2021 and is expected to last up to and including the 23 June 2021.
- First day of trading of the Company's Class A shares on Nasdaq Stockholm is expected to be 24 June 2021.
- The price in the Offering has been set to SEK 100 per Class A share.
- The Offering comprises maximum 8,000,000 newly issued Class A shares corresponding to gross proceeds of SEK 800 million. In addition, and to cover for any overallotment in connection with the Offering, the Company intends to issue an option to the Sole Global Coordinator to, on behalf of the Company, sell an additional 400,000 new Class A shares, corresponding to maximum 5 percent of the number of Class A shares in the Offering (the "**Overallotment option**"). The Overallotment option may be exercised, in full or in part, during a period of 30 days from the first day of trading in the Company's Class A shares on Nasdaq Stockholm<sup>2</sup>.
- Provided that the Offering is subscribed in full and that the Overallotment option is fully utilized, the Offering and Overallotment in aggregate comprises maximum 8,400,000 Class A shares, corresponding to SEK 840 million or 100 percent of the Class A shares and 80 percent of the total number of shares issued by the Company<sup>3</sup>, after completion of the Offering and full exercise of the Overallotment option.
- Anders Böös and Anders Lönnqvist (the "**Founders**")<sup>4</sup> together with the additional board members have ahead of the listing on Nasdaq Stockholm undertaken to subscribe for Class A shares of an aggregate amount of SEK 75 million, corresponding to approximately 9.4 percent of the Class A shares in the Offering. In

---

<sup>1</sup> Assuming that the Offering is subscribed in full and that the Overallotment option is used in full.

<sup>2</sup> Class A shares acquired by the Sole Global Coordinator as part of stabilization measures will be transferred to the Company free of charge after the end of the stabilization period. The Company's Board of Directors intends to propose to the next annual general meeting on 17 September 2021 that such shares shall be redeemed by the Company.

<sup>3</sup> Including the 100,000 class C-shares which are not entitled to profit sharing and which in full will be redeemed by Company at its original issue price following a potential acquisition.

<sup>4</sup> Through AGB Kronolund AB and Servisen Investment Management AB, respectively.

addition to the investment of Class A shares, the Founders and the additional existing shareholders have provided the Company with SEK 40.5 million by subscribing for 2,000,000 Sponsor Warrants, 2,000,000 class B-shares, 100,000 class C-shares and through a credit facility with the Founders which can be utilized by the Company and at the Company's request, be converted into a conditional capital contribution, which are further described in the prospectus.

- RoosGruppen AB, Carnegie Fonder AB, Lannebo Fonder AB, Nordic Cross Asset Management AB, Norron AB, Per Josefsson Invest AB and Skirner AB (jointly "**Cornerstone Investors**") have undertaken to subscribe for Class A shares of a total of SEK 416 million, corresponding to 52 percent of the Class A shares in the Offering.
- In total, the subscription undertakings from Cornerstone Investors, the Founders and additional board members, correspond to a total of SEK 491 million, corresponding to approximately 61.4 percent of the Class A shares in the Offering.
- Class A-shares acquired in the Offering and through the Overallotment option has a pre-determined right to receive one (1) non-chargeable warrant of series 2021:2 ("**Investor Warrant 1**") based on the respective shareholders holding on a record date which is expected to be on 29 July 2021. This entails that the last day of trading in Class A shares with a right to receive Investor Warrant 1 is 27 July 2021 and the first day of trading in Class A shares without the right to receive Investor Warrants 1 is 28 July 2021. The Investor Warrant 1 is expected to be admitted to trading on Nasdaq Stockholm on or around 2 August 2021. Four (4) Investor Warrants 1 entitles to subscribe for one (1) new Class A share at a subscription price of SEK 115 per Class A share.
- Furthermore, in addition to the pre-determined right to receive Investor Warrant 1, each class A shares not redeemed in connection with an acquisition will entitle the owner to receive one (1) non-chargeable warrant of series 2021:3 ("**Investor Warrant 2**"). These Investor Warrants 2 are intended to be admitted to trading on Nasdaq Stockholm in connection with the warrants being allocated to Class A shareholders and a Business Combination being completed. Four (4) Investor Warrants 2 entitles to subscribe for one (1) new Class A share at a subscription price of SEK 115 per Class A share.
- The proceeds from the Offering and the Class A shares not sold through the Overallotment option will in full be placed on a restricted account held with DNB Bank ASA, Filial Sverige ("DNB"). The Company, DNB and Nordic Trustee, acting as agent for the Company's class A shareholders, are expected to enter into an agreement where DNB, on behalf of the Company will provide the account with a disposal restriction. Nordic Trustee acts as an agent for the Class A shareholders regarding the disposal of funds on the restricted account. The agreement entails that tbd30 will not be able to dispose of the deposited funds unless the pre-conditions in the agreement are fulfilled.
- tbd30's shareholders may call for the redemption of all their Class A shares in connection with the general meeting that intends to approve, by the board of directors and Company announced acquisition, and thus recover an amount corresponding to 100 percent of the Offering price per Class A share, provided that the investor also votes no to the acquisition at the general meeting.
- Nasdaq Stockholm AB has on 10 June 2021 with customary conditions made the assessment that tbd30 fulfils the applicable listing requirements on Nasdaq Stockholm. Nasdaq Stockholm will approve an application for admission to trading of the Company's shares on Nasdaq Stockholm, provided that certain conditions are fulfilled, including that tbd30 submits such application and fulfils the distribution requirement no later than on the first day of trading.
- Full terms and conditions for the Offering, Investor Warrant 1, Investor Warrant 2 and Sponsor Warrants are included in the prospectus prepared by the Company in connection with the Offering, which has as of today been approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) and is available (in Swedish and with an English translation) on the Company's website ([www.tbd30.se](http://www.tbd30.se)), Carnegie's website ([www.carnegie.se](http://www.carnegie.se)), Avanza's website ([www.avanza.se](http://www.avanza.se)) and Nordnet's website ([www.nordnet.se](http://www.nordnet.se)).

**Ingrid Bonde, chairman of the board of tbd30, comments:**

*"I am very happy to be chairman of a board and management with solid experience of investments and business development. tbd30 enables early investment in a private company and investors get the transparency that a listing entail. Investors who invests in tbd30 is involved in making the decision about an acquisition with the right*

*to get the subscribed amount back if you do not agree. The sponsors, the board and management are responsible for all risk capital if an acquisition don't materialize."*

**Anders Lönnqvist, CEO and co-founder of tbd30, comments:**

*"I look forward to contributing with our long experience of value creation in both the public and private domain. Through tbd30, companies can focus on their operations and get help with scalable growth through a listing where we have a strong common interest in continued business development."*

**Background and information of tbd30**

The purpose of tbd30 is to be able to offer investors exposure to an interesting and exciting business that, before a potential acquisition by tbd30, operates as an unlisted company in a private environment. This is made possible by the unique characteristics of the SPAC, where investors invest together with founders and sponsors, but at the same time are able to review a proposed Business Combination before it can be carried out. In order for the Business Combination to be carried out, a general meeting of shareholders of the Company must vote to implement a Business Combination with a sufficient majority. Investors are given the opportunity to call for redemption of their Class A shares and obtain repayment of up to 100 percent of their nominal investment amounts, provided that the investor also votes against the Business Combination at the general meeting.

tbd30 is primarily seeking Target companies with strong market positions in their respective segments or niche markets, show good organic growth and have a high proportion of contracted and recurrent revenue. The business model shall also have an inherent scalability enabling the company to increase its revenue by broad margins. There shall also be scope to grow through additional business combinations with tbd30 and the possibilities that follow from this together with access to the capital market.

The Company's ambition is to identify a Target company with a total company value of between SEK 2 - 5 billion, subject to the approval of tbd30's shareholders at a general meeting. This means that a Business Combination is expected to primarily take place through a new issue of shares directed to the Target company's shareholders, in combination with cash and, to some extent and when necessary, through raising external loan finance.

The founders have, together with the Board of Directors, extensive experience of a large number of companies within the business services sector, including current and previous involvement in varying roles as owners, board members, executive appointments and in advisory positions. There is a substantial experience of managing and running businesses in different phases and from participation in a large number of acquisitions and mergers. As support for the process of finding, analyzing and implementing Business Combinations, a competent Board of Directors has been recruited with great experience and integrity. Overall, tbd30 is well equipped to be able to implement the Company's plans and ambitions.

More information about tbd30 is made available on the Company's website, [www.tbd30.se](http://www.tbd30.se).

**Prospectus and subscription**

Full terms and conditions for the Offering are included in the prospectus that the Company has prepared in connection with the Offering and has today been approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) and published (in Swedish and with an English translation) on the Company's website ([www.tbd30.se](http://www.tbd30.se)) and Carnegie's website ([www.carnegie.se](http://www.carnegie.se)). The Swedish language prospectus will in a few days be available on the Swedish Financial Supervisory Authority's website (<https://fi.se/sv/vara-register/prospektregistret/>). Applications from the general public should be made through Avanza's ([www.avanza.se](http://www.avanza.se)) or Nordnet's ([www.nordnet.se](http://www.nordnet.se)) respective internet services.

The prospectus has been prepared in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**"). The Swedish language prospectus has been approved by the Swedish Financial Supervisory Authority in accordance with the Prospectus Regulation. The Swedish Financial Supervisory Authority only approves the prospectus as meeting the standards of completeness, comprehensibility and consistency-imposed by the Prospectus Regulation. The approval should not be considered as an endorsement of tbd30 or as an endorsement of the quality of the securities that are the subject of the prospectus and does not indicate that the Swedish Financial Supervisory Authority guarantees that

the facts in the prospectus are correct or complete. Investors should make their own assessment as to the suitability of investing in the Offering.

## Preliminary timetable

Event	Preliminary dates
Application period for the public in Sweden and institutional investors	15 June – 23 June 2021
Publication of the outcome of the Offering	23 / 24 June 2021
First day of trading of the Company's Class A shares on Nasdaq Stockholm	24 June 2021
Settlement date for the Offering	29 June 2021
Last day of trading in Class A shares with a right to receive warrants of series 2021:2	27 July 2021
First day of trading in Class A shares without the right to receive warrants of series 2021:2	28 July 2021
Record date for receiving warrants of series 2021:2	29 July 2021
Expected First day of trading in warrants of series 2021:2	2 August 2021

## Advisors

Carnegie Investment Bank AB (publ) is Sole Global Coordinator and Joint Bookrunner. DNB Markets is Joint Bookrunner. Baker McKenzie is legal advisor to the Company. Wigge & Partners Advokat KB is legal advisor to the Joint Bookrunners.

## For more information, please contact:

Caesar Gezelius, Head of Investor Relations

+46 708 333 136

[caesar.gezelius@tbd30.se](mailto:caesar.gezelius@tbd30.se)

*This information is information that tbd30 AB (publ) is obliged to make public pursuant to the (EU) 596/2014 Market Abuse Regulation. The information in this press release has been published by the contact person listed above, at a time indicated by tbd30 AB's (publ) news distributor Cision in connection with the publishing of this press release.*

## About tbd30

tbd30 is a SPAC founded at the initiative of Anders Böös and Anders Lönnqvist. The purpose of the Company is to carry out a Business Combination with a company with operations in business services. This is a sector which the founders consider having interesting and good prospects and, in certain cases, a potential to engage in substantial change and development work. A relatively large proportion of companies in this sector are outside the public and listed environment, despite their having achieved sufficient maturity and the opportunity to benefit from being listed.

TB030 has a goal-oriented and competent Board of Directors and management focusing on realising the Company's goal and strategy – to identify, evaluate and acquire Target companies which create added value for tbd30's investors and shareholders. Together, they have a long and sound experience of corporate management and governance, business combinations and mergers, change-related processes, the capital market and the business sector as a whole.

## Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions and the recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such legal restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in tbd30 in any jurisdiction, neither from tbd30 nor from someone else.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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. The prospectus 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. The prospectus is available on e.g. the Company's website.

In any Member State of the European Economic Area (the "**EEA**") other than Sweden, this press release is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of 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 shares. Any investment decision to acquire or subscribe for shares in connection with the Offering must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Joint Bookrunners. The Joint Bookrunners are acting for the Company in connection with the Offering 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.

This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Offering. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

## 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 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 Nasdaq Stockholm regulatory framework for issuers.

#### **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 offered shares have been subject to a product approval process, which has determined that such shares 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 shares in the Company has led to the conclusion that: (i) the target market for such shares 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 shares 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 shares in tbd30 may decline and investors could lose all or part of their investment; the shares in tbd30 offer no guaranteed income and no capital protection; and an investment in the shares in tbd30 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.

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 shares in tbd30.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the shares in tbd30 and determining appropriate distribution channels.