



Digitalist Group Plc Inside information 28 October 2022 at 20:00

Inside information: Digitalist Group structures its financing: directed convertible capital bond and directed share issue to Turret Oy Ab

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On 28 October 2022, Digitalist Group Plc's ("Digitalist Group" or "Company") Company's Board of Directors resolved under the authorisation granted by the Company's Annual General Meeting of 26 April 2022, in deviation from the pre-emptive right of the Company's shareholders, to issue to be subscribed by Turret Oy Ab ("Turret"):

- A directed convertible capital bond (capital loan under Chapter 12 of the Limited Liability Companies Act) and the attached special rights as referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act ("Special Rights") for subscription by Turret in accordance with the terms ("Terms") of the agreement concerning the loan ("Convertible Bond 2022/1"). Under the Terms, Convertible Bond 2022/1 can be converted into a maximum total of 128,766,665 new Digitalist Group shares. The Terms concerning them are appended to this stock exchange release.
- in a directed share issue ("Directed Share Issue") up to 31,400,000 Company's new shares. The terms and conditions for the Directed Share Issue are appended to this stock exchange release.

Turret is Digitalist Group's largest shareholder. According to company law legislation relating to related party transactions Digitalist Group's board members Paul Ehrnrooth and Peter Eriksson have not participated in the decision making regarding Convertible Bond 2022/1 nor Directed Share Issue.

Convertible Bond 2022/1

Convertible Bond 2022/1 directed at Turret amounts to EUR 1,931,500 and is divided between a total of five bonds ("Bond"). Under the Terms, Convertible Bond 2022/1 can be converted into a maximum total of 128,766,665 new Digitalist Group shares. Turret has subscribed for the Convertible Bond 2022/1 and the attached Special Rights in full in accordance with the Terms, and the Company's Board of

Directors has accepted Turret's subscription. The subscription price will be paid no later than November 2, 2022.

The funds from the Convertible Bond 2022/1 will be used to improve the liquidity of the Company and maintain and increase its solvency, which means that there is a weighty financial reason for the deviation from the pre-emptive right of the shareholders as set out in the Limited Liability Companies Act. A market-priced arrangement fee is paid for the Convertible Bond 2022/01.

Under the terms of Convertible Bond 2022/1, Turret pays the subscription price of the loan (The Subscription Price"), EUR 1,931,500 in total, to the Company on the subscription date 2 November 2022 at the latest as follows:

- o by setting of the principal of the short-term debt of 27 June 2022, altogether EUR 1,200,000 ("Debt"), and the interests and other expenses that have accrued on the Debt by the Subscription Date in the amount of EUR 22,290.41 ("Costs of the Debt"), altogether EUR 1,222,290.41;
- o amount of EUR 709,209.59 in cash to the Company's bank account.

The essential terms of the Convertible Bond 2022/1 are as follows:

- o amount EUR 1,931,500;
- o interest Euribor 6 month + 2.0% p.a.;
- o maturity date (if conversion right not exercised) 30 June 2024;
- o the interest falls due in one instalment on 30 June 2024;
- o the debtor has the right to repay the loan and its interests to the creditor at any time before the maturity date;
- o the rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is EUR 0.015 per share, yet so that each Bond can be converted to a maximum of 25,753,333 new Company Shares and the entire loan to a total of 128,766,665 new Company shares in accordance with the terms. The rate of conversion of the share will be adjusted in accordance with the Terms of the Convertible Bond 2022/1.
- o time of conversion at any time between payment of the Subscription Price and 30 June 2024

Directed Share Issue

In the Directed Share Issue the Company issued up to 31,400,000 Company's new shares ("Shares") in derogation from the pre-emptive subscription right of the shareholders to be subscribed by Turret. The Share subscription price in the Directed Share Issue is EUR 0.022 per Share.

The funds from the Share Issue are used to improve the Company's liquidity and maintain and increase its solvency, so the Company has weighty financial reasons

for the Directed Share Issue and for deviating from the pre-emptive right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Finnish Limited Liability Companies Act.

Turret has subscribed for the Shares offered for subscription in the Directed Share Issue in full, and the Board of Directors of Digitalist Group has accepted Turret's share subscription. The subscription price of the Shares is EUR 690,800 in total.

The Shares issued in the Directed Share Issue correspond to altogether approximately 4.6 percent of all Company shares and votes after the Directed Share Issue. The Shares will entitle their holder to full dividends possibly distributed by Digitalist Group and to other distribution of assets as well as carry other shareholder rights in the Company starting from when the Shares have been entered in the Trade Register and the shareholders' register of the Company.

Digitalist Group will apply for the admission of the Shares to public trading on the Nasdaq Helsinki stock exchange in the same class of shares as the company's old shares after the Shares have been entered in the Trade Register.

DIGITALIST GROUP PLC

Board of Directors

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Act of 1933, as amended. The Company does not intend to register any part of the share issue in the United States or to conduct a public offering of securities in the United States.

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