



Digitalist Group Plc      Stock Exchange Release      20 June 2018 at 9:00 a.m.

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## **Payment of the remainder of the purchase price of Grow Holding AB and Grow Nine AB, directed share issue**

On 31 May 2018, Digitalist Group Plc (“Digitalist Group” or “Company”) and the shareholders of Grow Holding AB and Grow Nine AB closed the arrangement executed on 31 May 2018 and announced on 1 June 2018 (“Arrangement”) whereby the group of companies of the Swedish Grow Holding AB became part of the Digitalist Group.

After the balancing of the purchase price performed in accordance with the terms of the purchase agreement, the purchase price paid for all of Grow Holding AB’s shares became approximately EUR 5,770,346.49. The purchase price paid for all of Grow Nine AB’s shares is therefore approximately EUR 977,509.53. Therefore the total purchase price paid for the shares of Grow Holding AB and Grow Nine AB (“Purchase Price”) is at most approximately EUR 6,747,856.02. The purchase price will be paid with new Company shares in accordance with the terms of the purchase agreement.

In the directed share issue (“Share Issue”) arranged to pay the Purchase Price, Digitalist Group issued a total of 14,714,537 new Digitalist Group shares (“Consideration Shares”) for subscription by the sellers (“Sellers”) in a share exchange.

The Share Issue was carried out by the decision of the Board of Directors of Digitalist Group in deviation from the shareholders’ pre-emptive subscription right under the authorisation given by the Annual General Meeting of Digitalist Group on 17 April 2018. The Consideration Shares issued in the Share Issue were issued in order to develop the group’s business and finance the corporate transaction, so there is a weighty financial reason for the Share Issue and the deviation from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act. The subscription price of the Consideration Shares is EUR 0.09 per Consideration Share.

The Consideration Shares represent approximately 2.26 per cent of Digitalist Group’s shares and votes after the Share Issue. The Consideration Shares will entitle their holders 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 Consideration Shares have been entered in the Trade Register and the shareholders’ register of the company. The Consideration

Shares are subject to a lock-up period of twelve (12) months – three (3) years as of their issuance as separately agreed.

The terms and conditions for the Share Issue are appended to this stock exchange release.

DIGITALIST GROUP PLC

Board of Directors

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