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## **Sinch completes a directed new share issue of approximately 40 million shares raising approximately SEK 6.6 billion**

Sinch AB (publ) (“Sinch” or the “Company”) hereby announces the completion of the directed new share issue through the issuance of 40.1 million new shares, for a total consideration of approximately SEK 6,597 million (USD 750 million). The proceeds raised from the directed new share issue will be used to partially fund the acquisition of Pathwire, which was announced concurrently. Canada Pension Plan Investment Board (“CPP Investments”), Temasek, SeaTown Master Fund (“SeaTown”), and SB Northstar LP, a fund managed by SB Management, a wholly owned direct subsidiary of SoftBank Group Corp, alongside certain existing shareholders (“the “Investors”) have subscribed for and committed to subscribe for shares equivalent to SEK 6.6 billion at a price equal to SEK 164.60 per share. This is equivalent to a discount of 0.8% in relation to the market close share price of the Company’s share on 29 September 2021.

As announced in connection with the announcement of the acquisition of Pathwire today, the Investors have undertaken to subscribe for shares equivalent to SEK 6.6 billion at a price equal to SEK 164.60 per share (the “Subscription Price”). The Company’s board of directors has, based on the authorization granted by the annual general meeting on 18 May 2021, resolved to issue 18,999,994 new shares, equivalent to SEK 3.13 billion, to the Investors at the Subscription Price. The remaining 21,077,847 shares will be issued to the Investors in December (at the Subscription Price). The Subscription Price has been determined through a negotiation with the Investors.

The Company intends to use the proceeds from the directed new share issue to partially finance the acquisition of Pathwire. Sinch has a strong track record of successful acquisitions, and this acquisition continues to build on this successful track record. The acquisition of Pathwire means that Sinch becomes one the very few, global CPaaS providers that can deliver leading quality at scale across all the main digital communications channels which businesses use to engage with their customers.

A prerequisite for the agreement for the acquisition of Pathwire was that the Company had secured funds through a capital raising. Therefore, the Company has considered the possibilities of raising capital through a rights issue, but concluded that such an alternative is not possible (as it would not have met the timeline to conclude the agreement to acquire Pathwire). Further, the Company requires that 21,077,847 shares are issued at a later date (i.e., in December) and has negotiated with the Investors to secure their commitments to subscribe and pay for shares both now and in December. The reason for deviating from the shareholders’ pre-emptive rights is therefore to be able to finance the acquisition of Pathwire on the terms required to carry out the transaction. The board’s overall assessment is therefore that the reasons for carrying out the share issue with deviation from the shareholders’ pre-emptive rights are clear and sufficiently strong and hence the share issue lies in the best interest of the Company and all shareholders.

Through the first part of the directed share issue the number of shares and votes in the Company will increase by 18,999,994, from 727,163,370 to 746,163,364 shares and votes, equivalent to a dilution of approximately 2.5%. The share capital will increase by SEK 0.19 million from SEK 7.27 million to 7.46 million.

### **Advisors**

In conjunction with the directed new share issue, the Company has engaged Moelis & Company UK LLP and Carnegie Investment Bank as Joint Financial Advisors to the Company. Gernandt & Danielsson has acted as legal advisor to the Company.



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## About Sinch

Sinch brings businesses and people closer with tools enabling personal engagement. Its leading cloud communications platform lets businesses reach every mobile phone on the planet, in seconds or less, through mobile messaging, voice and video. Sinch is a trusted software provider to mobile operators, and its platform powers business-critical communications for many of the world's largest companies. Sinch has been profitable and fast-growing since its foundation in 2008. It is headquartered in Stockholm, Sweden, and has local presence in more than 40 countries. Shares are traded at NASDAQ Stockholm: XSTO:SINCH. Visit us at [sinch.com](http://sinch.com).

**This information is information that Sinch AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the above mentioned contact person, at 08:40 CEST on 30 September 2021.**

## Important information

This press release may contain certain forward-looking statements. Such statements are all statements that do not relate to historical facts and include expressions such as "believe", "estimate", "anticipate", "expect", "assume", "predict", "intend", "may", "presuppose", "should" or similar. The forward-looking statements in this release are based on various estimates and assumptions that in several cases are based on additional assumptions. Although Sinch believes these assumptions were reasonable when made, such forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that are difficult or impossible to predict and that are beyond Sinch's control. Such risks, uncertainties and important factors could cause the actual results to differ materially from the results expressly or implicitly indicated in this communication through the forward-looking statements. The information, perceptions and the forward-looking statements in this release apply only as of the date of this release and may change without notice.

This press release is not and does not form a part of any offer for sale of securities. Copies of this communication may not be made in, and may not be distributed or sent into, the United States, Australia, Canada, Japan, South Africa, New Zealand, Hong Kong, Singapore or any other jurisdiction in which distribution of this press release would be unlawful or would require registration or other measures. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe, any such restrictions.

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The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state securities law. The Company does not intend to register any part of the directed new share issue in the United States or to conduct a public offering of shares in the United States.

The securities referred to herein have not been and will not be registered under the applicable securities laws of Canada, Japan, Australia, South Africa, New Zealand, Hong Kong or Singapore and, subject to certain exemptions, may not be offered or sold in or into or for the account or benefit of any person having a registered address in, or located or resident in, Canada, Japan, Australia, South Africa, New Zealand, Hong Kong or Singapore. There will be no public offering of the securities described herein in Canada, Japan, Australia, South Africa, New Zealand, Hong Kong or Singapore.

This press release is not a prospectus for purposes of Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and its delegated and implemented regulations (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of securities in any EEA Member State and no prospectus has been or will be prepared in connection with the directed new share issue. In any EEA Member State, this communication 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 document 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.

Any investment decision in connection with the directed new share issue must be made on the basis of all publicly available information relating to the Company and the issued shares. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Company or the new shares.

This announcement 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 share issue must be made on the basis of all publicly available information relating to the Company and the Company's shares.

Neither the Company nor any its affiliates directors, officers, employees, agents, affiliates or advisers is under any obligation to update, complete, revise or keep current the information contained in this press release to which it relates or to provide the recipient of with access to any additional information that may arise in connection with it.

#### **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 shares in Sinch 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 Sinch may decline and investors could lose all or part of their investment; the shares in Sinch offer no guaranteed income and no capital protection; and an investment in the shares in Sinch 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 directed new share issue.

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 Sinch.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Sinch and determining appropriate distribution channels.

Every care has been taken into consideration when translating this press release into English. In the event of differences between the English version and the Swedish original, the Swedish version shall apply.