

**INVITATION TO SUBSCRIBE FOR SHARES  
IN HOYLU AB (PUBL)**

Subscription period 17 – 31 January 2020



**INFORMATION MEMORANDUM**



# IMPORTANT INFORMATION

## Information to investors

This Information Memorandum (the "**Information Memorandum**") has been prepared in connection with the issue of shares with preferential right for shareholders (the "**Offer**") in Hoylu AB (publ), reg. no. 559084-6381 (the "**Company**" or "**Hoylu**"). In this Information Memorandum the "Company" or "Hoylu" may also refer to Hoylu and its subsidiaries, as the context requires. The Offer will be made by means of this Information Memorandum which has been prepared by Hoylu. The Information Memorandum is available in electronic form on the Company's website [www.hoylu.com](http://www.hoylu.com) and Mangold's website [www.mangold.se](http://www.mangold.se). This Information Memorandum is not a prospectus and has not been approved by the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*).

The shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States of America (the "**U.S.**" or the "**United States**") or under any securities law or local law in Canada and may not, in absence of registration or applicable exemption from registration be offered for sale or subscription, or be transferred in the U.S. or Canada, or to citizens or persons resident in such jurisdictions, or to or under commission by or for the benefit of U.S. Persons as defined in Regulation S in the Securities Act.

The Offer is, further, not directed to any person whose participation requires further information memorandums, prospectuses, registration or other actions than required under Swedish law. The Information Memorandum, application for subscription forms and any other documents related to the Offer may not be distributed in or into the U.S., Canada, Australia, New Zealand, South Africa, Hong Kong or Japan or any jurisdiction where the distribution or the Offer would require an action according to the previous sentence, or would constitute a breach against laws or regulations in such jurisdiction. An application for subscription for shares indirectly or directly in breach of the above may be deemed invalid.

Investments in the Company's shares or any other financial securities are associated with certain risks; refer in particular to section "Risk factors" below. In making a decision to invest in the Company's shares or other financial instruments, an investor must rely on his or her own assessment of the Company, and the terms of the Offer, including the merits and risks involved, not relying solely on the information contained in this Information Memorandum. Neither the publication nor the distribution of the Information Memorandum does mean that the information contained in the Information Memorandum is up to date as of any time after the date of this Information Memorandum, or that the Company's operations, profits or financial position has remained unchanged after this date.

No person is or has been authorized by the Company to give any information or to make any representation or warranty in connection with the Offer other than contained in this Information Memorandum and, if given or made, such information, representation or warranty may not be relied upon as having been authorized by the Company and the Company accepts no liability with respect to any such information, representation or warranty. Further, no representation or warranty, expressed or implied, is made by any member of the board of directors of the Company or, except for what follows from applicable law and regulations, anybody else as to the correctness and/or completeness of any of the information contained in this Information Memorandum.

Any dispute arising from this Information Memorandum, the Offer or other legal matters related thereto shall be settled exclusively by a Swedish court of law and resolved in accordance with Swedish law without reference to any of its choice of law principles. The district court of Stockholm (*Sw. Stockholms tingsrätt*) shall be the court of first instance. The Information Memorandum has been prepared in English. It should also be noted that an investor bringing court action in connection with the information disclosed in this Information Memorandum may be obliged to pay for a translation of the Information Memorandum.

## Forward-looking and market information

This Information Memorandum contains certain forward-looking statements reflecting the Company's current view of future events and financial and operational performance. Such forward-looking statements are associated with both known and unknown risks and circumstances beyond the Company's control. All statements in this Information Memorandum other than statements of historical or current facts or circumstances are forward-looking statements. Forward-looking statements are made in several sections of the Information Memorandum and can be identified by the use of terms or expressions such as "may", "could", "should", "anticipated", "estimated", "likely", "forecasted", "plans to", "aims to", or conjugations of such terms or similar terms. The "Risk factors" section below contains a description of some but not all factors that may cause the Company's future earnings and development to deviate significantly from those expressed or implied in any forward-looking statement. The forward-looking statements only apply as of the date of this Information Memorandum. The Company have no intent or obligation to publish updated forward-looking statements or any other information contained in this Information Memorandum based on new information, future events etc. other than required by applicable law, regulation or regulatory framework. This Information Memorandum contains certain information regarding the market and the industry in which the Company operates and its position in relation to its competitors which may be based on third party information as well as the Company's estimates based on third party information. The Company has accurately reproduced such third-party information and, as far as the Company's board of directors is aware, no details have been omitted in a manner that would make the reproduced information inaccurate or misleading. However, the Company has not independently verified the correctness or completeness of any third-party information and therefore the Company cannot guarantee its correctness or completeness.

## Presentation of financial information

Some amounts and percentages stated in the Information Memorandum have been rounded off and may therefore not always correctly add up. Other than when expressly stated in the Information Memorandum, no information in the Information Memorandum has been examined or audited by the Company's auditor.

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## THE OFFER IN BRIEF

On January 7, 2020 the board of directors of Hoylu resolved to carry out a Rights Issue in the Company (the “Offer”).

The Company’s shareholders shall have preferential right to subscribe for the shares in the Offer, whereas one (1) existing share entitles to one (1) subscription right and six (6) subscription rights entitles to the subscription of one (1) new share.

The record date for establishing which shareholders have the right to subscribe for shares with preferential right in the Offer is January 15, 2020. Subscription for shares shall be made from and including January 17, 2020 up until and including January 31, 2020.

Through the Offer, the Company's share capital may be increased by a maximum of SEK 351,887 through a share issue of a maximum of 4,268,446 shares.

The subscription price is SEK 3.20 per new share.

|                             |                      |
|-----------------------------|----------------------|
| <b>Subscription price:</b>  | SEK 3.20 per share   |
| <b>Record date:</b>         | 15 January 2020      |
| <b>Subscription period:</b> | 17 – 31 January 2020 |

## **RISK FACTORS**

*An investment in shares of the Offer is associated with certain risks. Hoylu's business is affected, and may be affected, by numerous factors which are not possible for Hoylu at all, or in part, to control. Such factors may adversely affect the Company's operations, profits and financial position in the future or may lead to a decrease of the share price and the investors could lose part or all of their investment. Certain risks are associated with the Company and others do not have any specific connection to the Company. Investors should carefully analyze the specific risk factors described below as well as other information in the Information Memorandum prior to deciding whether to make an investment in the Company or not.*

*Below is a description of a number of risks that may have an effect on the operations and future development of the Company. The order in which these risks are presented is not intended to indicate their likelihood of occurrence, significance or potential effect on the Company's operations, profits or financial position. The description of risk factors is not exhaustive and contains only examples of such risk factors which an investor should consider together with the other information provided in this Information Memorandum.*

*Further risk factors that are currently not known or not considered to be significant for the moment could also influence the Company's operations, profits and financial position. Additionally, there may be other risks that the Company is currently not aware of, or deems to be immaterial, but which later prove to be material. The value of an investment in the Company may be materially affected if any of the below risks materializes. Investors should make their own assessment of the significance of the below risk factors and other potential risk factors for the Company's operations and future development.*

### **RISKS RELATED TO THE COMPANY AND THE BUSINESS**

#### **Emerging market**

Hoylu is positioned in a high growth market of digital transformation within the enterprise collaboration market. In order to stay competitive organizations must determine best how to optimize their resources against all of these demands with the objective to make faster, better and well-informed decisions. Innovation plays a key role in this transition while also managing risk, people and assets, projects and processes. If Hoylu does not have the ability to meet changes in demand or to optimize their business in a competitive way or if for any reason the enterprise collaboration market and/or the creative collaboration submarket experience a decline, this may adversely affect the Company's operations, profits and financial position.

#### **Competition**

The enterprise or creative collaboration market will experience increasing competition. If the competition increases, it is possible that competing companies may develop equivalent or better products. There is no guarantee that the Company's products would be preferred over competing companies' future products. These uncertainties entail risks that could have a negative impact on the Company's operations, profits and financial position in the future.

Competition may lead to decreasing profit margins and increasing quality demands on overall products, which may affect the Company's operations, financial position and profits. Furthermore, the competitors may have greater resources in terms of financing and knowledge and therefore greater capacity to adapt to unexpected changes in the market or the global economy. Hence, there is a risk that such changes entail loss of market shares, which in turn may have a negative impact on Hoylu's operations, profits and financial position.

## **Customers**

Hoylu is operating in highly differentiated markets and its customers operate in a wide number of industries. The customer contracts are of varying nature regarding, *inter alia*, contract length, services levels, warranties, liability undertakings, limitation of liability and scope. Due to the nature of the Company's products and solutions, most contracts span over a longer period and may be renewed at maturity. There is a risk that the Company's customers refrain from renewing contracts at maturity. If the Company fails to renew or to retain contracts on the same or more favorable terms, this could have a material adverse effect on the Company's operations, profits and financial position.

## **Personnel**

The success of Hoylu is dependent on a few key individuals and their know-how, experience and creativity. If one or more of these individuals leave Hoylu and they cannot be rapidly replaced, it is likely to have a negative impact on Hoylu's operations, profits and financial position. Furthermore, Hoylu's future growth largely depends on the Company's ability to recruit and retain qualified employees. The high level of competition for personnel in the technology industry means that there is a risk that personnel cannot be recruited at all or that personnel cannot be recruited on reasonable terms.

## **Business partners and distribution channels**

Hoylu's business is largely dependent on the collaboration with certain business partners, suppliers and other distribution channels. The products and services of these business partners and suppliers are integrated parts of Hoylu's products and services. The business partners also have important client and customer bases that are difficult for Hoylu to reach without the partnerships. If important collaborations are terminated, cannot be entered into or are conducted unsatisfactorily, this may adversely impact Hoylu's operations, profits and financial position.

## **Intellectual property**

There is a risk that competitors and customers, current or future, in different ways, may challenge or circumvent Hoylu's intellectual property protection, which could affect the operations of Hoylu negatively. Similarly, if Hoylu fails to protect its proprietary intellectual property rights and/or company secrets in its contracts, this may have a material adverse effect on the Company's operations, profits and financial position.

Hoylu does not, in its opinion, infringe the intellectual property rights of any third party. However, there is a risk that Hoylu, for instance as a result of expansion into new geographical markets or if third party products are integrated in the Company's products in breach of the Company's supplier agreements, could come to infringe, or be accused of infringing, the intellectual property rights of a third party. In such cases, Hoylu may get involved in disputes regarding those intellectual property rights. The same applies when any third party could come to infringe, or be accused of infringing, Hoylu's intellectual property rights. The outcome of such disputes is often difficult to predict, and the costs may be significant. In the event that Hoylu's protection of its intellectual property rights is insufficient, or if Hoylu is infringing the intellectual property rights of a third party, or if a third party is infringing Hoylu's intellectual property rights, this could have a material adverse effect on the Company's operations, profits and financial position.

## **Reputation and brands**

Hoylu depends on its reputation and the strength of its trademarks and brands. These are important for both new and existing customers in their choice of supplier. Quality problems, operational or logistical problems and the loss of existing customers or suppliers may lead to damage to Hoylu's brands and reputation. Hoylu may also be negatively affected if employees or persons linked to the

Group commit unethical or criminal activities (including but not limited to, violations of applicable anti-corruption or anti-bribe regulation) or breach the Company's internal guidelines and policies, which could lead to customers and suppliers associated with the Company to take measures which could have a negative impact on Hoylu's brands and reputation.

### **Financing and future capital requirements**

The management and the board of directors actively and continually work with the Company's governance and control, including profit, liquidity and financial position. The board of directors continually tests the prerequisites for the continued operations of the Company. However, since Hoylu is currently in a phase of expansion with relatively large capital requirements, the Company may need to raise additional funds in the future in order address expansion costs or increased demands on the Company's products. There is a risk that such funding may not be obtained when needed or that funding may not be obtained on acceptable terms. If the Company is unable to obtain financing when required, Hoylu may be required to significantly reduce its activities or, ultimately, suspend its operations.

### **Credit risk**

The Company has a significant economic exposure towards its customers. Should one or more of the customers be unable to meet obligations for payment to the Company, this may adversely affect the Company's operations, profits and financial position.

### **Currency risk**

Hoylu has revenues and expenses in multiple currencies. This exposes the Company to two main foreign currency risks.

First, transactions in currencies other than SEK (which is the Company's accounting currency) expose the Company for risks related to short-term currency fluctuations. Unfavorable exchange rate fluctuations will result in outstanding receivables or liabilities being depreciated or appreciated in relation to the Company's functional currencies, and thus impact the conversion to SEK, which could have a material adverse effect on the Company's business, financial position and profits.

Secondly, the use of different functional and accounting currencies imposes long-term currency risks. Long-term weakening of the Company's functional currencies against the SEK results in revenues, expenses and income, including monetary assets, being reported at the lower amounts in SEK which could have a material adverse effect on the Company's operations, profits and financial position.

### **Legal risks**

The Company has operations in a number of overseas jurisdictions and is exposed to a range of different legal and regulatory regimes. This gives rise to risks relating to labor practices, foreign ownership restrictions, tax regulation, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime and other issues in foreign jurisdictions in which the Company operates. Any of these risks may, if they arise, adversely affect the Company's operations, profits and financial position.

### **Tax risks**

The Company conducts business in different jurisdictions. The business of the Company, including intra-group transactions, are conducted in accordance with the Company's interpretation of applicable tax laws, including regulations of value-added tax and social fees, tax treaties, other tax provisions and requirements of the concerned tax authorities. There is a risk that that the Company's knowledge, interpretation and application of such laws, treaties, provisions and requirements are not correct in all respects. There is a risk that the concerned tax authorities will come to decisions that deviate from the

Company's interpretation. Due to decisions by the concerned tax authorities, amendments of laws, treaties or other tax provisions, the Company's tax position could change for the current as well as future fiscal years. Such decisions or amendments could, potentially with retroactive effect, have a significant negative impact on the Company's operations, profits and financial position.

### **Disputes and legal proceedings**

There is a risk that the Company, from time to time, will be involved in court proceedings and/or arbitration proceedings. Such legal proceedings can be time-consuming and costly and there is a risk that they cannot be resolved in a manner advantageous to the Company. There is also a risk, in case of loss in legal proceedings, that the Company will be forced to compensate the opposing party for the costs of the proceeding. Major disputes could thus adversely affect the Company's operations, profits and financial positions.

## **RISKS RELATED TO THE SHARES AND THE OFFER**

### **Limited protection for dilution**

Current shareholders in the Company that choose to not participate in the Offer will be diluted.

In addition to above, if Hoylu issues new shares or equity-related instruments, *e.g.* due to conversion of convertible loan notes or any other reason, to raise capital in the future it could reduce the proportionate ownership and voting rights as well as earnings per share for holders of shares in the Company.

### **Trading on an unregulated market**

The Company's shares are subject to trade on Nasdaq First North Growth Market. Nasdaq First North Growth Market is a multilateral trading facility (MTF) which does not have the same legal status as a regulated market. Companies with shares listed on Nasdaq First North Growth Market are not obliged or required to comply with the same rules as companies with shares traded on a regulated market, but to less extensive rules and regulations. Such rules and regulations are preferably adapted for smaller and growth companies, for which reason an investment in a company listed on Nasdaq First North Growth Market may imply more risk than an investment in a company with shares traded on a regulated market.

### **Share related risks**

Investing in shares or share-related instruments always involves risk-taking. Since a share investment may increase or decrease in value, there is a risk that an investor will not be able to recover the entire invested capital. The development of a listed share depends on company specific factors as well as factors relating to the capital market as a whole. Such factors may also increase the volatility of the share's price. If an active and liquid trading does not develop or does not prove sustainable, this could result in difficulties for shareholders to sell their shares. It is impossible for an individual company to control all the factors that may affect its share price. For these reasons, each decision to invest in the Company's shares, should be preceded by careful analysis of the Company in its entirety.

### **Future dividend**

Payment of future dividends depend on several factors, such as future results, financial position, cash flow, working capital requirements, cost of investments and other factors. Shareholders should not expect to receive any, or very low, dividends in the next few years. As long as no dividends are provided, the return of an investment in the Company's shares depends solely on the share's future price development.



## **Currency risks**

The Company's shares are traded in SEK and any dividend that may be paid on these shares will be paid in SEK. Investors with a reference currency other than SEK may therefore be adversely affected by a decline in the value of SEK in relation to the reference currencies of the respective investors. Such investors may also be affected by additional transaction costs arising from the exchange of SEK to other currencies.

## **Participation in future rights issues**

If the Company issues new shares, as a general rule, the shareholders have pre-emptive right to subscribe for new shares in proportion to the number of shares held prior to the issuance. However, shareholders in countries other than Sweden may be subject to restrictions that prevent them from participating in such rights issues and/or restrict and impede their participation in other ways. For example, shareholders in the U.S. may be prevented from subscribing for new shares unless the shares and the subscription rights are registered in accordance with the Securities Act, provided that no exemption from the registration requirements under the Securities Act is applicable. Shareholders in other jurisdictions outside Sweden may be similarly affected if the subscription rights and the new shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdictions. The Company has no obligation to submit registration documents under the Securities Act or apply for similar approval under the laws of another jurisdiction outside Sweden regarding subscription rights and shares, and doing so in the future could be impractical and costly. To the extent that the Company's shareholders in jurisdictions outside Sweden are not able to exercise their rights to subscribe for new shares in any future rights issues, their proportional interest in the Company will be reduced and their holdings would be diluted and decrease in value.

## **Majority shareholder with significant influence**

The Company does not have one sole majority shareholder at the date of this Information Memorandum. However, there is a risk that a current or new shareholder, or several shareholders jointly, due to *e.g.* a directed share issue or otherwise, receives shares in the Company to such amount that they can exercise a significant influence over certain matters resolved on general meetings of shareholders, *inter alia*, appointing board of directors, profit distribution, proposal to merge, consolidate or sell all, or some, of the assets, as well as other company transactions.

Also, the majority shareholders may prevent or make it difficult for Hoylu to be acquired through a public takeover bid. A concentration of the ownership may be negative for the other shareholders, which may have other interests than the majority shareholder.

## **Existing shareholders selling their shares**

The share price may drop if there is extensive sale of shares in the Company, especially sales made by the Company's board of directors, senior management or major shareholders, or when a larger number of shares are sold. Sales of large amounts of shares by the majority shareholder or the perception that such sales could occur, could lead to a drop of the share price of the Company's share.

## **The market price of the Company share**

The share market in general, and for smaller companies in particular, may be subject to significant price and volume fluctuations, which are not possible to predict out of the companies' developments or disclosed results.

Hoylu is not able to predict to what extent the interest in investing in the Company's shares will decrease, increase or maintain. The distance between the sell and purchase price may from time to time be significant, making it difficult for shareholders to sell their shares in the Company at a moment and to a price deemed appropriate.

## INVITATION TO SUBSCRIBE FOR SHARES IN HOYLU

On January 7, 2020 the board of directors of Hoylu resolved to carry out the Offer of approximately SEK 13.7 million. On the same day, the board of directors also resolved on a Private Placement of SEK 6.25 million to Alden AS, Fougner Invest AS, Helling Invest AS and Magnus Tvenge. The proceeds from the share issues will primarily be used to give the Company additional working capital.

The Offer is, besides for the above-mentioned reason, carried out to give all shareholders the opportunity to subscribe for newly issued shares at the same subscription price as in the private placement.

The Company's shareholders have preferential right to subscribe for the shares in the Offer, whereas one (1) existing share entitles to one (1) subscription right and six (6) subscription rights entitles to the subscription of one (1) new share. The record date for establishing which shareholders have the right to subscribe for shares with preferential right in the Offer is 15 January 2020. Subscription for shares shall be made from and including 17 January 2020 up until and including 31 January 2020. Through the Offer, the Company's share capital may be increased by a maximum of SEK 351,887 through a share issue of a maximum of 4,268,446 shares.

Since the Offer aims to give all shareholders the opportunity to subscribe for newly issued shares at the same subscription price as in the private placement, the Company has not procured any guarantee commitments or obtained subscription commitments regarding the Rights Issue.

*With background of above, existing shareholders and others are invited to subscribe for shares in Hoylu under the terms of this Information Memorandum.*

Stockholm, January 16, 2020

**Hoylu AB (publ)**  
Board of Directors

## BACKGROUND AND REASONS

Hoylu was founded in October 2016 by tech entrepreneur Stein Revelsby, who thereafter quickly recruited a senior management team with intentions to build a business focusing on enterprise collaboration. The foundation of the business was built upon the acquisition of We-inspire GmbH, a spin-off of a research project from Mi-Lab at the University of Applied Sciences, Hagenberg in Austria. Behind the solution was several years of studies and co-operation with innovation teams at large companies including Procter & Gamble and Daimler on large interactive surfaces and natural human- interface technologies.

In the spring of 2017 Hoylu expanded the organization with a team of senior software developers and executives with experience in building large scale innovative enterprise and consumer solutions at Microsoft, Disney and Carnival Cruise Line. Hoylu was listed on Nasdaq First North Growth Market in February 2017.

Hoylu's mission is to deliver solutions to make teamwork more productive, transparent, engaging and joyful. Companies around the world are focused on digital transformation, automation and streamlining workflows whilst the workforce is more dispersed than ever and people spend a considerable amount of time in unproductive meetings. Work used to be done behind a desk, but work today happens everywhere; around in the office, on the go, during travel and from home. One of the most common topics in the corporate world is how much people dislike meetings. Connectivity issues, applications that are made for specialists and not multi-disciplinary teams, and one too many rather than collaborative solutions create friction. When technology does not work or users find it too complicated people get disengaged and demotivated. Time is wasted and bad decisions are made. Audio- and videoconferencing solutions are getting better but most have only very limited white-boarding capabilities and most information are stored in folders without context. Lack of inter-operability across platforms is a big issue and people want the freedom to connect from any device anywhere. Hoylu's Connected Workspaces™<sup>1</sup> is designed to keep everybody on the same page, in real-time or when working offline. Information is automatically saved without any need to take a picture of the whiteboard, and it is still there as you left it when you open the next meeting.

Hoylu's strategy is to work closely with its largest customers to meet their security requirements and get their feedback with the objective to optimize its value proposition and simplify the user experience to the different steps in the workflow. Hoylu's Connected Workspaces™ is a platform with a lot of flexibility and templates that can be adapted to different methodologies and use cases, from project management with strict rules, Lean planning<sup>2</sup>, agile and scrum, document-, drawing- and design reviews in 2D, 3D, AR and VR, to free form ideation and creative work. It can easily be combined with audio- and videoconferencing solutions as well as third party applications on ultra large projector walls powered by Hoylu (HoyluWall<sup>3</sup>), large touch displays as well as personal devices, tablets and smartphones.

Hoylu's business model since 2017 was to sell HoyluWall and software as a bundle. Hoylu is now transitioning into a Software as a Service (SaaS) business model as the business expands to touch displays and personal devices. Customers pay a monthly or annual subscription based upon the number of users. In addition to working directly with large global enterprises, Hoylu sells its products online as well as through resellers and system integrators. Hoylu currently have partnered with resellers and system integrators around the world. The market for touch displays is growing rapidly and Hoylu is therefore also partnering with large hardware brands such as NEC.

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<sup>1</sup> Allows a company's digital workspace to be shared and viewed on any device, anytime, anywhere in the world through cloud based technology.

<sup>2</sup> Lean planning is simple, efficient business planning that starts with a core business plan and includes regular review and revisions.

<sup>3</sup> HoyluWall is multiple large format systems as a digital workspace tool for workspace innovation and collaboration.

Hoylu's organization since May 2017 has been about 30 employees. Most engineering, product development and management is based in Seattle, US, a small development team in Linz, Austria, marketing, account management and support in Orlando, U.S., and local business development representatives in Boston, U.S., and Tokyo, Japan. Hoylu's General Manager for EU is based in Oslo, Norway. Hoylu is determined to keep operational cost control and not expand its organization until cash flow break even.

The rationale for the rights issue is primarily to finance the Company's future growth until a profitable operation.

Stockholm, January 16, 2020

**Hoylu AB (publ)**

Board of Directors

## LETTER FROM THE CEO

Hoylu is positioned in a high growth market of digital transformation within the enterprise. Managers around the world are working to determine how to manage through this digital transformation while attempting to deliver business results faster with an increasingly dispersed workforce who expects their workplace tools to have the same ease of use as a mobile app instead of their complex systems and archaic processes. Work used to happen only at a desk but today work happens everywhere, on the go, from home, during travel and according to market research only 26% say their company provides the right communications and collaboration tools. Time and money is wasted in unproductive meetings and people become frustrated and disengaged when technology does not work or the user experience is too complicated. More than 60% of an average employee's time is spent on collaboration and communication and more than 25% of an average workday is spent on emails. Too much time is wasted on keeping up to date, retrieving and searching for information, getting everybody prepared, aligned and on the same page. When meetings are over people take photos of the whiteboard and save them in between pictures of their dogs and children. Data security is top priority for every enterprise but lack of easy to use reliable and secure solutions leads people to take unacceptable risks. "Do not erase" messages on whiteboards and emails sent to wrong recipients happens everywhere. Information is stored in folders, chronologically or in hierarchies and most of the time without context, which makes it difficult and time consuming when you don't remember what to search for. There are many solutions out there, but many require proprietary hardware and many software applications are for specialists and not ideal for cross disciplinary communication. Audio and videoconferencing solutions connect people but have mostly very limited whiteboard functionality and limited capabilities for sharing work. Easy to use and hardware agnostic solutions like Zoom<sup>4</sup> is rapidly increasing market share, and chat and messaging solutions like Slack<sup>5</sup> is taking over for traditional email.

Hoylu's Connected Workspaces™ is designed to make teamwork more productive, engaging, transparent and joyful. Hoylu is experience driven and puts the worker first in decision making instead of allowing technology alone drive product decisions. This core belief maintains focus on delivering core business value with tools that are efficient and easy to use for all members of a team across multiple disciplines, not only technology experts. Our goal is to offer the most advanced digital workspace solution that is easy to use on any display, interactive surface or personal device with the flexibility to combine with any audio-, videoconferencing or third party software applications that different businesses use. Our belief is that people want the freedom to combine devices and software, work anytime from anywhere. We offer the common ground to create, organize, and share information and content in real time or review later, as a group or as an individual. Information is always up to date and never lost so your work always picks up instantly where you left off on the previous session or device. We have focused on offering a highly secure environment that meet the standards of a demanding enterprise that trust us with their company's most valuable information.

Our product portfolio is continuously improving, and we cover a wide range of businesses from higher education involving in-class and distance learning, corporate training, construction, engineering, automotive, life sciences, and leisure and even sports coaching. Organizations are able to include all major steps in the enterprise information management cycle; plan, assemble, present, collaborate, act and evolve with Hoylu<sup>6</sup>, now available in more than 10 languages. We offer a large and ever growing library of templates and modules that cover core business functions, ideation, brainstorming and reviews as well as structured processes and project management, scrum and Lean planning. We work closely with our customers and partners to continuously listen and respond to feedback to ensure the product delivers the most valued features, help them save time, reduce risk and engage team members.

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<sup>4</sup> Zoom offers communications software that combines video conferencing, online meetings, chat, and mobile collaboration.

<sup>5</sup> Slack (Searchable Log of All Conversation and Knowledge) is a cloud-based set of proprietary team collaboration tools and services, founded by Stewart Butterfield.

<sup>6</sup> Hoylu delivers immersive workspaces to accelerate your critical work. Create plans, manage projects, complete design reviews, analyze large data sets.

We prioritize to focus our resources on larger strategic accounts and use cases with a solid value proposition and a large potential for Hoylu's future. We are extremely pleased that our largest customers, high profile Fortune 500 companies, continue to expand their business relationship with Hoylu, and confirm their need for better tools in their daily workflow and core processes.

We have maintained good cost control on a quarterly basis and with continued high gross margins and expected strong growth we are confident that we are in a good position to deliver significant shareholder value in the coming years.

With best regards

Stein Revelsby  
CEO

## **VILLKOR OCH ANVISNINGAR / [TERMS AND CONDITIONS]**

### **ERBJUDANDET / THE OFFER**

Erbjudandet omfattar högst 4 268 446 nyemitterade aktier, motsvarande en total emissionslikvid om 13 659 027,20 kronor.

*[The Offer includes no more than 4,268,446 newly issued shares, corresponding to issue proceeds totaling SEK 13,659,027.20.]*

### **FÖRETRÄDESRÄTT OCH TECKNINGSRÄTTER / [PRE-EMPTIVE RIGHTS AND SUBSCRIPTION RIGHTS]**

Den som på avstämningsdagen den 15 januari 2020 är registrerad som aktieägare i den av Euroclear Sweden förda aktieboken för Hoylu AB äger företrädesrätt att teckna aktier i Erbjudandet, i relation till tidigare innehav av aktier. För varje befintlig aktie som innehas på avstämningsdagen erhålls en (1) teckningsrätt. Sex (6) teckningsrätter berättigar till teckning av en (1) nya aktie i Hoylu AB.

Aktieägare som väljer att inte delta i Erbjudandet kommer få sin ägarandel utspädd med cirka 14,3 procent, vid full teckning i Erbjudandet och beräknat på antalet aktier efter registrering av de nya aktierna hos Bolagsverket.

*[Those who are registered as shareholders in the shareholders' register maintained by Euroclear Sweden on behalf of Hoylu AB on the record date January 15, 2020 will have preferential right to subscribe for shares in the Offer, in relation to previous holdings of shares. For each existing share held on the record date, one (1) subscription right is obtained. Six (6) subscription rights entitle to subscription of one (1) new share in Hoylu AB.]*

*[Shareholders who choose not to participate in the Offer will have their ownership diluted by approximately 14.3 percent, based on full subscription in the Offer and based on the number shares after the registration of the new shares with the Swedish Companies Registration Office.]*

### **TECKNINGSKURS / [SUBSCRIPTION PRICE]**

Teckningskursen är 3,20 kronor per aktie. Courtage utgår ej.

*[The subscription price is SEK 3.20 per Share. No commission will be charged.]*

### **AVSTÄMNINGSDAG / [RECORD DATE]**

Avstämningsdag för rätt till deltagande med företrädesrätt i Erbjudandet är den 15 januari 2020. Sista dag för handel i Bolagets aktie inklusive teckningsrätt är den 13 januari 2020. Första dagen för handel i Bolagets aktie exklusive teckningsrätt är den 14 januari 2020.

*[The record date for the right to participate in the Offer with preferential right is January 15, 2020. The last day of trading in the Company's share including subscription rights is January 13, 2020. The first day of trading in the Company's share excluding subscription rights is January 14, 2020.]*

### **TECKNINGSPERIOD / [SUBSCRIPTION PERIOD]**

Teckning av aktier med stöd av teckningsrätter ska ske under tiden från och med den 17 januari till och med den 31 januari 2020.

Observera att ej utnyttjade teckningsrätter blir ogiltiga efter teckningstidens utgång och därmed förlorar sitt eventuella värde. Outnyttjade teckningsrätter kommer att avregistreras från respektive aktieägares VP-konto utan avisering från Euroclear Sweden.

Styrelsen i Hoylu AB har rätt att förlänga teckningsperioden. Ett eventuellt sådant beslut kommer fattas senast i samband med utgången av teckningsperioden. Vid beslut om förlängning av teckningsperioden kommer sådant beslut offentliggöras genom ett pressmeddelande.

*[Subscription for shares by using subscription rights will take place from and including January 17, 2020 up until and including January 31, 2020.]*

*Please note that upon expiry of the subscription period, unexercised subscription rights will lapse and become worthless. Unexercised subscription rights will be removed from the respective shareholder's VP account without Euroclear Sweden providing any separate notification.*

*The board of directors in Hoylu AB is entitled to extend the subscription period. Any such decision will be made at the latest in connection with the end of the subscription period. In the event of a decision to extend the subscription period, such decision will be made public through a press release.]*

## **HANDEL MED TECKNINGSRÄTTER / [TRADING WITH SUBSCRIPTION RIGHTS]**

Handel med teckningsrätter äger rum på Nasdaq First North Growth Market under perioden från och med den 17 januari till och med den 29 januari 2020. Teckningsrätter som förvärfvas under ovan nämnda handelsperiod ger, under teckningstiden, samma rätt att teckna nya aktier som de teckningsrätter aktieägare erhåller baserat på sina innehav i Bolaget på avstämningsdagen. ISIN-koden för teckningsrätterna är SE0013647781.

*[Trading in subscription rights takes place on the Nasdaq First North Growth Market during the period, from and including January 17, 2020 up until and including January 29, 2020. Subscription rights acquired during the above-mentioned trading period give, during the subscription period, the same right to subscribe for new shares as the subscription rights that shareholders receive based on their holdings in the Company on the record date. The ISIN code for the subscription rights is SE0013647781.]*

## **EMISSIONSREDOVISNING OCH ANMÄLNINGSSEDLAR / [ISSUE STATEMENTS AND APPLICATION FORMS]**

### **Direktregistrerade aktieägare / [Directly registered shareholders]**

Förtryckt emissionsredovisning med vidhängande bankgiroavi skickas till direktregistrerade aktieägare och företrädare för aktieägare som på avstämningsdagen är registrerade i den av Euroclear Sweden förda aktieboken. Av emissionsredovisningen framgår bland annat antal erhållna teckningsrätter och det antal aktier som kan tecknas i Erbjudandet. Avi avseende registrering av teckningsrätter på VP-konto kommer inte att skickas ut.

Aktieägare som är upptagna i den i anslutning till aktieboken förda särskilda förteckningen över panthavare och förmyndare erhåller inte någon emissionsredovisning utan meddelas separat.

*[A pre-printed issue statement with an attached payment form will be sent to directly registered shareholders and representatives of shareholders who on the record date are registered in the share register maintained by Euroclear Sweden. The issue statement will state, inter alia, the number of subscription rights received and the number of shares that may be subscribed for in the Offer. No securities notification stating the registration of subscription rights on the shareholders' VP account will be distributed.]*



*Shareholders included in the special list of pledge holders and nominees maintained in connection with the shareholders' register will not receive any issue statements but will be informed separately.]*

### **Förvaltarregistrerade aktieägare / [Nominee-registered shareholders]**

Aktieägare vars innehav är förvaltarregistrerat hos bank eller annan förvaltare erhåller ingen emissionsredovisning eller bankgiroavi. Teckning av och betalning för aktier i Erbjudandet ska istället ske i enlighet med instruktioner från respektive förvaltare.

*[Shareholders whose holdings are nominee-registered at a bank or other nominee will not receive an issue statement or payment form. Subscription for and payment of shares in the Offer is to take place in accordance with the instructions from the respective nominee.]*

### **Aktieägare bosatta i vissa obehöriga jurisdiktioner / [Shareholders resident in certain unauthorized jurisdictions]**

Tilldelning av teckningsrätter och utgivande av nya aktier till personer som är bosatta utanför Sverige kan påverkas av värdepapperslagstiftningen i sådana länder, se det inledande avsnittet "Viktig information". Med anledning härav kommer, med vissa eventuella undantag, aktieägare som har sina befintliga aktier direktregistrerade på VP-konton med registrerade adresser i USA, Australien, Hongkong, Japan, Kanada, Nya Zeeland, Schweiz, Singapore, Sydafrika, Sydkorea eller i något annat land där deltagande i Erbjudandet skulle förutsätta prospekt, registrering eller andra åtgärder än vad som följer av svensk rätt eller strida mot regler i sådant land, inte att erhålla några teckningsrätter eller tillåtas teckna nya aktier i Erbjudandet. De teckningsrätter som annars skulle ha levererats till dessa aktieägare kommer att säljas och försäljningslikviden, med avdrag för kostnader, kommer att utbetalas till sådana aktieägare. Belopp understigande 100 kronor kommer emellertid inte att utbetalas.

*[The allotment of subscription rights and issue of new shares to persons resident in other countries than Sweden may be affected by securities legislation in such countries, see the introducing section "Important Information". Consequently, subject to certain exceptions, shareholders whose existing shares are directly registered on VP accounts with a registered address in USA, Australia, Hong Kong, Japan, Canada, New Zealand, Switzerland, Singapore, South Africa, South Korea or in any other jurisdiction where participation in the Offer would require prospectus, registration or actions other than according to Swedish law or contravening laws or regulation in such country, will not receive any subscription rights or be allowed to subscribe for shares in the Offer. The subscription rights that would otherwise have been delivered to these shareholders will be sold and the sales proceeds, excluding a deduction for costs, will be paid to such shareholders. However, amounts below SEK 100 will not be paid.]*

### **TECKNING MED STÖD AV TECKNINGSRÄTTER / [SUBSCRIPTION WITH SUBSCRIPTION RIGHTS]**

Teckning av aktier i Erbjudandet med stöd av teckningsrätter ska ske under perioden från och med den 17 januari till och med den 31 januari 2020. Efter teckningstidens utgång blir outnyttjade teckningsrätter ogiltiga och saknar därmed värde. Efter den 31 januari 2020 kommer, utan avisering från Euroclear Sweden, outnyttjade teckningsrätter att bokas bort från innehavarens VP-konto.

För att inte värdet av teckningsrätterna ska gå förlorat måste innehavaren antingen:

- utnyttja teckningsrätterna för att teckna nya aktier i Erbjudandet senast den 31 januari 2020, eller enligt instruktioner från tecknarens förvaltare, eller
- sälja de teckningsrätter som inte avses utnyttjas för teckning senast den 29 januari 2020

*[Subscription for Shares in the Offer based on subscription rights shall take place during the period from and including January 17, 2020 up until and including January 31, 2020. Unused subscription rights will be invalid after the end of the subscription period and thereby become worthless. After January 31, 2020,*

*unutilized subscription rights will be withdrawn from the respective shareholder's VP account without any notification from Euroclear Sweden.*

*In order not to lose the value of the subscription rights, the holder must either:*

- *exercise the subscription rights to subscribe for shares in the Offer no later than January 31, 2020, or in accordance with directions from the subscriber's nominee, or*
- *sell the subscription rights that are not intended to be exercised for subscription by January 29, 2020.]*

#### **Direktregistrerade aktieägares teckning / [Subscription by directly registered shareholders]**

Teckning av aktier i Erbjudandet med stöd av teckningsrätter sker genom samtidig kontant betalning, antingen genom användande av den förtryckta bankgiroavin eller genom användande av en särskild anmälningssedel enligt något av följande alternativ:

- Den förtryckta bankgiroavin ska användas om samtliga teckningsrätter enligt emissionsredovisningen från Euroclear Sweden ska utnyttjas.
- Anmälningssedeln märkt "Särskild anmälningssedel för teckning av aktier med stöd av teckningsrätter" ska användas om teckningsrätter har överförts från annat VP-konto, eller av annan anledning ett annat antal teckningsrätter än det som framgår av den förtryckta emissionsredovisningen ska utnyttjas för teckning av nya aktier. Samtidigt som den ifyllda anmälningssedeln skickas in ska betalning ske för de tecknade aktierna, till exempel via Internetbank, genom girering eller på bankkontor.

Särskild anmälningssedel ska vara Mangold tillhanda senast kl. 15.00 den 31 januari 2020. Eventuell anmälningssedel som sänds med post bör därför avsändas i god tid före sista teckningsdagen. Endast en anmälningssedel per person eller juridisk person kommer att beaktas. I det fall fler än en anmälningssedel insändes kommer enbart den sist inkomna att beaktas. Ofullständig eller felaktigt ifylld särskild anmälningssedel kan komma att lämnas utan avseende. Anmälan är bindande.

Ifylld särskild anmälningssedel ska skickas eller lämnas till:

MANGOLD FONDKOMMISSION AB

Emissioner/Hoylu

Box 55691

102 15 Stockholm

Tel: 08-503 015 95

E-post: [emissioner@mangold.se](mailto:emissioner@mangold.se) (inskannad anmälningssedel)

Anmälningssedel enligt ovan tillhandahålls på Hoylu ABs hemsida, [www.hoylu.com](http://www.hoylu.com), samt på Mangolds hemsida, [www.mangold.se](http://www.mangold.se) och kan även beställas från Mangold under kontorstid på telefon +46 (0) 8-503 015 95.

*[Subscription for shares in the Offer with subscription rights is to take place by a simultaneous cash payment, either by using the pre-printed payment form or using the special application form according to one of the following two options:*

- *The pre-printed payment form should be used if all subscription rights according to the issue statement from Euroclear Sweden are to be exercised.*
- *The special application form "Special subscription form for subscription of shares with subscription rights" is to be used if subscription rights have been transferred from another VP account, or for any other reason a different number of subscription rights set out in the pre-printed issue report shall be used for subscription of new shares. When a completed application form is submitted, payment must be made for the subscribed shares, through for instance Internet banking, bank giro or at a bank office.*

The special application form must be received by Mangold no later than 15.00 CET on January 31, 2020. Any application form sent by regular mail should therefore be sent in due time before the end of the subscription period. Only one application form per person or legal person will be considered. In case more than one application form is submitted, only the last application form received will be considered. Incomplete or incorrectly completed special application forms may be disregarded. Please note that subscription for shares is binding.

Completed application forms shall be submitted to:

MANGOLD FONDKOMMISSION AB  
Emissioner/Hoylu  
Box 55691  
102 15 Stockholm  
Telephone: +46 (0)8-503 015 95  
Email: [emissioner@mangold.se](mailto:emissioner@mangold.se) (scanned application form)

Application forms will be available for download on Hoylu's website, [www.hoylu.com](http://www.hoylu.com), and on Mangold's website, [www.mangold.se](http://www.mangold.se), and can also be ordered from Mangold during office hours on telephone +46 (0)8-503 015 95.]

**Direktregistrerade aktieägare ej bosatta i Sverige men berättigade till teckning med stöd av teckningsrätter / [Directly registered shareholders not resident in Sweden but eligible for subscription with subscription rights]**

Direktregistrerade aktieägare som är berättigade att teckna aktier i Erbjudandet med stöd av teckningsrätter men som inte är bosatta i Sverige (dvs. inte är föremål för de restriktioner som beskrivs ovan under rubriken "Aktieägare bosatta i vissa obehöriga jurisdiktioner") och som inte kan använda den förtryckta bankgiroavin, kan betala i SEK genom bank i utlandet i enlighet med instruktionerna nedan:

Swedbank  
SWIFT/BIC: SWEDSESS  
IBAN-nummer: SE87 8000 0890 1169 3319 7003  
Bankkontonummer: 8901-1, 693 319 700-3

Vid betalning måste tecknarens namn, adress, VP-kontonummer och referensen från emissionsredovisningen anges. Sista betalningsdag är den 31 januari 2020.

Om teckning avser ett annat antal aktier än vad som framgår av emissionsredovisningen ska istället "Särskild anmälningssedel för teckning av aktier med stöd av teckningsrätter" användas, vilken tillhandahålls på Hoylu ABs hemsida, [www.hoylu.com](http://www.hoylu.com), samt kan beställas från Mangold under kontorstid på telefon +46 (0) 8-503 01 595. Betalningen ska ske enligt ovan angiven instruktion. Som referens, ange VP-kontonummer eller person-/organisationsnummer. Anmälningssedel och betalning ska vara Mangold tillhanda senast 31 januari 2020.

*[Directly registered shareholders that are not resident in Sweden but eligible for subscription for shares in the Offer with subscription rights (i.e. which are not subject to the restrictions described above in the section "Shareholders resident in certain unauthorized jurisdictions"), who cannot use the printed payment form, may pay in SEK via a foreign bank in according to the instructions below:*

Swedbank  
SWIFT / BIC: SWEDSESS  
IBAN Number: SE87 8000 0890 1169 3319 7003  
Bank account number: 8901-1, 693 319 700-3

Upon payment, the subscriber's name, address, VP account number and payment identity stated on the

*issue statement must be quoted. Last day for payment is January 31, 2020.*

*If the number of subscription rights to be exercised for subscription of shares differs from the number stated in the issue statement, the application form "Special subscription form for subscription of shares with subscription rights" (Sw. Särskild anmälningsedel för teckning av aktier med stöd av teckningsrätter) is to be used, which is available on Hoylu's website, [www.hoylu.com](http://www.hoylu.com), and can be ordered from Mangold during office hours on telephone number +46 (0)8-503 015 95. Payment must be made in accordance with the instructions above. For payment identity, enter VP account number or personal identification number/organization number. The subscription form and payment shall be received by Mangold no later than on January 31, 2020.]*

### **Förvaltarregistrerade aktieägares teckning / [Subscription by nominee-registered shareholders]**

Aktieägare vars innehav är förvaltarregistrerat och som önskar teckna aktier i Erbjudandet med stöd av teckningsrätter ska anmäla sig för teckning i enlighet med instruktion från respektive förvaltare.

*[Shareholders whose holdings are nominee-registered and who wish to subscribe for shares in the Offer with subscription rights shall apply for subscription in accordance with the instructions from respective nominee.]*

### **Teckning utan stöd av teckningsrätter / [Subscription without subscription rights]**

Teckning av aktier utan stöd av teckningsrätter ska ske under perioden från och med den 17 januari till och med den 31 januari 2020. Anmälan om teckning utan stöd av teckningsrätter görs genom att anmälningsedel för teckning utan företräde fylls i, undertecknas och skickas till Mangold på adress enligt ovan eller till förvaltaren. Någon betalning ska ej ske i samband med anmälan, utan sker i enlighet med vad som anges nedan.

Anmälningsedel för teckning utan stöd av teckningsrätter ska vara Mangold tillhanda senast klockan 15.00 den 31 januari 2020. Det är endast tillåtet att insända en (1) anmälningsedel för teckning utan stöd av teckningsrätter. Om fler än en anmälningsedel skickas in kommer enbart den sist erhållna att beaktas. Övriga anmälningsedlar kommer således att lämnas utan hänseende. Observera att anmälan är bindande. Är depån kopplad till en kapitalförsäkring eller ett investeringssparkonto (ISK) var vänlig kontakta din förvaltare för teckning.

Teckning kan även ske elektroniskt med BankID. Gå in på [www.mangold.se/aktuella-emissioner/](http://www.mangold.se/aktuella-emissioner/) och följ instruktionerna. Vid teckning av aktier utan stöd av teckningsrätter samt vid andra företagshändelser där deltagande är frivilligt och tecknaren har ett eget val om deltagande, måste Mangold hämta in uppgifter från dig som tecknare om medborgarskap och identifikationskoder. Detta följer av det regelverk för värdepappershandel som trädde i kraft den 3 januari 2018. För fysiska personer måste nationellt ID (NID) hämtas in om personen har annat medborgarskap än svenskt eller ytterligare medborgarskap utöver det svenska medborgarskapet. NID skiljer sig från land till land och motsvarar en nationell identifieringskod för landet. För juridiska personer (företag) måste Mangold ta in ett LEI (Legal Entity Identifier). Mangold kan vara förhindrad att utföra transaktionen om inte alla obligatoriska uppgifter inkommer.

*[Application to subscribe for shares without subscription rights is to take place from and including January 17, 2020 up until and including January 31, 2020. Subscription for shares without subscription rights is made in the subscription form for subscription for shares without preferential rights (Sw. Anmälningsedel för teckning utan företräde) which must be filled in, signed and sent to Mangold at the address above. Any payment shall not be made in connection with the subscription, but as set out below.*

*Application to subscribe for shares without subscription rights must have been received by Mangold no later than 15.00 CET on January 31, 2020. It is only allowed to submit one (1) subscription form for*

*subscription for shares without subscription rights. In case more than one subscription form is submitted, only the most recently received form will be considered. Other such subscription forms will thus be discarded. Please note that subscription for shares is binding. If the deposit is linked to an endowment insurance account (Sw. Kapitalförsäkring) or an investment savings account (Sw. Investeringsparkonto (ISK)), please contact your nominee.*

*Subscriptions can also be made electronically with electronic identification in Sweden (i.e BankID). Please go to [www.mangold.se/aktuella-emissioner/](http://www.mangold.se/aktuella-emissioner/) and follow the instructions. In the case of subscription for shares without subscription rights and other corporate events where participation is voluntary and the signatory has an own choice of participation, Mangold must collect information from you as a citizen of citizenship and identification codes. This follows from the securities trading regulations that entered into force on January 3, 2018. National ID (NID) must be collected if the natural person has a different citizenship than Sweden or additional citizenship in addition to Swedish citizenship. NID differs from country to country and corresponds to a national identification code for the country. For legal entities (companies), Mangold must have a Legal Entity Identifier (LEI). Mangold may be prevented from performing the transaction unless all required information is received.]*

**Tilldelning av aktier tecknade utan stöd av teckningsrätter / [Allotment of shares subscribed for without subscription rights]**

Om samtliga aktier inte tecknas med stöd av teckningsrätter ska styrelsen, inom ramen för emissionens högsta belopp, besluta om tilldelning av aktier tecknade utan stöd av teckningsrätter, varvid tilldelning i första hand ska ske till dem vilka även tecknat aktier med stöd av teckningsrätter och, för det fall dessa inte kan erhålla full tilldelning, tilldelning ske i förhållande till deras teckning med stöd av teckningsrätter och, om detta inte är möjligt, genom lottning, och tilldelning i andra hand ske till annan som tecknat aktier i nyemissionen utan stöd av teckningsrätter och, för det fall dessa inte kan erhålla full tilldelning, tilldelning ske i förhållande till det antal aktier som var och en har tecknat och, om detta inte är möjligt, genom lottning. Besked om eventuell tilldelning av aktier tecknade utan företrädesrätt lämnas genom översändande av tilldelningsbesked i form av en avräkningsnota. Betalning ska ske enligt besked på avräkningsnota, dock senast tre dagar efter utsänd avräkningsnota. Något meddelande skickas ej till dem som inte erhållit tilldelning av aktier. Erläggs ej likvid i rätt tid kan tecknade aktier komma att överlåtas till annan. Skulle försäljningspriset komma att understiga priset enligt detta Erbjudande, kan den som ursprungligen erhållit tilldelning av dessa aktier komma att bli betalningsskyldig för hela eller delar av mellanskillnaden.

*[If not all shares are subscribed for pursuant to subscription rights, the Board of Directors shall decide on allotment of shares subscribed for without the use of subscription rights up to the maximum amount of the issue, and the Board of Directors shall firstly allot shares to those who have also subscribed for shares pursuant to subscription rights, and in case full allotment is not possible, allotment in proportion to the number of shares subscribed for by them pursuant to subscription rights, and where this is not possible, by drawing of lots and secondly allot shares to those who have subscribed for shares without the use of subscription rights and where this is not possible, allotment in proportion to the number of shares they have subscribed for, and where this is not possible, by drawing of lots.*

*Notification of any allotment of shares subscribed for without subscription rights is made by the distribution of a settlement note. Payment must be made according to notice on the settlement note, no later than three days after the dispatch of the settlement note. No notification will be sent to those who have not been allotted shares. If subscribed shares are not paid in due time, such shares may be transferred to another person. In case the selling price is lower than the price according to this Offer, the one who originally received the allocation of these shares may be liable for payment of all or part of the difference.]*

## **BETALDA TECKNADE AKTIER / [PAID SUBSCRIBED SHARES]**

Efter erlagd betalning kommer Euroclear Sweden att sända ut en avi som bekräftelse på att betalda tecknade aktier (BTA) har bokats in på tecknarens VP-kontot. De nytecknade aktierna kommer att bokföras som BTA på VP-kontot till dess att de nya aktierna har registrerats hos Bolagsverket, vilket beräknas ske omkring vecka 8, 2020. Därefter kommer BTA att bokas om till vanliga aktier. Någon VP-avi utsänds ej i samband med denna ombokning.

*[After payment, Euroclear Sweden will distribute a notification confirming that paid subscribed shares (BTA) have been registered on the subscriber's VP account. The newly subscribed shares will be entered as BTA on the VP account until the new shares has been registered at the Swedish Companies Registration Office, which is expected to take place during week 8, 2020. Thereafter, BTA will be re-classified as regular shares. No notification will be issued in connection with such re-classification.]*

## **Handel med BTA / [Trade with BTA]**

Handel med BTA beräknas ske på Nasdaq First North Growth Market under perioden från och med den 17 januari 2020 fram till dess att de nya aktierna har registrerats av Bolagsverket. Värdepappersinstitut med erforderliga tillstånd står till tjänst med förmedling av köp och försäljning av BTA. ISIN-koden för BTA är SE0013647799.

*[Trading with BTA is expected to take place on Nasdaq First North Growth Market during the period from and including January 17, 2020 until the new shares have been registered by the Swedish Companies Registration Office. Securities institutions with the necessary permits are at your service with the mediation of purchases and sales of BTA. The ISIN code for BTA is SE0013647799.]*

## **RÄTT TILL UTDELNING / [RIGHT TO DIVIDEND]**

De nya aktierna medför rätt till vinstutdelning första gången på den avstämningsdag för utdelning som infaller närmast efter det att aktierna är införda i den av Euroclear Sweden förda aktieboken.

*[The new shares entitle to dividend for the first time at the record date for dividend nearest occurring after the new shares have been entered in the share register kept by Euroclear Sweden.]*

## **OFFENTLIGGÖRANDE AV UTFALL I ERBJUDANDET / [ANNOUNCEMENT OF THE OUTCOME OF THE OFFER]**

Teckningsresultatet i Erbjudandet förväntas offentliggöras under vecka 6, 2020, genom ett pressmeddelande från Hoylu.

*[The outcome of the Offer is expected to be published during week 6, 2020, through a press release from Hoylu.]*

## SELECTED FINANCIAL INFORMATION IN SUMMARY

The selected financial information below related to the financial year beginning on January 1, 2018, and ending on December 31, 2018, which has been derived from the audited consolidated financial statements for the financial year 2018 and the financial information for the period January – September, which has been derived from the unaudited interim report January – September 2019.

The financial statements have been prepared in accordance with the Annual Accounts Act (Sw. *Årsredovisningslag (1995:1554)*) and the Swedish Accounting Standards Board on annual report and consolidated financial statements BFNAR 2012: 1 (K3) as well as the Swedish Securities Market Act (Sw. *Lag (2007:528) om värdepappersmarknaden*). The K3 financial reporting framework is comparable to International Financial Reporting Standard's (IFRS) for small and medium enterprises.

## CONSOLIDATED INCOME STATEMENT

| KSEK   | 2019           | 2018           | 2018           |
|--|----------------|----------------|----------------|
|  | Jan-Sep        | Jan-Sep        | Jan-Dec        |
| Net sales  | 18,977         | 20,405         | 33,473         |
| Cost of goods and services sold                    | -5,883         | -6,389         | -10,301        |
| <b>Gross profit</b>                                | <b>13,094</b>  | <b>14,017</b>  | <b>23,172</b>  |
| Development, Sales, and Administrative Costs       | -31,436        | -31,721        | -42,785        |
| Administrative Assessment *                        | -2,100         | 0              | 0              |
| Depreciation/Amortization                          | -4,419         | -4,280         | -7,073         |
| <b>Operating profit/loss</b>                       | <b>-24,861</b> | <b>-21,984</b> | <b>-26,686</b> |
| Other financial items                              | -2,633         | -855           | -1,635         |
| <b>Profit before taxes</b>                         | <b>-27,493</b> | <b>-22,839</b> | <b>-28,321</b> |
| Taxes  | -38            | -26            | -81            |
| <b>Profit/loss for the period</b>                  | <b>-27,531</b> | <b>-22,866</b> | <b>-28,402</b> |
| <b>Key ratios:</b>                                 |                |                |                |
| Gross margin                                       | 69.0%          | 68.7%          | 69.2%          |
| Operating margin                                   | Neg            | Neg            | Neg            |
| Earnings per share before and after dilution       | -1.59          | -1.54          | -1.93          |
| Average number of shares before and after dilution | 17,270,444     | 14,610,003     | 14,683,835     |

## CONSOLIDATED BALANCE SHEET

| KSEK   | 9/30/2019     | 9/30/2018     | 12/31/2018    |
|--|---------------|---------------|---------------|
| <b>Intangible fixed assets</b>                   | <b>39,418</b> | <b>32,392</b> | <b>32,842</b> |
| <b>Tangible assets</b>                           | <b>1,216</b>  | <b>1,386</b>  | <b>1,759</b>  |
| Financial fixed assets                           | 7,932         | 7,040         | 7,146         |
| <b>Total fixed assets</b>                        | <b>48,566</b> | <b>40,818</b> | <b>41,747</b> |
| Inventories                                      | 2,055         | 1,728         | 1,427         |
| Accounts receivable                              | 6,891         | 10,908        | 13,298        |
| Other current assets                             | 2,879         | 1,795         | 1,225         |
| Liquid assets, including current investments     | 1,534         | 1,265         | 475           |
| <b>Total current assets</b>                      | <b>13,360</b> | <b>15,697</b> | <b>16,425</b> |
| <b>Total assets</b>                              | <b>61,926</b> | <b>56,515</b> | <b>58,172</b> |
| <b>Total equity</b>                              | <b>21,645</b> | <b>13,153</b> | <b>7,444</b>  |
| Other long term liabilities                      | 0             | 0             | 0             |
| <b>Total long-term liabilities</b>               | <b>0</b>      | <b>0</b>      | <b>0</b>      |
| Accounts payable                                 | 7,795         | 9,705         | 9,039         |
| Other current liabilities                        | 22,587        | 17,736        | 12,806        |
| Convertible Notes                                | 9,899         | 15,921        | 28,883        |
| <b>Total current liabilities</b>                 | <b>40,281</b> | <b>43,362</b> | <b>50,728</b> |
| <b>Total liabilities and shareholders equity</b> | <b>61,926</b> | <b>56,515</b> | <b>58,172</b> |



## CONSOLIDATED CASH FLOW STATEMENT

| KSEK   | 2019           | 2018           | 2018           |
|--|----------------|----------------|----------------|
|  | Jan-Sep        | Jan-Sep        | Jan-Dec        |
| <b>Operating Profit (Loss)</b>   | <b>-24,861</b> | <b>-21,984</b> | <b>-26,686</b> |
| Depreciation, amortisation   | 4,419          | 4,280          | 5,723          |
| Impairment   | 0              |                | 1,696          |
| Interest Received  | 0              | 0              | 0              |
| Interest Paid  | -2,596         | -409           | -1,680         |
| Taxes  | -38            | -26            | -81            |
| Foreign exchange Gain or Loss  | -221           | 4              | 45             |
| Incentive Programs   | 0              | 0              | 68             |
| Translation differences  | -5,723         | 947            | -257           |
| <b>Cash flow from operating activities before changes in working capital</b> | <b>-29,021</b> | <b>-17,187</b> | <b>-21,172</b> |
| Change in operating receivables  | 4,580          | 242            | -1,372         |
| Change in inventory  | -653           | 98             | 399            |
| Change in operating liabilities  | 13,590         | 6,291          | -5,081         |
| <b>Cash flow from operating activities</b>                                   | <b>-11,504</b> | <b>-10,556</b> | <b>-27,227</b> |
| Intangible assets  | -9,444         | -7,276         | -10,952        |
| Fixed assets   | -424           | 0              | -550           |
| Financial fixed assets   | 0              | 0              | 0              |
| <b>Cash flow from net capital expenditures</b>                               | <b>-9,868</b>  | <b>-7,276</b>  | <b>-11,502</b> |
| <b>Total cash flow before financing activities</b>                           | <b>-21,373</b> | <b>-17,832</b> | <b>-38,729</b> |
| New share issue  | 38,955         | 10,031         | 7,015          |
| Change in financial liabilities  | -16,523        | 4,535          | 27,659         |
| <b>Cash flow from financing activities</b>                                   | <b>22,432</b>  | <b>14,566</b>  | <b>34,674</b>  |
| <b>Cash flow for the period</b>  | <b>1,059</b>   | <b>-3,266</b>  | <b>-4,054</b>  |
| Liquid assets at the beginning of the period                                 | 475            | 4,531          | 4,529          |
| <b>Liquid assets at the end of the period</b>                                | <b>1,534</b>   | <b>1,265</b>   | <b>475</b>     |

## **PRELIMINARY SALES NUMBERS FOR Q4 2019**

Bookings in Q4 were 19.2 MSEK. Revenues in the quarter were 8.1 MSEK and billings were 11.4 MSEK. Annual recurring revenues and long-term service contracts for 2020 per January 1st were 15 MSEK.

The complete financial report for Q4 2019 will be released on February 24, 2020.

## SHARES AND SHARE CAPITAL

### GENERAL INFORMATION

The Company's share capital shall, as set out in the Company's Articles of Association, amount to at least SEK 2,060,975 and a maximum of SEK 8,243,900, divided into a minimum of 25,000,000 and a maximum of 100,000,000 shares. At the date of the Information Memorandum, the share capital of Hoylu amounts to SEK 2,111,319.184684, divided into 25,610,678 shares. The quota value is approximately SEK 0.082.

All shares have been issued in accordance with Swedish law. All issued shares have been fully paid and are freely transferrable. The shares are registered in a central securities depository, Euroclear Sweden, in accordance with the Swedish Financial Instruments Accounts Act (Sw. *lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*). The Company's shares are subject to trade on Nasdaq First North Growth Market. The shares are cleared through the electronic securities system operated by Euroclear Sweden. The ISIN for the shares is SE0009581192 and are traded under the ticker HOYLU. The Company's certified adviser is Mangold Fondkommission AB.

No shares in Hoylu are subject to mandatory offers, redemption rights or redemption obligation at the date of the Information Memorandum.

### SHARE CAPITAL

The table below summarizes the share capital developments in the Company's ordinary share capital since 18 October 2016 to the date of the Information Memorandum. In addition, the Company has as described in the section Invitation to subscribe for shares in Hoylu also resolved on a Private placement which has yet not been registered with the Swedish Companies Registration Office. The Private Placement will result in an increase of the share capital of SEK 161,013.71 through the issue of 1,953,125 shares

| Date          | Event                         | Change In Shares | Total Shares | Change In Capital | Share Capital | Quota Value |
|---------------|-------------------------------|------------------|--------------|-------------------|---------------|-------------|
| <b>Shares</b> |                               |                  |              |                   |               |             |
| 10/01/16      | Formation                     | 10,000,000       | 10,000,000   | 100,000           | 100,000       | 0.010       |
| 12/30/16      | Reverse Split (4:1)           | -7,500,000       | 2,500,000    | 0                 | 100,000       | 0.040       |
| 01/03/17      | New Issue                     | 5,000,000        | 7,500,000    | 200,000           | 300,000       | 0.040       |
| 01/23/17      | Directed Share Issue          | 600,000          | 8,100,000    | 24,000            | 324,000       | 0.040       |
| 01/31/17      | Directed Share Issue          | 8,800,000        | 16,900,000   | 352,000           | 676,000       | 0.040       |
| 02/06/17      | Changes in Number of Shares   | -8,700,000       | 8,200,000    | 0                 | 676,000       | 0.082       |
| 06/28/17      | New Issue - Creative Minds    | 400,000          | 8,600,000    | 32,976            | 708,976       | 0.082       |
| 07/12/17      | Directed Share Issue          | 1,699,999        | 10,299,999   | 140,146           | 849,122       | 0.082       |
| 11/1/2017     | Employee Investment           | 1,000,000        | 11,299,999   | 82,439            | 931,561       | 0.082       |
| 01/11/18      | Recall Conversion             | 1,015,823        | 12,315,822   | 83,744            | 1,015,305     | 0.082       |
| 01/17/18      | Private Placement             | 1,823,944        | 14,139,766   | 150,364           | 1,165,669     | 0.082       |
| 02/07/18      | Convertible Note - Conversion | 725,945          | 14,865,711   | 59,846            | 1,225,515     | 0.082       |
| 07/01/19      | Convertible Note - Conversion | 6,394,967        | 21,260,678   | 527,194           | 1,752,710     | 0.082       |
| 07/01/19      | Private Placement             | 3,750,000        | 25,010,678   | 309,147           | 2,061,856     | 0.082       |
| 12/11/19      | Directed Share Issue          | 600,000          | 25,610,678   | 49,463            | 2,111,319     | 0.082       |

## BOARD OF DIRECTORS, SENIOR MANAGEMENT AND AUDITOR

The board of directors of Hoylu currently consists of four members elected for the period ending at the next Annual General Meeting.

The senior management of Hoylu currently consists of Stein Revelsby (CEO), Truls Baklid (COO), Karl Wiersholm (CFO), Travis Beaven (CPO), and Neil Fishman (CTO). Truls Baklid also holds the position as General Manager for EMEA and deputy CEO for the Company.

### THE BOARD OF DIRECTORS

As set out in the Company's Articles of Association, the board shall consist of not less than three and not more than seven members with a maximum number of seven deputies. The work of the board is led by its chairman.

All of the members of the board are, in their opinion, independent in relation to the larger shareholders of the Company (i.e. shareholders that directly or indirectly own 10% or more of Company's shares or votes). Except for Stein Revelsby, all of the members of the board are, in the board's opinion, independent in relation to the Company. Stein Revelsby is dependent due to his assignment as CEO of Hoylu and as of December 1, 2018,

The table below sets out the members of the board of directors, their year of birth, their position, the year of their initial election and their shareholdings.

#### Board of Directors

| Name            | Born | Position    | Elected | Holdings  |
|-----------------|------|-------------|---------|---|
| Bjorn Wallin    | 1963 | Chairman    | 2019    | None  |
| Stein Revelsby  | 1962 | Member, CEO | 2016    | 518,975 <sup>17</sup> shares,<br>625,900 synthetic options<br>and 800,000 options |
| Hans Othar Blix | 1965 | Member      | 2019    | 786,981 shares  |
| Ian Sandmæl     | 1974 | Member      | 2018    | None  |

#### Bjorn Wallin

*Chairman of the board*

**Born:** 1963

**Main occupation:** Founder and CEO of Recall Capital Group.

**Previous assignments (past five years):** Björn has experience as a CEO, CFO, Head of Mergers & Acquisitions and board member for several listed Swedish growth companies. Björn has also been the Listing supervisor and CEO at Nordic Growth Market, and was a director of GXG Markets, both regulated Scandinavian exchange markets.

**Shareholding in Hoylu:** None.

*Independent in relation to larger shareholders and in relation to the Company.*

## **Stein Revelsby**

*Member of the board, CEO*

**Born:** 1962

**Education:** MBE, Norwegian School of Management (BI).

**Main occupation:** CEO of Hoylu.

**Other current assignments:** None.

**Previous assignments (past five years):** Member of the board of Cenium AS, Virtualworks Inc. Member of the board and CEO of Anoto Group AB (publ).

**Shareholding in Hoylu:** 518,975<sup>18</sup> shares through Standard Forvaltning AS and 625,900 synthetic options and 800,000 options.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

## **Hans Othar Blix**

*Member of the board*

**Born:** 1965

**Education:** Master of Business and Marketing, Oslo Business School.

**Main occupation:** President and Chairman of Skadi Capital LLC and Chairman and CEO of Skadi AS.

**Previous assignments (past five years):** Blix has been working as an investor, consultant and professional board member for more than 25 years in over 40 tech and IT companies in Scandinavia and the US.

**Shareholding in Hoylu:** 786,981 shares.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

## **Ian Sandmæl**

*Member of the board*

**Born:** 1974

**Education:** Bachelor in Product Design, Art Center College, Pasadena, California.

**Main occupation:** Co-founder and CEO at Work, a product design consultancy firm based in Oslo, Norway. Worked with clients like Cisco, Acano, WB Samson, Hafslund, Defa, Rica, Hatteland Display.

**Other current assignments:** None.

**Previous assignments (past five years):** IDEO, San Francisco, worked with international clients like Microsoft and Procter & Gamble.

**Shareholding in Hoylu:** None.

*Independent in relation to larger shareholders and in relation to the Company.*

## SENIOR MANAGEMENT

### Stein Revelsby

*Member of the board, CEO*

Please be referred to description under “Board of directors” above.

### Truls Baklid (COO)

COO

**Born:** 1972

**Education:** BBA Finance, University of Wisconsin, Juris Doctor (JD), University of San Diego – School of Law and MS Accountancy, San Diego State University.

**Other current assignments:** None.

**Previous assignments (past five years):** General Manager at ayfie Group. Vice President at Scala, Managing Director at VirtualWorks.

**Shareholding in Hoylu:** 600,000 shares through Baklid Invest AS.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

### Karl Wiersholm

CFO

**Born:** 1963

**Education:** MBA in Management & Information Technology, BI Norwegian Business School.

**Other current assignments:** None.

**Previous assignments (past five years):** Member of the board of Anoto, Inc. CFO of Anoto Group AB (publ), Athletic DNA, Inc., Doyenz, Inc. Interim CFO of Auction Edge, Inc.

**Shareholding in Hoylu:** 293,975 shares through Ce-Wi Invest AS and 227,950 synthetic options and 325,000 options.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

## **Travis Beaven**

*CPO*

**Born:** 1974

**Education:** BA, Design and Visual Communications, Seattle Art Institute.

**Other current assignments:** None.

**Previous assignments (past five years):** Founder and CEO, Creative Minds LLC; Chief Product Officer, Xevo.

**Shareholding in Hoylu:** 293,975 shares and 187,950 synthetic options and 325,000 options.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

## **Neil Fishman**

*Chief Engineer*

**Born:** 1966

**Education:** BS in Computer & Systems Engineering, Rensselaer Polytechnic Institute, MS in Computer & Systems Engineering, Harvard University.

**Other current assignments:** None.

**Previous assignments (past five years):** Vice President of Engineering, Xevo. Software Engineering Lead, Xbox Store, Microsoft Corporation.

**Shareholding in Hoylu:** 295,233 shares and 190,466 synthetic options and 325,000 options.

*Independent in relation to larger shareholders, dependent in relation to the Company.*

## **OTHER INFORMATION ABOUT THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

All members of the Board and the senior management can be contacted via the Company's address: Tunnbindaregatan 37, 602 21 Norrköping, Sweden.

None of the members of the board or the senior management have over the last five years, (i) been convicted of a fraud-related case, (ii) been involved in bankruptcy, liquidation, bankruptcy proceedings or company reconstruction in his capacity as a member of a board of directors or as a senior manager, (iii) been subject to official incrimination and/or sanctions by statutory or regulatory authorities, or (iv) been prohibited by the courts from being a member of a board of directors or governing body, or otherwise to do business.

None of the members of the board or the senior managers has, at the date for this Information Memorandum, received any compensation from Hoylu, except for salary to the senior management. Further, none of the members of the board or the senior managers are entitled to any benefits in conjunction with the termination of an assignment as a board member or as a senior manager (other than that set out in provisions in the senior manager's employment contracts regarding employment benefits during the period of notice).

**AUDITOR**

The auditor of Hoylu is Henrik Ekstrom, a Certified Public Accountant and partner at Deloitte AB. The auditor can be contacted at Deloitte AB, Rehngatan 11, 113 57 Stockholm.



## **ADDRESSES**

### **ISSUER**

#### **Hoylu AB (publ)**

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### **ISSUING AGENT AND CERTIFIED ADVISER**

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### **LEGAL ADVISER**

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#### **Deloitte AB**

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### **CENTRAL SECURITIES DEPOSITARY**

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