



Regulatory release no. 16
May 26, 2021

Better Collective announces intention to carry out a directed share issue of approx. SEK 1.5 billion (EUR 150 million) in gross proceeds to increase financial flexibility

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Better Collective A/S (“Better Collective” or the “Company”), a global sports betting media group with a leading position in the US in light of the recently announced acquisition of Action Network Inc. (“Action”), today announces its intention to carry out a directed share issue of approx. SEK 1.5 billion (EUR 150 million) (the “Transaction”) to institutional and other professional investors.

The Transaction in brief

The Company and its Board of Directors believes that using the flexibility provided by a directed placing in combination with an accelerated book-built undocumentated offering to institutional and other professional investors is the most appropriate and optimal structure to execute the Transaction.

Based on the authorisation granted by the annual general meeting on April 26, 2021, the Transaction is being conducted through an accelerated book building process (the “Book building”), which will commence immediately following this announcement. Pricing and allocation of the new shares are expected to take place before the beginning of trading on Nasdaq Stockholm at 09:00 CEST on May 27, 2021. The timing of closing, pricing and allocation in the Book building is at the discretion of the Company. The Company will announce the outcome of the Transaction upon completion of the Book building in a subsequent press release.

In connection with the Transaction, the Company has agreed to a lock-up undertaking on future share issuances for a period of 90 days. The Company’s lock-up undertaking is subject to certain specific exceptions, e.g. that the



Company can carry out future share issuances if done so in the context of and as an integral part of an industrial acquisition pursuant to its announced growth strategy or in connection with management incentive programmes.

Reasons for the Transaction and use of net proceeds

Better Collective has decided to explore a share offering to increase its financial flexibility following the announcement on 3 May 2021 to acquire Action for 240 mUSD on a cash and debt free basis. The Company continues to expect the acquisition of Action to close in Q2 2021.

Pro forma for the acquisition of Action and the Transaction, Better Collective will be well positioned to continue to execute on its growth-oriented strategy – including through additional acquisitions beyond Action – in light of its organic growth prospects and expectations to achieve debt leverage (Net Interest Bearing Debt/EBITDA) within its financial target of <3.0x.

In addition, through further diversifying the Company's shareholder base, the Transaction is expected to contribute to an increased free float and liquidity in the Better Collective share. The Transaction is expected to raise gross proceeds of approx. 1,500 mSEK (150 mEUR), which will be applied towards the purchase consideration for acquiring Action.

About Better Collective

[Better Collective](#) is a global sports betting media group that develops digital platforms for betting tips, bookmaker information and iGaming communities. Better Collective's vision is to empower iGamers through innovative products and technologies and by creating transparency in the online betting market. Its portfolio of platforms and products include [bettingexpert.com](#), the trusted home of tips from expert tipsters and in depth betting theory, [HLTV.org](#), the world's leading esports media and community focusing on competitive Counter Strike: Global Offensive (CS:GO), and [vegasinsider.com](#), a leading source for sports betting information in the US. Better Collective is headquartered in Copenhagen, Denmark, and listed on Nasdaq Stockholm (BETCO).

Advisors

Morgan Stanley & Co. International plc and Nordea Corporate Finance & ECM, part of Nordea Danmark, Filial af Nordea Bank Abp, Finland act as Global Coordinators and Bookrunners in connection with the Transaction. Bruun & Hjejle and Setterwalls are legal advisors to the Company, and Vinge and Milbank are legal advisers to the Global Coordinators and Bookrunners.

Enquiries regarding this announcement should be addressed to:

Head of investor relations: Christina Bastius Thomsen, +45 2363 8844, investor@bettercollective.com

This information is such information as Better Collective A/S is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 17:31 CEST on May 26, 2021.

Important information

Publication, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in the Company in any jurisdiction, neither from the Company nor from anyone else.

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 Company's shares. Any investment decision in connection with



the Transaction must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Global Coordinators and Bookrunners. 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. The Global Coordinators and Bookrunners are acting for the Company in connection with the Transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Transaction or any other matter referred to herein.

This announcement does not constitute a recommendation concerning any investor's option with respect to the Transaction. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this announcement and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

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

This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Transaction. 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.

This announcement is only being distributed to and is only directed at persons in the United Kingdom that are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). This communication must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements



are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this press release or any obligation to update or revise the statements in this press release to reflect subsequent events. Readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is required by law or Nasdaq Stockholm's rule book for issuers.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in the Company 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 "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company 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 Transaction. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Nordea will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 (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 the Company.

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

Solely for the purposes of the product governance requirements contained within: Paragraph 3.2.7R regarding the responsibilities of UK Manufacturers under the Product Governance requirements contained within Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the shares in the Company 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 the FCA Handbook Product Intervention and Product Governance Sourcebook; and (ii) eligible for distribution through all distribution channels as are permitted by the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Target Market Assessment"). Notwithstanding the UK Target Market Assessment,



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For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the FCA Handbook Product Intervention and Product Governance Sourcebook; 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 the Company.

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