



Digitalist Group Plc

Inside information

30 March 2021 at 20:30

## **Digitalist Group's directed convertible bonds to Turret Oy Ab and Holdix Oy Ab**

On 30 March 2021, Digitalist Group Plc's ("Digitalist Group" or "Company") Company's Board of Directors resolved under the authorisation granted by the Company's Annual General Meeting of 14 April 2020 to, in deviation from the pre-emptive right of the Company's shareholders, directed convertible bonds to Turret Oy Ab ("Convertible Bond 2021/1") and Holdix Oy Ab ("Convertible Bond 2021/2") and the attached special rights as referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act ("Special Rights") for subscription by Turret Oy Ab ("Turret") and Holdix Oy Ab ("Holdix") in accordance with the terms ("Terms") of the agreement concerning the loans.

Under the Terms, Convertible Bond 2021/1 and Convertible Bond 2021/2 can be converted into a maximum total of 33,333,332 new Digitalist Group shares. The Terms concerning them are appended to this stock exchange release.

Turret is Digitalist Group's largest shareholder and Holdix the second largest shareholder.

### Convertible Bond 2021/1

Convertible Bond 2021/1 directed at Turret amounts to EUR 650,000.00 and is divided between a total of three bonds ("Bond"). Under the Terms, Convertible Bond 2021/1 can be converted into a maximum total of 21,666,666 new Digitalist Group shares. Turret has subscribed for the Convertible Bond 2021/1 and the attached Special Rights in full in accordance with the Terms, and the Company's Board of Directors has accepted Turret's subscription.

The essential terms of the Convertible Bond 2021/1 are as follows:

- o amount EUR 650,000.00;
- o interest 6.0% p.a.;
- o maturity date (if conversion right not exercised) 31 May 2024;
- o the interest falls due in one instalment on 31 May 2024;
- o the debtor has the right to repay the loan and its interests to the creditor at any time before the maturity date;

- o the rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of the Convertible Bond 2021/1, yet so that the Bonds 1-2 can be converted to a maximum of 8,333,333 new Company Shares and the Bond 3 can be converted to a maximum of 5,000,000 new Company Shares and the entire loan to a total of 21,666,666 new Company shares in accordance with the terms. The rate of conversion of the share will be adjusted in accordance with the Terms of the Convertible Bond 2021/1.
- o time of conversion at any time between 30 March 2021 and 31 May 2024, yet so that the debtor has the right to notify that it intends to repay the loan, in which case no conversion right exists for 3 months starting from such a notification.

#### Convertible Bond 2021/2

Convertible Bond 2021/2 directed at Holdix amounts to EUR 350,000.00 and is divided between a total of three bonds ("Bond"). Under the Terms, Convertible Bond 2021/2 can be converted into a maximum total of 11,666,666 new Digitalist Group shares. Holdix has subscribed for the Convertible Bond 2021/2 and the attached Special Rights in full in accordance with the Terms, and the Company's Board of Directors has accepted Holdix's subscription.

The essential terms of the Convertible Bond 2021/2 are as follows:

- o amount EUR 350,000.00;
- o interest 6.0% p.a.;
- o maturity date (if conversion right not exercised) 31 May 2024;
- o the interest falls due in one instalment on 31 May 2024;
- o the debtor has the right to repay the loan and its interests to the creditor at any time before the maturity date;
- o the rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of the Con-

vertible Bond 2021/2, yet so that the Bonds 1-2 can be converted to a maximum of 3,333,333 new Company Shares and the Bond 3 can be converted to a maximum of 5,000,000 new Company Shares and the entire loan to a total of 11,666,666 new Company shares in accordance with the terms. The rate of conversion of the share will be adjusted in accordance with the Terms of the Convertible Bond 2021/2.

- o time of conversion at any time between 30 March 2021 and 31 May 2024, yet so that the debtor has the right to notify that it intends to repay the loan, in which case no conversion right exists for 3 months starting from such a notification.

DIGITALIST GROUP PLC

Board of Directors

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