



Digitalist Group Plc Inside information 12 March 2020 at 16:00

Digitalist Group structures its financing, directed convertible bonds to Turret Oy Ab and Holdix Oy Ab

Financing arrangement 12 March 2020

On 12 March 2020, Digitalist Group Plc ("Digitalist Group" or "Company") agreed with Turret Oy Ab ("Turret") and Holdix Oy Ab ("Holdix") on a financing arrangement amounting to approximately EUR 9.2 million ("Arrangement") whereby the Company's short-term loans from Turret and Holdix were converted into long-term convertible bonds in the amount of approximately EUR 8.2 million. In addition to the conversion of the debts, Turret pays the Company EUR 1.0 million in cash as part of the subscription price of the convertible bonds in accordance with agreed terms and conditions.

As part of the Arrangement, receivables which Turret has had from the Company's subsidiaries Digitalist Sweden AB and Grow AB, amounting to a total of approximately EUR 1.375 million, were transferred to be borne by Digitalist Group. Moreover, the Company, Turret and Holdix have agreed in connection with the Arrangement on the amendment of the terms of Digitalist Group's Convertible Bond 31 May 2018 so that the interest payable on the loan of the principal of the bonds as of 12 March 2020 was transferred to be paid in one instalment upon the termination of the loan period on 31 December 2021 with respect to each Bond.

Directed convertible bonds to Turret and Holdix

As part of the Arrangement, the Company's Board of Directors resolved under the authorisation granted by the Company's Annual General Meeting of 2 April 2019 to, in deviation from the pre-emptive right of the Company's shareholders, direct convertible bonds to Turret ("Convertible Bond 2020/1") and Holdix ("Convertible Bond 2020/2") 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 and Holdix in accordance with the terms ("Terms") of the agreement concerning the loans.

Under the Terms, Convertible Bond 2020/1 and Convertible Bond 2020/2 can be converted into a maximum total of 305,981,370 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 2020/1

Convertible Bond 2020/1 directed at Turret amounts to EUR 6,764,732.65 and is divided between a total of ten bonds ("Bond"). Under the Terms, Convertible Bond 2020/1 can be converted into a maximum total of 224,758,340 new Digitalist Group shares. Turret has subscribed for the Convertible Bond 2020/1 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 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 2020/1, yet so that each Bond can be converted into a maximum total of 22,475,834 new Company shares. The rate of conversion of the share will be adjusted in accordance with the Terms of the Convertible Bond 2020/1.

The essential terms of the Convertible Bond 2020/1 are as follows:

- o amount EUR 6,764,732.65, out of which EUR 5,764,732.65 fell due in connection with the subscription, EUR 500,000 falls due by 20 March 2020 and EUR 500,000 falls due by 31 May 2020 in accordance with the Terms;
- o interest 6.0% p.a.;
- o maturity date (if conversion right not exercised) 31 January 2022;
- o the interest falls due in one instalment on 31 January 2022;
- 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 subscription price per share 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, yet so that each bond can be converted to a maximum of 22,475,834 new Digitalist shares and the entire loan to a total of 224,758,340 Digitalist shares in accordance with the terms;
- o time of conversion at any time between 31 May 2020 and 31 January 2022, 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.

In connection with the subscription, Turret has paid some of the subscription price of the Convertible Bond 2020/1 by setting off its receivables from the Company in the amount of EUR 5,764,732.65.

Convertible Bond 2020/2

Convertible Bond 2020/2 directed at Holdix amounts to EUR 2,444,635.37 and is divided between a total of ten bonds ("Bond"). Under the Terms, Convertible Bond 2020/2 can be converted into a maximum total of 81,223,030 new Digitalist Group shares. Holdix has subscribed for the Convertible Bond 2020/2 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 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 2020/2, yet so that each Bond can be converted into a maximum total of 8,122,303 new Company shares. The rate of conversion of the share will be adjusted in accordance with the Terms of the Convertible Bond 2020/2.

The essential terms of the Convertible Bond 2020/2 are as follows:

- o amount EUR 2,444,635.37;
- o interest 6.0% p.a.;
- o maturity date (if conversion right not exercised) 31 January 2022;
- o the interest falls due in one instalment on 31 January 2022;
- 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 subscription price per share 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, yet so that each bond can be converted to a maximum of 8,122,303 new Digitalist shares and the entire loan to a total of 81,223,030 Digitalist shares in accordance with the terms;
- o time of conversion at any time between 12 March 2020 and 31 January 2022, 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.

In connection with the subscription, Holdix has paid the subscription price of the Convertible Bond 2020/2 by setting off its receivables from the Company in the amount of EUR 2,444,635.37.

DIGITALIST GROUP PLC

Board of Directors

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