

COMPANY ANNOUNCEMENT

No. 171/2023

Tvis, 26 June 2023

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TCM Group A/S Announces Completion of Directed Issue of 1,221,419 New Shares

On 26 June 2023, TCM Group A/S ("TCM" or the "Company") announced its intention to raise new capital through an accelerated bookbuilding process. The offering (the "Offering") of new shares (the "New Shares") in TCM has now been successfully completed. Reference is made to company announcement no. 170 of 26 June 2023.

TCM has successfully completed a directed issue and private placement of 1,221,419 new shares at an offer price of DKK 64.5 per share, raising gross proceeds to TCM of approx. DKK 78.8 million.

The Offering has not been registered under the U.S. Securities Act and was made pursuant to applicable exemptions from the obligation to publish a prospectus in Denmark as well as exemptions from the U.S. Securities Act and the securities laws of other applicable jurisdictions in a directed issue and private placement and subscribed for by eligible qualified institutional and professional investors in Denmark and in certain other jurisdictions and by certain members of TCM's Board of Directors and Executive Management at market price and without pre-emption rights for TCM's existing shareholders.

The net proceeds from the Offering will be used in accordance with company announcement no. 170 of 26 June 2023.

As the Offering was oversubscribed, an individual allocation of the New Shares was made.

TCM has in connection with the Offering, agreed to undertake a lock-up commitment for 180 calendar days following settlement of the Offering (subject to certain exceptions), and each of the members of its Board and Executive Management have in connection with the Offering agreed to undertake a lock-up commitment for 90 calendar days following settlement of the Offering (subject to certain exceptions).

CAPITAL INCREASE

Subject to settlement, a share capital increase will be registered with the Danish Business Authority and the share capital of TCM will hereafter consist of 10,363,713 shares of DKK 0,10 each, equivalent to a registered share capital of nominally DKK 1,036,371.3.

The New Shares represent approximately 13.4% of TCM's registered share capital before the capital increase and will account for approximately 11.8% of TCM's registered share capital upon completion of the capital increase.

ADMISSION TO TRADING AND OFFICIAL LISTING

The New Shares will be issued under the temporary ISIN code DK0062498176. No application for admission to trading and official listing has been, or will be, filed for the New Shares issued under the temporary ISIN code, and the temporary ISIN code will only be registered with VP Securities A/S (“Euronext Securities”) for subscription of the New Shares. The temporary ISIN code in Euronext Securities will be merged with the permanent ISIN code for the existing shares, DK0060915478, as soon as possible following registration of the share capital increase with the Danish Business Authority. The New Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen A/S, in the permanent ISIN code for the existing shares, DK0060915478, on or around 30 June 2023.

The admission to trading and official listing of the New Shares is subject to the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect.

EXPECTED TIMETABLE FOR THE OFFERING

<u>Date</u>	<u>Event</u>
Expected Thursday 29 June 2023	Settlement and payment for the New Shares
Expected Thursday 29 June 2023	Registration of the capital increase with the Danish Business Authority
Expected Friday 30 June 2023	Admission to trading and official listing of the New Shares on Nasdaq Copenhagen A/S
Expected Monday 3 July 2023	Merger of the temporary ISIN code with the permanent ISIN code in the system of Euronext Securities

NEW SHARES

The decision to launch an offering of new shares in a directed issue was made pursuant to article 5.1 in TCM’s articles of association pursuant to which its board of directors is authorised to make share capital increases without pre-emption rights for the existing shareholders at market price.

The New Shares will rank *pari passu* in all respects with existing shares in TCM. The New Shares will be negotiable instruments, and no restrictions will apply to their transferability. No shares, including the New Shares, carry or will carry any special rights. Rights conferred by the New Shares, including voting rights and dividend rights, will apply from the time when the capital increase is registered with the Danish Business Authority. The New Shares must be registered in the name of the holder in the Company’s register of shareholders.

SOLE GLOBAL COORDINATOR AND BOOKRUNNER

Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige is acting as Sole Global Coordinator and Bookrunner in connection with the Offering.

Kromann Reumert acts as Danish legal advisor to the Company. Gorrissen Federspiel Advokatpartnerselskab acts as Danish legal advisor to the Sole Global Coordinator and Bookrunner.

DISCLAIMER

This company announcement contains forward-looking statements. These statements are not guarantees of future perfor-

mance and involve certain risks and uncertainties, in particular this announcement should not be construed as a confirmation neither that the Offering will complete, nor of the deal size or the price. Therefore, actual future results and trends may differ materially from what is forecast in this report due to a variety of factors.

This announcement is intended for the sole purpose of providing information. Persons needing advice should consult an independent financial adviser. This announcement does not constitute an investment recommendation.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia, the "United States"), Canada, Japan, South Africa, Hong Kong or Australia, except as permitted by applicable law, or any other jurisdiction in which such publication or distribution is unlawful.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Canada, Japan, South Africa, Hong Kong, Australia or any other jurisdiction in which such offers or sales are unlawful (the "Excluded Territories"). Any failure to comply with this may constitute a violation of US, Canadian, Japanese, South African, Hong Kong or Australian securities laws or the securities laws of other states as the case may be.

The securities offered in connection with the Offering have not been and will not be registered under any applicable securities laws of any state, province, territory, county or jurisdiction of the Excluded Territories. Accordingly, such securities may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such securities in, the relevant jurisdiction. There will be no public offer of securities in the United States or elsewhere.

This announcement is not a prospectus and has been prepared on the basis that any offers of securities referred to herein in any member state of the European Economic Area will be made pursuant to an exemption under Regulation (EU) 2017/1129 on prospectuses (the "Prospectus Regulation"). The information set forth in this announcement is only being distributed to, and directed at, persons in member states of the European Economic Area who are qualified investors ("Qualified Investors") within the meaning of the Prospectus Regulation.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by TCM or by any of its affiliates or agents, or the Sole Global Coordinator and Bookrunner, as to or in relation to, the accuracy, completeness or sufficiency of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers in connection with the Company's Offering of the New Shares and/or the private placement referred to herein, and any liability therefore is expressly disclaimed.

The Sole Global Coordinator and Bookrunner and its affiliates is acting exclusively for TCM Group A/S and no-one else in connection with the Offering. It will not regard any other person as its respective clients in relation to the Offering and will not be responsible to anyone other than TCM Group A/S for providing the protections afforded to its respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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 TCM Group A/S 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 TCM Group A/S may decline and investors could lose all or part of their investment; the shares in TCM Group A/S offer no guaranteed income and no capital protection; and an investment in the shares in TCM Group A/S 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 contemplated share issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Carnegie Investment Bank, filial af Carnegie Investment Bank AB (publ), Sverige 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 TCM Group A/S. Each distributor is responsible for undertaking its own target market assessment in respect of the shares in TCM Group A/S and determining appropriate distribution channels.

For further information please contact:

Torben Paulin, CEO, TCM Group A/S, +45 21 21 04 64

Thomas Hjannung, CFO, TCM Group A/S, +45 97 43 52 00

IR Contact – ir@tcmgroup.dk

About TCM Group

TCM Group is Scandinavia’s third largest manufacturer of kitchens and furniture for bathrooms and storage. The products are designed and produced in Denmark and rooted in a proud tradition of good quality and good craftsmanship. TCM Group pursues a multi-brand strategy, under which the main brand is Svane Køkkenet and the other brands are Tvis Køkken and Nettoline. Combined, the brands cater for the entire price spectrum, and are sold through c. 140 dealers in Denmark and the rest of the Scandinavia. TCM Group sells private label kitchens through DIY stores in Denmark and independent kitchen stores in Norway. TCM Group is supplier to the 45% owned e-commerce kitchen business Celebert, which operates under the brands kitchn.dk, billigskabe.dk, Celebert and Just Wood. See www.tcmgroup.dk for more information.