

Rejlers is one of the largest engineering consultancy firms in the Nordic region. Our 2,000 experts work with projects in the areas of Building and property, Energy, Industry and Infrastructure. At Rejlers, you will meet specialist engineers with the knowledge, cutting edge expertise and energy to achieve results. We are still experiencing rapid growth and can now be found in 80 locations in Sweden, Finland and Norway. Rejlers recorded revenue of SEK 2.3 billion in 2016 and its class B share is listed on NASDAQ Stockholm.

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Press release  
06-03-2017

# Rejlers announces terms for the rights issue

Rejlers AB (publ) (the "Company" or "Rejlers") announced on February 9, 2017, that the Board of Directors had resolved to, subject to the approval by the Extraordinary General Meeting on March 13, 2017, launch a rights issue of approximately SEK 200 million to accelerate the Company's ongoing transformation process and thereby strengthen its financial position as well as its operational flexibility. Today, Rejlers' Board of Directors announces the final terms and conditions for the rights issue.

## Summary

- » Shareholders in Rejlers have preferential right to subscribe for two (2) new shares per five (5) existing shares, irrespective of share class, i.e. an issue ratio of 2:5.
- » The subscription price is SEK 39 per new share, irrespective of share class, which results in total issue proceeds of approximately SEK 200 million before issue costs, assuming that the rights issue is fully subscribed.
- » The record date for the rights issue is March 15, 2017 and the subscription period runs from and including March 17, 2017, up to and including March 31, 2017.
- » The rights issue is subject to approval by the Extraordinary General Meeting on March 13, 2017.
- » The last day of trading in the Rejlers share of class B including the right to participate in the rights issue is March 13, 2017.

*This information is information that Rejlers AB (publ) 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, on March 7, 2017, at 08:00 a.m. CET.*

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### Terms and conditions for the rights issue

Those who are registered by Euroclear Sweden AB as shareholders in Rejlers on the record date March 15, 2017, have preferential rights to subscribe for new shares in the rights issue. For each share held in Rejlers one (1) subscription right of class A or class B is received. Five (5) subscription rights of class A entitle to subscription of two (2) new shares of class A, and five (5) subscription rights of class B entitle to subscription of two (2) new shares of class B. In addition, investors are offered to subscribe for shares without subscription rights.

If not all shares are subscribed for with support of subscription rights, the Board of Directors will, within the framework of the preferential rights issue's maximum amount, resolve on the allocation of shares subscribed for without support from subscription rights as follows:

- » firstly, allocation should be completed to those who have applied for subscription and subscribed for shares (irrespective of share class) with support of subscription rights, regardless if the subscriber was a shareholder at the record date or not, and in case of over-subscription, proportionally in relation to the number of subscription rights each has exercised in the subscription of shares;
- » secondly, allocation shall be completed to others who have applied for subscription without support from subscription rights and, in case of over-subscription, proportionally in relation to the number of shares each one has registered for subscription, and in case this cannot be completed, by drawing lots.

The record date of Euroclear Sweden AB for determining which holders of shares are entitled to receive subscription rights is March 15, 2017. The shares are traded including the right to participate in the rights issue up to and including March 13, 2017.

The subscription price is SEK 39 per share, irrespective of share class. Assuming that the rights issue is fully subscribed, the share capital will be increased by a maximum of SEK 10,337,376 by a new issue of a maximum of 516,688 shares, whereof 500,500 class A shares and 4,668,188 class B shares. Assuming full subscription, total issue proceeds amount to approximately SEK 200 million before issue costs.

Subscription of new shares shall be made during the period from and including March 17, 2017, up to and including March 31, 2017. Rejlers' Board of Directors has the right to extend the subscription period. Any extension will be published by the Company no later than March 31, 2017.

Shareholders who choose not to participate in the rights issue will have their ownership diluted by approximately 29 per cent in terms of capital and 29 per cent in terms of votes, but are able to financially compensate themselves for this dilution by selling their subscription rights. Class B subscription rights will be traded on Nasdaq Stockholm from and including March 17, 2017, up to and including March 29, 2017.

The rights issue is subject to approval by the Extraordinary General Meeting which will be held on March 13, 2017, at 16:00 CET at Lindhagen konferenscenter, Lindhagensgatan 126 in Stockholm. Notice of the Extraordinary General Meeting was published on February 9, 2017, and is available on Rejlers' website, [www.rejlers.com](http://www.rejlers.com).

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## Timetable

<b>13 March</b>	Extraordinary general meeting to approve the preferential rights issue resolved by the Board of Directors
<b>13 March</b>	Last day of trading in Rejlers with right to participate in the rights issue
<b>14 March</b>	First day of trading in Rejlers excluding right to participate in the rights issue
<b>15 March</b>	Record date for the preferential rights issue, i.e. holders of shares who are registered in the share register on this date will receive subscription rights for participation in the preferential rights issue
<b>15 March</b>	Expected date for the publication of the prospectus
<b>17-29 March</b>	Trading in subscription rights of class B on Nasdaq Stockholm
<b>17-31 March</b>	Subscription period
<b>17 March-5 April</b>	Trading in paid subscribed shares (BTA)
<b>5 April</b>	Expected date of announcement of the outcome of the preferential rights issue

### Advisors in connection with the preferential rights issue

Carnegie Investment Bank AB is financial advisor to Rejlers and Advokatfirman Delphi is the Company's legal advisor in connection to the rights issue. Baker McKenzie is legal advisor to Carnegie Investment Bank AB.

### Important information

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in Rejlers. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for shares in Rejlers will only be made through the prospectus that Rejlers estimates to publish on or around March 15, 2017.

The information in this press release may not be released, published or distributed, directly or indirectly, in or into the United States (including its territories and provinces, every state in the United States and the District of Columbia), Canada, Australia, Japan, Hong Kong, Switzerland, New Zealand, Singapore, South Africa or any other jurisdiction in which such action is subject to legal restrictions or would require other measures than those

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No shares or other securities in Rejlers have been registered, and no shares or other securities will be registered, under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities legislation of any state or other jurisdiction in the United States and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States, except under an available exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States.

**For further information:**

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