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Press release 2019-10-25

Rejlers has completed a directed share issue of SEK 154.2 million

The Board of Directors of Rejlers AB (publ) ("Rejlers" or the "Company") has, pursuant to the authorisation granted by the Annual General Meeting of the Company that was held on 3 May 2019, resolved on a directed share issue of 1,600,000 new shares of series B, corresponding to approximately 8.8 per cent of the total number of shares outstanding, at a subscription price of SEK 96.40 per share (the "Issue"). This means that the Company receives SEK 154,240,000 before transaction costs. The subscription price in the Issue has been determined through an accelerated bookbuilding procedure ("Bookbuilding") and corresponds to the closing price on Nasdaq Stockholm on 24 October 2019. The Issue was subscribed for by several Swedish and European qualified investors, such as Handelsbanken Fonder, Nordea Fonder and Lannebo Fonder.

The Company intends to use the majority of the proceeds from the Issue to repay part of the financing taken on in connection with the acquisition from Neste Engineering Solutions, which was closed on 30 September 2019.

The acquired entities have 330 employees in total, of which 220 in Finland, 50 in Sweden and 60 in the United Arab Emirates (Abu Dhabi) and have an annualised turnover amounting to approximately EUR 35 m (of which EUR 25 m in Finland) with an EBITA margin of approximately 10 per cent. The acquisition is well aligned with the new strategy for growth in existing markets, within project based consulting and within the energy sector.

The remaining Issue proceeds are intended to be used for further growth and expansion, including potential future acquisitions.

The Board of Directors of Rejlers has decided to deviate from the shareholders' pre-emption rights to ensure the most time and cost effective financing.

The Issue results in that the total number of shares outstanding in Rejlers increases by 1,600,000, from 18,087,909 to 19,687,909, and the share capital increases by 3,200,000, from SEK 36,175,818 to SEK 39,375,818, which implies a dilution effect of approximately 8.1 per cent of the share capital in relation to the number of shares in Rejlers after the Issue.

Members of the Board of Directors and the management team, whereof several are shareholders in Rejlers, have entered into lock-up agreements, subject to customary exceptions, to not sell shares in Rejlers for a period of 180 calendar days after the settlement date. Furthermore, the Company has agreed to a commitment, with customary exceptions, not to carry out any additional future share issuances for a period of 180 calendar days after the settlement date.

Advisers

In connection with the Issue, the Company has retained Danske Bank as sole bookrunner and Advokatfirman Delphi as legal adviser.

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This 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 25 October 2019, 08:00 CEST.

About Rejlers

Rejlers is one of the leading engineering consultancy firms in the Nordic region. With our vision “Home of the learning minds” as a beacon, we create a platform for continuous learning, development and growth. Increased learning that creates added value for both customers and employees. We have nearly 2,400 dedicated experts with cutting-edge expertise in technology areas such as energy, industry, infrastructure, real estate and telecom. We are close to our customers and are represented in Sweden, Finland, Norway and the United Arab Emirates. In 2018, the company had a turnover of 2.4 billion SEK and its class B share is listed on Nasdaq Stockholm.
www.rejlers.com

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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 issued shares have been subject to a product approval process, which has determined that the 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 may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares 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 issue.

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.

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