



## CapMan announces indicative tender offer results

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### CapMan announces indicative tender offer results

CapMan Plc, Stock Exchange Release, 2 December 2020 at 9.45 a.m. EET

CapMan Plc ("**CapMan**" or the "**Company**") announces today the indicative results of its offer to all holders of its outstanding EUR 50 million 4.125 per cent notes due 2023 (ISIN: FI4000315676) (the "**Notes**") to purchase their Notes for cash (the "**Tender Offer**").

The offer period for the Tender Offer expired at 4:00 p.m. Finnish time (EET) on 1 December 2020 (the "**Expiration Deadline**"). At the Expiration Deadline, the aggregate principal amount of Notes validly tendered by the noteholders for purchase was EUR 18,480,000.

The non-binding amount of Notes accepted for purchase pursuant to the Tender Offer (Final Acceptance Amount) is expected to be set at an aggregate nominal amount of EUR 18,480,000.

Pursuant to the terms of the Tender Offer, the Company has reserved the right, in its sole discretion, to decide on acceptance of the Notes for purchase, including not to accept any Notes for purchase. The acceptance by the Company of any Notes for purchase is subject to, without limitation, the successful pricing of the potential issue of new euro-denominated notes (the "**New Issue Condition**"). As at the date of this announcement, the New Issue Condition has not yet been fulfilled. The Company expects to announce the final results of the Tender Offer, and whether the New Issue Condition has been fulfilled, as soon as feasible, and no later than 10 December 2020.

Additional information may be obtained from the Dealer Manager.

#### Dealer Manager:

OP Corporate Bank plc

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#### **About CapMan**

*CapMan is a leading Nordic private asset expert with an active approach to value creation. We offer a wide selection of investment products and services. As one of the Nordic private equity pioneers, we have developed hundreds of companies and real estate assets and created substantial value in these businesses and assets over the past 30 years. With over €3.5 billion in assets under management, our objective is to provide attractive returns and innovative solutions to investors. We have a broad presence in the unlisted market through our local and specialised teams. Our investment strategies cover Private Equity, Real Estate and Infra. We also have a growing service business that includes procurement services, wealth management, and analysis, reporting and back office services. Altogether,*

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This release is for information purposes only and is not to be construed as an offer to purchase or sell or a solicitation of an offer to purchase or sell with respect to any securities of CapMan. The distribution of this release and the related material concerning the Tender Offer may, in certain jurisdictions, be restricted by law. Persons resident outside of Finland may receive this release and the related material concerning the Tender Offer only in compliance with applicable exemptions or restrictions. Persons into whose possession this release or any such material or documentation may come are required to inform themselves of and observe all such restrictions. This release and any such material or documentation may not be distributed or published in any country or jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction or would require actions under the laws of a state or jurisdiction. In particular, this release and any such material or documentation may not be distributed in the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or any other jurisdiction in which it would not be permissible to invite for tendering any Notes and this release and any related material concerning the tendering of the Notes may not be sent to any person in the before mentioned jurisdictions. No invitation to tender any Notes is being made pursuant to this release and the information contained herein shall not constitute an offer to sell or tender, or a solicitation of an offer to buy or sell any of CapMan's securities to any person in any jurisdiction in which such offer, solicitation or sale or tender would be unlawful. None of CapMan, the Dealer Manager or the Tender Agent or any of their representatives accept any legal responsibility for any violation by any person, whether or not the persons contemplating investing in or divesting CapMan's securities, are aware of these restrictions or not. Please refer to the tender offer memorandum for a full description of such restrictions.

Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), the securities laws of any state of the United States or other jurisdiction. Any securities referred to herein may not be offered, sold, pledged or otherwise transferred directly or indirectly within the United States or to, or for the account or benefit of, U.S. Persons (as such terms is defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws.

CapMan has not authorised the offering of any securities referred to herein to the public in any member state of the European Economic Area (the "**EEA**") or in the United Kingdom (each a "**relevant state**"). All offers of any securities referred to herein in that relevant state will be made pursuant to an exemption under Regulation 2017/1129 of the European Parliament and of the Council (as amended, the "**Prospectus Regulation**") from the requirement to produce a prospectus under the Prospectus Regulation for offers of securities. Accordingly, any person making or intending to make any offer of any securities referred to herein within that relevant state should only do so in circumstances in which no obligation arises for CapMan or the lead manager of the intended issue to publish a prospectus under the Prospectus Regulation for such offer. Neither CapMan nor the lead manager have authorised, nor do they authorise, the making of any offer of securities through any financial intermediary. In relation to each relevant state an offer to the public of any securities referred to herein may not be made in a relevant state, except that an offer of any securities referred to herein to the public in a relevant state may be made as part of the Offering pursuant to the following exemptions from the Prospectus Regulation: (i) an offer is addressed solely to qualified investors as defined in the Prospectus Regulation, (ii) an offer is addressed to fewer than 150 natural or legal persons per relevant state (other than qualified investors as defined in the Prospectus Regulation) or (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of any securities referred to herein shall require CapMan or any joint lead manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. For the purposes of this provision, the expression an "**offer to the public**" in relation to any securities referred to herein in any relevant state means the communication in any form and by any means of sufficient information on the terms of the offer and any securities referred to herein to be offered so as to enable an investor to decide to purchase any securities referred to herein.

The information provided in this release and any related materials relating to any securities referred to herein is addressed to and directed only at persons in the United Kingdom in circumstances where provisions of section 21(1) of the Financial Services and Markets Act 2000, as amended, do not apply and are solely directed at persons in the United Kingdom who (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (b) persons falling within Article 49(2)(a) to (d) of the Order, or other persons to whom they may be lawfully communicated (all such persons together being referred to as "**relevant persons**"). This release is directed only at relevant persons and any person who is not a relevant person must not act or rely on this release or any of its contents.