



PRESS RELEASE

CM.com N.V. successfully raises €100 million through an Offering of Convertible Bonds

BREDA, 2 SEPTEMBER 2021

CM.com N.V., a global leader in cloud software for conversational commerce, (the “**Company**”, the “**Issuer**” or “**CM.com**”) (Euronext Amsterdam: CMCOM) announces today the successful placement of its €100 million senior unsecured convertible bonds due 2026 (the “**Bonds**”, and a holder of one or more Bonds, a “**Bondholder**”).

CM.com intends to use the net proceeds from the Bonds Offering for general corporate purposes, to enhance its organic growth and to provide the Company with the financial flexibility to act on strategic opportunities, which may arise to further accelerate its growth.

The Bonds will be convertible into ordinary shares in the capital of the Company (the “**Shares**”) and will carry an annual coupon of 2.0%, payable semi-annually in arrear in equal instalments on 9 March and on 9 September, commencing on 9 March 2022, and have an initial conversion price of €53.30 representing a premium of 30% over the clearing price of a Share (the “**Reference Share Price**”) in the Concurrent Placement (as defined below).

Issue of Bonds

The Bonds were offered via an accelerated bookbuilding solely to institutional investors in certain jurisdictions by way of a private placement outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The Bonds, with a denomination of €100,000 each, were issued under the Company’s current shareholder authorisation provided at the annual general meeting held on 30 April 2021.

The Bonds will be issued at 100% of their principal amount. Each Bond will (unless previously redeemed or purchased and cancelled) be convertible, at the option of the Bondholder, into Shares during the period commencing on the Issue Date (as defined below) (inclusive) and ending at the close of business on the day falling seven business days prior to the earlier of (i) the final maturity date on 9 September 2026 (the “**Maturity Date**”), or (ii) if the Bonds have been called for redemption prior to the Maturity Date such early redemption date of the Bonds as fixed by the Issuer. Upon exercise of their conversion rights, Bondholders will receive a number of Shares determined on the basis of the then prevailing conversion price. The Bonds may be redeemed at the option of the Bondholders in the event of a change of control at the principal amount plus accrued but unpaid interest. The Issuer will have the option to redeem all, but not some, of the Bonds outstanding at their principal amount plus accrued but unpaid interest at any time from 24 September 2024 (and not 9 September 2024, as communicated previously), if (i) the value of the Shares underlying a Bond exceeds €130,000 for a specified period of time and (ii) at any time, if conversion rights shall have been exercised and/or purchases (and corresponding cancellations) and/or redemptions effected in respect of 85% or more in principal amount of the Bonds originally issued.

The Shares underlying the Bonds correspond to approximately 6.5% of the Company's issued and outstanding Shares immediately prior to the Offering, subject to potential adjustments to the conversion price.

The Principal Shareholders have stated their intention to enter into stock lending arrangements with the Joint Global Co-ordinators within 30 days of the Issue Date for the purposes of facilitating hedging activities in connection with the Bonds. It is anticipated that such stock-lending arrangements will have a term equivalent to the tenor of the Bonds. The total stock lending facility size is expected to be approximately 500,000 Shares and the Principal Shareholders intend to make such Shares available for borrow via the Joint Global Coordinators at an indicative cost of approximately 50 basis points per annum. Further details will be available from your usual stock loan contact(s) at the Joint Global Co-ordinators if and when such arrangements are put in place.

The Bonds are expected to be issued on 9 September 2021 (the "**Issue Date**"). CM.com will apply for the Bonds to be admitted to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange no later than 30 days after the Issue Date.

Lock-ups

In the context of the Bonds Offering, the Issuer, on behalf of itself and its subsidiaries, and in the context of the Concurrent Secondary Placement (as defined below), its Principal Shareholders (consisting of certain entities controlled by Jeroen van Glabbeek (Co-founder and CEO) and Gilbert Gooijers (Co-founder and COO)) (the "**Principal Shareholders**"), have each agreed to a customary lock-up, ending 90 calendar days after the Issue Date, on issues or transfers or sales of Shares and certain related securities and derivative transactions relating to the Shares, subject to customary exceptions (including pursuant to share options or incentive schemes) and waiver of the lock-up by the Joint Global Coordinators (as defined below).

Syndicate and Concurrent Placement

BofA Securities Europe SA ("**BofA Securities**") and ABN AMRO Bank N.V. ("**ABN AMRO**") in cooperation with Oddo BHF SCA are acting as joint global coordinators and joint bookrunners in connection with the Offerings (as defined below) (the "**Joint Global Coordinators**").

To facilitate hedging by purchasers of the Bonds, the Joint Global Coordinators have informed the Company that they have organised, concurrently with the placement of the Bonds, a simultaneous placement of existing Shares (the "**Delta Shares**") on behalf of certain subscribers of the Bonds who wished to sell such Delta Shares in short sales to purchasers procured by the Joint Global Coordinators in order to hedge the market risk of an investment in the Bonds (the "**Concurrent Delta Placement**").

The Principal Shareholders have informed the Company that they have organised, concurrently with the placement of the Bonds, a simultaneous sale of 250,000 existing Shares (the "**Secondary Shares**" and, together with the Delta Shares the "**Concurrent Shares**") representing approximately 0.9% of the share capital of the Company (the "**Concurrent Secondary Placement**" and, together with the Concurrent Delta Placement, the "**Concurrent Placement**" and, together with the Bonds Offering, the "**Offerings**"). The Principal Shareholders will primarily use the proceeds to finance the purchase of real estate in the surroundings of the current CM.com offices in Breda, The Netherlands, and develop these buildings to facilitate possible future expansion of the CM.com's headquarters. If and when, CM.com decides to rent these buildings, conditions will be at arm's length.

The Issuer will not receive any proceeds from any sale of Shares in connection with the Concurrent Placement.

The offer and sale of Concurrent Shares in the Concurrent Placement was made (i) outside the United States in offshore transactions in reliance on Rule 903 of Regulation S under the U.S. Securities Act, or (ii) within the United States to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Concurrent Shares have been sold by way of an accelerated bookbuilding process that was carried out by the Joint Global Coordinators at a clearing price of €41.00 per Share, representing a 4.9% discount versus the one month volume-weighted average price (VWAP).

About CM.com

CM.com is a publicly listed company on Euronext Amsterdam and provides Conversational Commerce services from its cloud platform that connects enterprises and brands to the mobile phones of billions of consumers worldwide. Conversational Commerce is the convergence of messaging and payments.

CM.com provides messaging and voice channels, such as SMS, Over The Top (OTT) (e.g. WhatsApp Business, Apple Business Chat, Google RCS, Facebook Messenger, and Viber), Voice API and SIP. These messaging channels can be combined with cloud platform features, like Ticketing, eSignature, Customer Contact, identity services and a Customer Data Platform.

CM.com is a licensed Payment Service Provider (PSP) offering card payments, domestic payment methods and integrated payment methods like WeChat Pay. CM.com has over 700 employees and 20 offices globally.

The platform of CM.com delivers fully integrated solutions, based on a privately owned cloud and 100% in-house developed software. By doing so, CM.com can guarantee scalability, time-to market and, global redundancy and delivery.

For more information please visit our website: www.CM.com

Prospectus

No prospectus is required in respect of the Offerings and no prospectus or similar document will be published in connection with the Offerings.

Market Abuse Regulation

This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

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Disclaimer

This announcement does not constitute a prospectus or an offer of securities for sale in any jurisdiction.

The contents of this announcement have been prepared by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

Statements included in this announcement that are not historical facts (including any statements concerning investment objectives, other plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto) are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

This announcement and the information contained herein is not for publication, distribution or release, directly or indirectly, in whole or in part in or into the United States of America, Japan, Australia, South Africa or any other jurisdiction where the publication, distribution or release would be unlawful. This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful.

This announcement does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, the Bonds, the Concurrent Shares and/or any other securities referred to in this announcement in the United States including its territories and possessions and any state of the United States. The Bonds, the Concurrent Shares and/or any other securities referred to in this announcement have not been and will not be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The offer and sale of the securities referred to herein has not been and will not be registered under the applicable securities laws of Australia, Japan or South Africa. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Japan or South Africa. There will be no public offer of securities in the United States, Australia, Japan or South Africa.

The Bonds and the Concurrent Shares may only be distributed to investors in Canada pursuant to an exemption from the prospectus requirements of Canadian securities laws. Only prospective investors in Ontario, Quebec, British Columbia and Alberta that qualify as “accredited investors” and additionally also qualify as “permitted clients” within the meaning of applicable Canadian securities laws will be eligible to purchase the Bonds and the Concurrent Shares. Each prospective investor in Canada will be required to provide a representation letter confirming its eligibility and providing certain additional acknowledgements, representations and warranties.

In member states of the EEA (each a “**Relevant Member State**”) and the United Kingdom, this announcement and the Offerings are only addressed to, and directed only at, persons who are “qualified investors” (“**Qualified Investors**”) within the meaning of Article 2(c) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the “**Prospectus Regulation**”). For these purposes, the expression “Prospectus Regulation” includes Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”). In addition, in the United Kingdom this announcement is being distributed only to, and directed exclusively at, Qualified Investors (i) who 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, as amended (the “**Order**”) or (ii) who fall within Article 49(2)(A) to (D) of the Order; and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). This announcement and any investment or investment activity to which it relates will only be engaged in with (i) in the United Kingdom, by persons who are Relevant Persons; and (ii) in any Relevant Member State, by persons who are Qualified Investors. This announcement should not be acted on or relied on by anyone other than Relevant Persons in the United Kingdom and Qualified Investors in Relevant Member States.

No prospectus in accordance with the Prospectus Regulation is required in respect of the Offerings and, in each case, no prospectus, offering memorandum or similar document will be prepared. No action has been taken by the Company or by the Joint Global Coordinators that would permit an offering of the Bonds or the Concurrent Placement or possession or distribution of this announcement or any offering or publicity material relating to the Bonds or the Concurrent Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Joint Global Coordinators to inform themselves about, and to observe, any such restrictions. Any investment decision in connection with the Bonds or the Concurrent Placement must be made on the basis of an independent review by a prospective investor of all publicly available information relating to the Company and the Bonds or the Concurrent Shares (as applicable). Such information has not been independently verified by the Joint Global Coordinators. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

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 Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a “**Distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Bonds.

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 Bonds.

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom. For these purposes, a retail investor means (a) in the EEA, a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II and (b) in the United Kingdom, a person who is one (or more) of (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/265 as it forms part of United Kingdom domestic law by virtue of the EUWA or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 of the United Kingdom (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) or the PRIIPs Regulation as it forms part of United Kingdom domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail

investor in the EEA or the United Kingdom may be unlawful under the PRIIPs Regulation and/or the UK PRIIPs Regulation.

BofA Securities is authorised as an investment firm by the Autorité de Contrôle Prudentiel et de Résolution (“ACPR”) (the French Prudential Control and Resolution Authority), is regulated by the ACPR and the Autorité des Marchés Financiers (“AMF”) (the French financial markets regulator), and is not a credit institution. ABN AMRO Bank N.V. is supervised by the Netherlands Authority for the Financial Markets and the Dutch Central Bank. The Joint Global Coordinators are acting exclusively for the Company in relation to the Bonds Offering and exclusively for the Principal Shareholders in relation to the Concurrent Secondary Placement in their respective role(s) and no-one else in connection with the transactions referred to herein and will not regard any other person(s) as their respective clients in relation to such transactions and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the transactions, the contents of this announcement and/or any other matter referred to herein.

None of the Joint Global Coordinators and/or any of their respective affiliates and/or any of their or their respective affiliates’ directors, officers, employees, advisers and/or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted) or any other information relating to the Company and/or its subsidiaries and/or its associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. The information contained in this announcement is subject to change in its entirety without notice up to the Issue Date. Each of the Company, the Joint Global Coordinators and their respective affiliates, directors, officers, employees, advisers and/or agents expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this announcement whether as a result of new information, future developments or otherwise.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the Bonds, the Concurrent Shares or the Shares to be issued or transferred and delivered upon conversion of the Bonds and notionally underlying the Bonds. None of the Company and the Joint Global Coordinators make any representation as to (i) the suitability of the Bonds, the Concurrent Shares and/or the Shares for any particular investor; (ii) the appropriate accounting treatment and/or potential tax consequences of investing in the Bonds, the Concurrent Shares and/or the Shares or (iii) the future performance of the Bonds, the Concurrent Shares and/or the Shares either in absolute terms or relative to competing investors.

In connection with the Offerings, the Joint Global Coordinators and any of their affiliates, may take up a portion of the Bonds in the Bond Offering or of the Concurrent Shares in the Concurrent Placement as a principal position and in that capacity may retain, purchase, sell or offer to sell for their own accounts such Bonds or Concurrent Shares and other securities of the Company or related investments in connection with the Bond Offering, the Concurrent Placement or otherwise. Accordingly, references in this announcement or elsewhere to the Bonds or the Concurrent Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Global Coordinators and any of their affiliates acting in such capacity. In addition, the Joint Global Coordinators and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Joint Global Coordinators and any of their affiliates may from time to time acquire, hold or dispose of shares in the capital of the Company or other securities of the Company. The Joint Global Coordinators do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.