

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND, SWITZERLAND, SINGAPORE, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE "IMPORTANT INFORMATION" AT THE END OF THE PRESS RELEASE.

Press release 17 March 2021

## Pierce publishes prospectus and announces price range for its initial public offering on Nasdaq Stockholm

Following the announcement of its intention to float on 8 March 2021, Pierce Group AB (publ) ("Pierce" or the "Company"), a leading and fast-growing European e-commerce company selling gear, spare parts, accessories and streetwear for motorcycles and snowmobiles, today publishes its prospectus and announces the price range for the offering (the "Offering") and listing of its shares on Nasdaq Stockholm. The first day of trading is expected to be 26 March 2021. Konsortiet Dan Sten Olsson & Erik Nielsen, Handelsbanken Fonder on behalf of investment funds, Livförsäkringsbolaget Skandia, ömsesidigt and Skandia Fonder AB on behalf of investment funds, Cliens Kapitalförvaltning, FE Fonder on behalf of investment funds and Brihan Invest AB have, subject to certain customary conditions, committed to acquire shares in the Offering corresponding to an aggregate value of approximately MSEK 460.

### The Offering in brief:

- The final price in the Offering will be set within the range of SEK 60–68 per share (the "Price Range"), corresponding to a total market value of all issued shares of the Company of approximately MSEK 2,403–2,677 upon completion of the Offering. The final offering price is expected to be announced prior to the commencement of trading on Nasdaq Stockholm on 26 March 2021.
- Provided that the price is set to the midpoint of the Price Range, 64 SEK per share, the Offering will comprise 16,339,904 shares, corresponding to approximately 41 percent of the total number of shares in the Company after the completion of the Offering. The Offering will comprise 5,468,750 newly issued shares and 10,871,154 existing shares sold by some of Pierce's shareholders, among others Procuritas Capital Investors V<sup>1</sup>, PCI V Co-Investment AB, and the Company's founders Daniel Petersen<sup>2</sup> and Stefan Rönn<sup>3</sup> (together the "Principal Shareholders").
- The newly issued shares are expected to provide the Company with proceeds of approximately MSEK 350 before transaction costs.
- In order to cover any over-allotments in relation to the Offering, the Principal Shareholders have committed to sell additional shares corresponding to maximum 15 percent of the total number of shares in the Offering (the "Over-Allotment Option"), corresponding to 2,450,984 shares provided that the price is set to the midpoint of the Price Range, i.e. SEK 64 per share.
- Provided that the Over-Allotment Option is exercised in full, and that the price is set to the midpoint of the Price Range, the Offering will comprise 18,790,888 shares, which represent approximately 47 percent of the shares and votes in Pierce upon the completion of the Offering.
- Provided that the price is set to the midpoint of the Price Range and that the Offering is fully subscribed, the total value of the Offering will amount to approximately MSEK 1,046 and approximately MSEK 1,203 if the Over-Allotment Option is exercised in full.
- Konsortiet Dan Sten Olsson & Erik Nielsen, Handelsbanken Fonder on behalf of investment funds, Livförsäkringsbolaget Skandia, ömsesidigt and Skandia Fonder AB on behalf of investment funds, Cliens Kapitalförvaltning, FE Fonder on behalf of investment funds and Brihan Invest AB have, subject to certain customary conditions, committed to acquire shares in the Offering corresponding to an aggregate value of approximately MSEK 460. Based on the midpoint of the Price Range, the undertakings represent, in aggregate, approximately 18 percent of the outstanding shares in the Company upon completion of the Offering and approximately 38 percent of the shares in the Offering assuming that the Over-Allotment Option is exercised in full.
- The shares will be offered to the general public in Sweden and to institutional investors in Sweden and internationally.
- The application period for the general public in Sweden is expected to be 18–25 February 2021.
- The application period for institutional investors is expected to be 18–25 February 2021.
- The first day of trading on Nasdaq Stockholm is expected to be 26 March 2021 and the shares will trade under the trading symbol PIERCE.
- A prospectus (in Swedish with an English translation), containing the Offering's complete terms and conditions, will be published today on Pierce's website ([www.piercgroup.com](http://www.piercgroup.com)), Nordnet's website ([www.nordnet.se](http://www.nordnet.se)), Carnegie's website ([www.carnegie.se](http://www.carnegie.se)) and the Swedish Financial Supervisory Authority's website ([www.fi.se](http://www.fi.se)).

### Background and reasons for the listing of shares and the Offering

Pierce's board, together with the Company's main shareholder Procuritas Capital Investors V, believes that a listing of the Company's shares on Nasdaq Stockholm represents an important stage in the development of the Company. The board

<sup>1</sup> "Procuritas Capital Investors V" refers to Procuritas Capital Investors V LP with its General Partner Procuritas Capital Investors V GP Limited. For further information see "About Procuritas".

<sup>2</sup> Through DIMELA Ltd.

<sup>3</sup> Through FAIRY GLEN HOLDINGS Ltd.

expects a listing to increase the awareness of Pierce's business and benefiting Pierce's future potential by strengthening the Company's profile and brand with investors and customers, as well as increasing the ability to attract and retain qualified employees and key management. The Offering and listing will also diversify the shareholder base and give Pierce access to the capital market. In addition, the Offering allows, among others, the Principal Shareholders to sell a portion of their current shareholding and to create a liquid market for the shares. The Offering of new shares is expected to support Pierce's future growth and operational strategy, improve the Company's profit generation and provide financial flexibility by reducing indebtedness through the repayment of outstanding loans and debts.

## About Pierce

Pierce is a leading and fast-growing e-commerce company selling gear, spare parts, accessories and streetwear to riders across all of Europe through the online stores 24MX, XLMOTO and Sledstore via some forty websites adapted to the local markets. Pierce has two major segments targeting two different customer groups, Offroad – sales to motocross and enduro riders, and Onroad – sales to riders on paved roads and tracks. Pierce also has a smaller segment, Other, which primarily focuses on sales to snowmobile riders. With a large and unique product assortment, including a number of its own brands, an excellent customer experience and attractive prices, Pierce is changing the motorcycle enthusiast market in Europe. The headquarter is located in Stockholm, Sweden, the central warehouse is located in Szczecin, Poland, and the major portion of the customer support service is located in Barcelona, Spain. The Company has approximately 400 employees.

## Prospectus and application

A prospectus (in Swedish with an English translation), containing the Offering's complete terms and conditions, will be published today on Pierce's website ([www.piercigroup.com](http://www.piercigroup.com)), Nordnet's website ([www.nordnet.se](http://www.nordnet.se)), Carnegie's website ([www.carnegie.se](http://www.carnegie.se)) and the Swedish Financial Supervisory Authority's website ([www.fi.se](http://www.fi.se)).

## Preliminary timetable

Application period for the general public in Sweden	18–25 March 2021
Application period for institutional investors	18–25 March 2021
Announcement of the final offering price	26 March 2021
First day of trading of Pierce's shares	26 March 2021
Settlement date	30 March 2021

## Stabilisation measures

In connection with the Offering, Carnegie Investment Bank AB (publ) will act as stabilisation manager ("Stabilisation Manager") and may, to the extent permitted in accordance with Swedish law, conduct transactions in order to maintain the market price for the shares at a level above that which might otherwise prevail in the open market. Such stabilisation transactions may be carried out on Nasdaq Stockholm, in the over-the-counter market or otherwise, at any time during the period starting on the date of commencement of trading in the shares on Nasdaq Stockholm and ending not later than 30 calendar days thereafter.

The Stabilisation Manager has no obligation to undertake any stabilisation measures and there is no assurance that stabilisation measures will be undertaken. Under no circumstances will transactions be conducted at a price higher than the one set in the Offering. The Stabilisation Manager may use the Over-Allotment Option to over-allot shares in order to facilitate any stabilisation transaction.

The stabilisation transactions, if conducted, may be discontinued at any time without prior notice but must be discontinued no later than within the aforementioned 30-day period. The Stabilisation Manager must, no later than by the end of the seventh trading day after stabilisation transactions have been undertaken, in accordance with article 5(4) of the Market Abuse Regulation (EU) 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, disclose that stabilisation measures have been undertaken. Within one week of the end of the stabilisation period, the Stabilisation Manager will disclose whether or not stabilisation measures were undertaken, the date on which stabilisation started, the date on which stabilisation was last carried out as well as the price range within which stabilisation was carried out for each of the dates when stabilisation measures were conducted.

## About Procuritas

Procuritas is a Nordic private equity investor founded in 1986 with over EUR 1.0 billion raised over 6 funds, and carefully invested in over 40 portfolio companies. Procuritas has a passion for business and invests in Nordic niche market leaders with strong management teams and large opportunities to grow. Procuritas' current portfolio includes 15 companies across all Nordic countries. Procuritas started investing from its latest fund PCI VI, which has committed capital of EUR 318 million, in April 2017. For further information please visit: [www.procuritas.com](http://www.procuritas.com)

## Advisers

Carnegie Investment Bank AB (publ) is Sole Global Coordinator and Joint Bookrunner. Nordea Bank Abp, filial i Sverige is Joint Bookrunner. Gernandt & Danielsson Advokatbyrå KB is legal advisor to the Company and Procuritas. White & Case Advokat AB is legal advisor to the Joint Bookrunners.

**For further information please contact:**

Henrik Zadig, CEO  
Tel: +46 (0)73 146 14 60  
Email: Henrik.Zadig@piercegroun.com

Tomas Ljunglöf, CFO  
Tel: +46 (0)73 378 01 54  
Email: Tomas.Ljunglof@piercegroun.com

*The information was submitted for publication, through the agency of the contact persons set out above, at 23:35 CET on 17 March 2021.*

## Important information

This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company. The contents of this announcement have been prepared by and are 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. Any offering to acquire or subscribe for the securities referred to in this release will be made by means of the prospectus that has been provided by the Company and contains detailed information about the Company. Copies of this announcement are not being made and may not be distributed or sent into the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

This announcement is an advertisement and not a prospectus for the purposes 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, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "Prospectus Regulation"). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus.

The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and accordingly may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any offering in the United States or to conduct a offering of securities in the United States.

Copies of this announcement are not being, and should not be, distributed in or sent into the United States. The securities described herein have also not been and will not be registered under the applicable securities laws of Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa and, subject to certain exemptions, may not be offered or sold in or into or for the account or benefit of any person having a registered address in, or located or resident in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, South Africa. There will be no offering of the securities described herein in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, Singapore, or South Africa.

In any Member State of the European Economic Area (the "EEA"), other than Sweden, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

In the United Kingdom, this announcement is for distribution only to and is directed only at persons who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intends", "estimate", "will", "may", "continue", "should", and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm or release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this communication.