

## OrderYOYO A/S has applied for admission to trading on Nasdaq First North Growth Market

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Company Announcement No. 1-2021

*Copenhagen, 11 June 2021*

OrderYOYO has applied for admission to trading on Nasdaq First North Growth Market Denmark and offers 4,367,647 new shares (the "Offer Shares") of nominally DKK 0.01 each (the "Offering"). OrderYOYO has published a Company Description (the "Company Description") in connection with the Offering, which is available on the Company's website.

The offer period runs from 11 June 2021 to 24 June 2021. The offer price is DKK 13.60 per Offer Share, corresponding to a pre-money valuation of the existing shares ("Existing Shares") of approx. DKK 675 million (fully diluted). The size of the Offering is DKK 59.4 million, of which DKK 37.5 million has been pre-subscribed before the offer period opens.

### REASONS FOR THE OFFERING

OrderYOYO intends to list on First North to significantly accelerate OrderYOYO's planned sales and growth strategy within UK, Denmark and Ireland. OrderYOYO holds a strong European market-leading position, and with the proceeds from the Offering, OrderYOYO will be able to reinforce the market-leading position. The Capital raised in the Offering will primarily be invested into three key operational areas: Sales and marketing in existing markets, market entry in new selected European markets and product development.

## FINANCIAL EXPECTATIONS

OrderYOYO strategically focuses on increasing the number of Restaurant Partners in existing and new markets and expects to grow ARR from DKK 113 million in March 2021 to DKK 275-300 million in December 2023, corresponding to a yearly ARR growth rate of approximately 48%.

## ABOUT ORDERYOYO

OrderYOYO is a leading European online ordering, payment and marketing software solution provider. OrderYOYO's solution is offered as Software-as-a-Service (SaaS) and enables small independent takeaway restaurants to build their own-branded online presence. This helps takeaway restaurants drive online takeaway orders through their own tailored software solution in the individual takeaway restaurant's own brand and name. OrderYOYO offers an integrated end-to-end software solution that includes a branded website and mobile app, order, payment and menu management systems, business intelligence and user data analytics, Google optimization, social media promotion tools, email marketing and B2B customer support.

## SUMMARY OF THE OFFERING

- The expected gross proceeds for the Company are DKK 79.4 million before transaction costs, DKK 59.4m in the Offering and DKK 20m in a Private Placement.
- The Offering consists of 4,367,647 new Offer Shares of nominally DKK 0.01 each.
- The offer price is DKK 13.60 per share of nominally DKK 0.01, corresponding to a pre-money valuation of the existing shares of OrderYOYO before the offer of approx. DKK 675 million (fully diluted).
- The offer period runs from 11 June 2021, 9:00 a.m. CET, to 24 June 2021, 23:59 p.m. CET.
- Publication of the result of the Offering is expected to take place on 28 June 2021, and the first trading day is expected to be 2 July 2021.
- The number of Existing Shares before the issuance of the Offer Shares and Private Placement Shares is 48,009,510.
- Pre-subscribers have subscribed for DKK 37.5 million. Pre-subscribers are BankInvest, Vækstfonden, Damgaard Company A/S and SOFIDA ApS.
- Existing shareholders T. Paulsen Holding IVS, T. Angelo Holding ApS, PreSeed Ventures A/S, SEED Capital Denmark III K/S, Vækstfonden, Damgaard Company A/S and SOFIDA ApS (together "the Existing Shareholders") are subject to lock-up. The initial lock-up obligation shall apply from the first day of trading and for 12 months thereafter expiring on 1 July 2022. In the period between the date of expiry of the initial lock-up obligation and 18 months after the admission to trading ending 1 January, 2023 (second expiry date), the Existing Shareholders will be locked-up with respect to 50% of their Existing Shares thus releasing the other 50% of the Existing Shares. In the period between the second expiry date and 24 months after the admission to trading ending 1 July 2023, the

Existing Shareholders will be locked-up with respect to the remaining 25% of their Existing Shares thus releasing additional 25% of the Existing Shares. After 1 July 2023 no shares will be locked-up.

## **SUBMISSION OF SUBSCRIPTION ORDERS**

The Offer Shares can be subscribed for by submitting an electronic subscription order via the investor's own account-holding bank or by submitting a subscription form to the investor's own account-holding bank. The subscription form is included in the Company Description available on the Company's website. The minimum subscription is 280 Offer Shares corresponding to DKK 3,808.00 per subscription order.

Publication of the results of the offer is expected to take place on 28 June 2021.

## **ISIN CODE AND SYMBOL**

The Company has one share class at the first day of trading.

The Offer Shares will be delivered electronically against payment under temporary ISIN code DK0061553914 to investors' accounts with VP Securities A/S.

The temporary ISIN will not be admitted to trading on Nasdaq First North Growth Market Denmark. The temporary ISIN code, DK0061553914, will be merged with the permanent ISIN code, DK0061553831, which is expected on 5 July 2021. The shares of OrderYOYO will be traded under the ticker symbol "YOYO".

## **COMPANY DESCRIPTION**

The Company Description, investor brochure, and one-pager are available on OrderYOYO's website [orderoyo.com/investor](http://orderoyo.com/investor). The Company Description is also available as a link at the bottom of this announcement.

## **ADMISSION TO TRADING**

The Offer Shares, Private Placement Shares and the Existing Shares of OrderYOYO are conditionally approved for admission to trading on Nasdaq First North Growth Market Denmark, subject to completion of the Offering and fulfillment of Nasdaq First North Growth Market's requirements for shareholder distribution and free float. The first trading day for the shares on Nasdaq First North Growth Market Denmark is expected to be 2 July 2021.

## **PLACEMENT**

Grant Thornton acts as financial advisor and Certified Adviser in connection with the Offering. Danske Bank acts as a settlement and issuing agent. Nordnet acts as selling agent in Denmark.

## CONTACT INFORMATION

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## IMPORTANT INFORMATION

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This announcement does not constitute an offering circular, Company Description or other offer document and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in OrderYOYO A/S except on the basis of information in the company description published by the Company in connection with the Offering and admission of such securities to trading on Nasdaq First North Growth Market Denmark ("First North"), which is available on the Company's website.

Neither the Existing Shares of OrderYOYO A/S, the Offer Shares or Private Placement Shares have been, or will be, registered under the United States Securities Act of 1933, as amended ("Securities Act"). Neither the Existing Shares, the Offer Shares or Private Placement Shares may be offered or sold, directly or indirectly, in or into the United States or to persons residing there. Moreover, the Offering is not made to persons resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa, Switzerland, or Singapore or to persons whose participation would require the publication up of a prospectus, registration or other measures. Any application to subscribe for the Offer Shares in violation of these restrictions may be void. Persons who receive copies of this announcement are required to inform themselves about, and comply with, such restrictions. Any failure to comply with the restrictions described may result in a violation of securities regulations.

Certain statements in this announcement constitute forward-looking statements. Forward-looking statements are statements (other than statements of historical fact) relating to future events and the Company's anticipated or planned financial and operational performance. The words "targets", "believes", "expects", "aims", "intends", "plans", "seeks", "will", "may", "might", "anticipates", "would", "could", "should", "continues", "estimates" or similar expressions or the negative forms thereof, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. The Company has based these forward-looking statements on its current views with respect to future events and financial performance. By their nature, forward-looking statements are based on certain assumptions and projections on future events and financial performance, which involve a number of risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. Actual results are likely to differ from those set forth in the forward-looking statements. Any forward-looking statements speak only as at the date of this document and neither the Company nor any of its respective affiliates, directors, officers, employees, advisors, or any other person is under any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not and may not rely on these forward-looking statements.