

SameSystem A/S to issue new shares in a directed issue

Company Announcement No. 16-2022

Copenhagen, 10 August 2022

This company announcement contains inside information

SameSystem announces the resolution to issue new shares in a directed issue with expected gross proceeds of approximately DKK 5 million, which strengthens SameSystem's capital base and enables the company to continue its growth journey.

With reference to company announcements no. 9 of 12 May 2022 and no. 14 of 7 July 2022, founder and interim CEO of SameSystem A/S ("SameSystem"), Henrik Byrial Ritlov and his wholly owned holding company, Ritlov ApS, have decided to invest DKK 5 million in SameSystem by cash contribution. Together with the investment as communicated in company announce no. 14 of 7 July 2022, Henrik Byrial Ritlov and Ritlov ApS have invested a total of approximately DKK 7 million in SameSystem.

Consequently, the Board of Directors of SameSystem has today exercised its authorisation to increase the share capital without pre-emption rights for SameSystem's existing shareholders according to article 3.1 and 3.3 of the articles of association.

The Board of Directors has resolved to issue 2,173,913 new shares (corresponding to nominally DKK 21,739.13) at a subscription price of DKK 2.30 per share corresponding to gross proceeds of approximately DKK 5 million. The subscription price of DKK 2.30 per share corresponds to the closing price of SameSystem's shares today, 10 August 2022.

The directed issue of new shares is directed to Henrik Byrial Ritlov with subscription of shares for DKK 2 million and Ritlov ApS with subscription of shares for DKK 3 million. The subscription amount of DKK 5 million shall be paid to SameSystem no later than 24 August 2022.

Henrik Ritlov has informed SameSystem that in connection with the subscription of shares, Ritlov ApS will sell 3,402,896 shares to each of the third party investors, Carsten Fensholt and Lars Mathiesen in aggregate 6,805,792 shares (corresponding to 10 % of the registered share capital before the capital increase) at a price of DKK 1.86 per share corresponding to in aggregate DKK 12,658,773.12.

Registration of capital increase

Subject to settlement, the new shares issued as a result of the directed issue will be registered at the Danish Business Authority, and the share capital will increase by 68,057,920 shares to 70,231,833 shares each with a nominal value of DKK 0.01. The company will have a registered share capital of nominal DKK 702,318.33 after registration of the capital increase. The new shares are expected to be admitted to trading on Nasdaq First North Premier Growth Market Denmark no later than 29 August 2022 under the ISIN code of SameSystem's existing shares (DK0061551033).

The new shares represent approximately 3.19 % of SameSystem's registered share capital before the capital increase and 3.10 % of SameSystem's share capital after the capital increase.

The new shares will rank pari passu with the existing shares in SameSystem. The new shares will be negotiable instruments, and no restrictions will apply to their transferability. No shares, including the new shares, carry any special rights. The rights conferred by the new shares, including voting and dividend rights, will apply from the date when the capital increase is registered with the Danish Business Authority. The new shares are to be registered in the name of the holder in SameSystem's register of shareholders.

The Board of Directors has accordingly exercised a total nominal value of DKK 31,207.33 out of the total authorisation of nominal DKK 61,234 in connection with the directed issue.

Expected timetable

Settlement and payment for the new shares is expected to take place on or before 24 August 2022. Registration of the capital increase with the Danish Business Authority is expected to take place on or before 24 August 2022. Following the registration, the new shares are expected to be admitted to trading on Nasdaq First North Premier Growth Market Denmark on 29 August 2022.

CONTACT INFORMATION

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About SameSystem A/S

SameSystem is an international Software-as-a-Service (SaaS) company with local presence in nine countries. SameSystem offers a scalable, regulatory compliant, and data-driven workforce management (WFM) solution tailored for retail and foodservice.

SameSystem enables retailers and foodservice businesses to maximise performance levels and competencies in their organisations by freeing up time for employees, reducing administration significantly, and helping stores and restaurants plan perfectly.

SameSystem's solution includes AI-powered forecasting, a budget-conscious scheduling feature, automatic payroll processing, digital contracts and signatures, time and attendance tracking, and a business intelligence feature.

For more information about SameSystem, please visit <https://www.samesystem.com/>.