



ADVERTISEMENT

INVITATION TO EXERCISE WARRANTS OF SERIES TO 1 DIVIO TECHNOLOGIES AB

Exercise period: 7-21 June 2023

IMPORTANT INFORMATION

This is an information document prepared by Divio Technologies AB ("Divio Technologies", "Divio" or the "Company"). Warrant holders are advised to consult the memorandum published by Divio on the 2nd of December 2022 for a description of the risks associated with an investment in the Company. The memorandum is available on the Company's website (www.divio.com).

Jon Levin comments

Since the rights issue in 2022 a lot has fallen into place, and we have taken big steps in the right direction. I am incredibly happy about the phase we find ourselves in. We have found the right target group, the right message and have the right sales machinery. We now have momentum and are building on the structure we have created. It is also great to see that our new sales strategy, where we focus on small and medium-sized companies and with a broader offer, works. We have started good communication with potential customers and are now visible in many relevant social media and other forums.

We have finally initiated the collaboration with AWS, which is an incredible boost for the entire organization, not only in terms of sales. We have started concrete sales discussions with AWS and it is exciting that we are establishing good dialogues with AWS even outside Switzerland. Going forward and with the potential proceeds from the warrant exercise, we will continue to invest heavily in AWS, adding new markets and further strengthen the organization in terms of customer support and developers to handle new customers.

We are excited about the future of Divio and hope you will join us on this journey.

Welcome to invest in Divio!

Jon Levin, CEO of **Divio Technologies AB**



Strong clients and partners

Divio already has a fully developed platform used by over 500 paying customers and among them high profile companies like Fidelity, Walker Dunlop etc., with ever increasing service demand.

Ever stronger product and ISO certified

With a highly scalable model, low marginal cost of onboarding new customers, fully automated platform, and effortless secure web applications in the Cloud, it has never been easier for businesses to develop and operate web applications in the cloud with enterprise-grade products and services.

Steady growth and low churn

Divio has well over 500 paying customers and an exceptionally low churn rate. Customers are not only staying, but also increasing their use of the Divio service, making the marginal cost for growth very low.



Divio Technologies

Divio was founded in 2005 as a traditional web agency with many customer projects hosted in different cloud vendors. In the sense of efficiency, Divio developed a platform that made the maintenance of cloud infrastructures far more efficient than manual work. Divio's vision is to automate all repeatable tasks in development and maintenance of websites and apps, simply put, the platform is the autopilot for developers and the cloud.

Today Divio develops and sells a software platform (PaaS - Platform-as-a-Service) that enables companies to effortlessly run and develop critical web applications in the cloud, in a secure, user-friendly, and cost-effective way. The Company is ISO 27001 certified and facilitates the management and maintenance of complex cloud infrastructures with multiple third-party clouds, ranging from the largest players such as AWS, Azure and Google Cloud to smaller cloud providers.

Objectives

2023

- Further increase technical sales and engineering team.
- Investigate the opportunity to enter two new markets.
- Invest in inbound marketing and participation at events.
- The plan is to speed up sales growth including co-operations / acquisitions of small consultancy firms.
- B/E: EBITDA/cash neutral in Q4.
- Grow the MRR stock by at least 30 percent per year on average over the next five years.

2024

- Further strengthen the organization in terms of customer support and developers to handle new customers.
- Review of adding two additional markets.

The offer in brief

The Company assesses that with the proceeds from the previous rights issue and the upcoming warrant exercise, Divio has a solid foundation to accelerate sales and develop further in new and existing markets. The rights issue provided the Company with approximately SEK 9.9 million before issue costs.

In connection with the rights issue, 31,343,970 warrants of series TO 1 were issued. The exercise period for the warrants runs June 7-21, 2023. Upon full utilization, the Company can receive approximately SEK 4.7 million (before deduction of issue costs of approximately SEK 0.35) and with the issue proceeds the Company intends to finance the following:

Sales & Partnerships

- Further boost and aggressively scale up SME sales (recruitment of technical sales).
- Harvest from one of the partnerships with AWS
- New and existing markets.
- Invest in supporting our new offering "cloud consulting."

Product & Finance

- Increasing the engineering team to secure market advantage compared to alternatives.

Summary of terms for warrants of series TO

There are 31,343,970 outstanding warrants of series TO 1. Holders of warrants of series TO 1 have the right to subscribe for one (1) new share in Divio at a price of SEK 0.15 per share. Subscription with support of warrants of series TO 1 can take place during the period from the 7th of June 2023 until the 21st of June 2023. Subscription shall be made by immediate cash payment no later than on the 21st of June 2023.

Here's how to exercise your warrants of series TO 1

For your warrants not to expire worthless, you must subscribe for new B-shares, with the support of warrants alternatively sell your warrants.

You can have your warrants registered in two ways:

1. In a securities custody account with a bank or other nominee (for example, Avanza or Nordnet), in an investment savings account (Sw. Investeringssparkonto) or endowment account (Sw. Kapitalförsäkring). Your warrants are then nominee registered.
2. In a VP-account (a VP-account starts with three zeros). Your warrants are then directly registered.

Nominee registered warrants

Subscription and payment of new B-shares, by exercise of warrants, shall be made to the account-holding bank/nominee with which the warrants are registered. The subscription and payment shall be made in accordance with the instructions from each such bank or nominee. Usually, the bank/nominee sends out a digital notice to the account holder, otherwise it is enough to log into the securities custody account from the first day in the exercise period to get instructions on how to exercise warrants for subscription of new B-shares. If you do not find these instructions, please contact your bank or trustee. Please note that banks and other nominees may set different time limits for the last day for subscription, hence it is recommended to contact the account-holding bank/nominee early in the exercise period. This information document will be available for all nominee registered warrant holders on below mentioned websites. Subscribed and paid for B-shares may be entered as "interim shares" or "IA" into your securities custody account until registration of the issue is completed with the Companies Registration Office, whereby interim shares will automatically be converted to ordinary shares in Divio.

Direct registered warrants

No VP-account statement will be sent out. Subscription of new B-shares, by exercise of warrants, shall be made by sending a completed subscription form to Nordic Issuing AB. In conjunction with sending the completed subscription form, payment must be made to Nordic Issuing AB in accordance with the payment details stated on the subscription form. Subscription form along with this

information document will be available to all VP-account holders on below mentioned websites. The subscription form and information document are available at the respective website of Divio (www.divio.com), Nordic Issuing AB (www.nordic-issuing.se), and at Sedermera Corporate Finance AB:s website (www.sedermera.se).

Completed subscription form and payment must be registered with Nordic Issuing AB no later than on the 21st of June 2023. Subscribed and paid for B-shares will be entered as "interim shares" or "IA" into your VP-account until registration of the issue is completed with the Companies Registration Office, whereby interim shares will automatically be converted to ordinary shares in Divio.

Subscription over EUR 15,000 when applicable

If the subscription amounts to, or exceeds, EUR 15,000, a money laundering form must be completed on the money laundering form available on www.nordic-issuing.se which can be signed digitally. Please note that interim shares cannot be booked, even though payment has been received, until the money laundering control is submitted. Money laundering forms are obtained from Nordic Issuing AB.

Important dates

- 7 June 2023 – The exercise period commences
- 19 June 2023 – Last day of trading in the warrants
- 21 June 2023 – The exercise period ends
- 22 June 2023 – Planned date for publication of outcome
- 10 July 2023 – Planned date for conversion from interim shares to ordinary shares

In case of any questions regarding warrants in Divio, please contact Sedermera Corporate Finance AB or Nordic Issuing AB. Sedermera Corporate Finance AB is the financial advisor and Nordic Issuing AB is the issuing agent for Divio in connection with the warrant exercise. Markets & Corporate Law Nordic AB is the legal advisor.

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PLEASE NOTE – In order for your warrants not to expire worthlessly, you must actively exercise your warrants and subscribe for B-shares no later than on the 21st of June 2023 or sell your warrants no later than on the 19th of June 2023.