

2015-01-30

Statement by Aspiro's independent bid committee in relation to Project Panther Bidco's public takeover offer

With reference to Project Panther Bidco Ltd's public takeover offer for all the shares in Aspiro AB (publ), the Independent Bid Committee¹ within Aspiro's board of directors has decided, as further set out below, to unanimously recommend all shareholders of Aspiro to accept the offer. Furthermore, in connection with the offer, the Independent Bid Committee decided to bring forward the date of publication of Aspiro's year-end report for 2014 from 12 February 2015 to 5 February 2015.

Background

This statement is made by the Independent Bid Committee² of Aspiro AB (publ) ("Aspiro" or the "Company") pursuant to section II.19 of the Rules concerning Public Takeover Offers on the Stock Market adopted by Nasdaq Stockholm (the "Takeover Rules").

On 30 January 2015, Project Panther Bidco Ltd ("Panther"), indirectly owned by S. Carter Enterprises, LLC ("SCE"), has, through a press release, announced a public offer to the shareholders of Aspiro to tender all shares in the Company to Panther for a consideration of SEK 1.05 per share in Aspiro (the "Offer").³

Based on Aspiro's closing share price of SEK 0.66 as of 29 January 2015, the Offer values each Aspiro share at SEK 1.05 and the total value of the Offer at approximately SEK 464 million.⁴ The Offer represents a premium of:

- 59.1 per cent for each Aspiro share compared to the closing price on 29 January 2015, the last trading day prior to the announcement, of SEK 0.66; and
- 58.7 per cent for each Aspiro share compared to the volume-weighted average trading prices over the last 90 calendar days ending on 29 January 2015 of SEK 0.66.

The acceptance period for the Offer is expected to commence on or about 19 February 2015 and expire on or about 11 March 2015. Commencement of settlement is expected to begin approximately one week after the expiry of the acceptance period. The Offer is, inter alia, conditional upon that it is accepted to the extent that Panther becomes the owner of more than 90 per cent of the total number of shares in Aspiro and that Panther receives the necessary regulatory approvals for the acquisition.

¹ Defined below.

² Defined below.

³ Aspiro has issued warrants, which after re-calculation amount to 17,465,067. However, as all those warrants are held by the wholly-owned subsidiary Aspiro Innovation AB, they are excluded from the Offer in accordance with section II.12 of the Takeover Rules.

⁴ Based on an aggregate of 441,985,748 outstanding shares in Aspiro.

The board of directors of Aspiro received an indication of interest from SCE on 3 December 2014, and following negotiations, on 13 December 2014, SCE was permitted to initiate a due diligence in connection with the preparations pertaining to the Offer. Apart from limited unaudited financial information from Aspiro's year-end report for 2014, no information which could reasonably be deemed as price sensitive for the shares of Aspiro has been disclosed to SCE or Panther during the due diligence process. The Independent Bid Committee has, due to SCE having reviewed the unaudited financial information, resolved to bring forward the date of publication of Aspiro's year-end report for 2014 from 12 February 2015 to 5 February 2015, which will also be included in the offer document to be published by Panther. The date of publication for the offer document is expected to or around 17 February 2015.

According to today's press release by Panther, on 30 January 2015, Streaming Media AS, which holds approximately 75.9 per cent of the shares and votes in Aspiro, has through an agreement with Panther, subject only to Panther complying in all material respects with the Takeover Rules and good stock market practice in Sweden, irrevocably and unconditionally committed to accept the Offer.

The members of the board of directors Trond Berger (chairman of the board of directors) and Rolf Kristian Presthus have, due to closely related parties' undertakings of accepting the Offer, not participated in the preparation of, or the decision pertaining to, the statement of the board of directors in relation to the Offer. Instead, these measures have been taken on behalf of the board of directors by a bid committee consisting of the independent board members Fredrik Bjørland (chairman of the committee), Johan Forsberg and Taina Malén (the "**Independent Bid Committee**"). The Independent Bid Committee constitutes a quorate board for Aspiro.⁵

Fairness opinion

The Independent Bid Committee has, in support of its statement, resolved to obtain a fairness opinion from an independent third party.

The Independent Bid Committee has engaged ABG Sundal Collier ("**ABG**") to provide a fairness opinion as to the fairness of the Offer price from a financial point of view to the shareholders of Aspiro. According to the fairness opinion, which has been attached to this press release and made available at www.Aspiro.com, ABG is of the opinion that the Offer, subject to the terms and conditions as set out in the opinion, is fair from a financial point of view to the shareholders of Aspiro.

The Independent Bid Committee's recommendation

In accordance with the Takeover Rules, the board of directors of Aspiro shall publish its opinion on the Offer and its reasons for such opinion. The following statement is

⁵ Trond Berger and Rolf Kristian Presthus are members of the board of directors of Streaming Media AS although due to the fact that Streaming Media AS entered into an irrevocable agreement to sell its share holdings in Aspiro in the Offer such persons have a conflict of interest. The board of directors is however still a quorate board in relation to questions relating to the Offer without the two conflicted board members due to the fact that three out of five board members are duly authorised to participate in the board of directors' deliberations and resolutions relating to the Offer.

therefore made by the Independent Bid Committee within the board of directors of Aspiro:

In assessing the Offer, the Independent Bid Committee has taken into account a number of factors considered relevant. These factors include, but are not limited to, Aspiro's current financial position, expected future development and potential and related opportunities and challenges. The Independent Bid Committee has also analysed the Offer using the methods normally used for evaluating offers for listed companies, including the bid premium in relation to the share price, Aspiro's valuation in relation to comparable listed companies and comparable acquisitions, the short and long-term consequences for the Company to remain in a publicly listed environment, the stock market's expectation of the development of Aspiro's profitability and share price, as well as the board of directors' expectation of Aspiro's long-term value based on expected future cash flows. In its evaluation of the Offer, the Independent Bid Committee has also taken into account that shareholders representing approximately 75.9 per cent of the shares have entered into an irrevocable undertaking to accept the Offer, subject only to Panther complying in all material respects with the Takeover Rules and good stock market practice in Sweden in connection with the Offer launch.

For some time, the board of directors of Aspiro has worked with the need of securing the requisite funding in order to implement the comprehensive strategic plan for the Company as approved by the board of directors. Due to the Company's need to strengthen its capital structure, a rights issue to the shareholders of Aspiro, which provided Aspiro with approximately SEK 60 million after issue expenses, was resolved on in the spring of 2014 and effected in June 2014. The funding enabled the Company's expansion to, inter alia, the UK and the US under the brand name TIDAL. In the rights issue prospectus, the board of directors also expressed the potential need of meeting future capital requirements by other means. During the autumn of 2014, Aspiro engaged the financial advisor Mooreland Partners LLP to further investigate the possibility of alternative solutions in order for the Company to realise its strategic plans and potential, thereby securing the Company's value to the benefit of its shareholders.

After having reviewed the Offer and the Offer documentation in connection therewith, the Independent Bid Committee is of the opinion that Panther, indirectly owned by SCE and controlled by Shawn Carter, possesses the proprietary relationships, industry knowledge, as well as economic strength and the necessary commitment in order to realise Aspiro's strategic plan of expanding the Company's business and brand globally.

Under the Takeover Rules, the board of directors is also required, based on what Panther has stated in its announcement of the Offer, to present its views on the impact that the completion of the Offer may have on Aspiro and its views on Panther's strategic plans for Aspiro and the impact that such could be expected to have on employment and on the locations where Aspiro conducts its business. The Independent Bid Committee notes that in the press release announcing the Offer, Panther states that its indirect owner SCE holds interests in leading international music, media and entertainment companies and believes that significant opportunities exist to further develop Aspiro in a focused private environment outside of the stock exchange where Panther, as an active owner with significant resources for expansion, further technology investment and strong industrial and content production networks, can provide long-

term support for the management and the business that is needed in order to capture and fully capitalise on the opportunities that lie ahead. Panther does currently not foresee any material changes to the management and employees or their terms of employment. In light of the foregoing, the Independent Bid Committee does not foresee any negative effects on either employment or the locations where Aspiro conducts business.

In summary:

- The Offer from Panther is launched following a structured and diligent process conducted by Aspiro, in which a number of strategic options have been identified and evaluated;
- Panther is deemed to possess the capacity to develop the Company in a privately owned environment, based on SCE's intricate position in the industry and its financial capabilities;
- The Offer represents a premium of 58.7 per cent compared to the volume-weighted average share price for the Company's share during the last three months;
- Significant shareholders, representing approximately 75.9 per cent of the shares in Aspiro, have entered into a binding and irrevocable undertaking with Panther to accept the Offer, subject only to Panther complying in all material respects with the Takeover Rules and good stock market practice in Sweden in connection with the Offer launch; and
- The conclusion made by the independent advisor ABG in the so-called fairness opinion is that the Offer is fair from a financial point of view.

In light of the above, the Independent Bid Committee within the board of directors unanimously recommends all shareholders in Aspiro **to accept Panther's Offer** of SEK 1.05 per share in Aspiro.

Upon reading this recommendation, it should be noted that Aspiro entered into an agreement with SCE dated 13 December 2014 whereby the board of directors undertook to refrain from actively soliciting offers from third parties during the period in which SCE performed its due diligence. As SCE reconfirmed its continued interest, the agreed exclusivity has been prolonged and will expire on 31 January 2015. The board of directors found it warranted to enter into this undertaking due to the short duration of the undertaking, the seriousness of the offeror, as well as the board of directors' sounding of the market during the autumn of 2014. The exclusivity did not prevent the board of directors from negotiating with parties that had not been actively solicited by the board of directors. SCE and Panther have during the same period been prohibited from taking any action that could limit the Company's business and from entering into any contract to acquire shares in Aspiro before the formal launch of a public takeover offer.

Remuneration to senior management in connection with the Offer

As mentioned above, Aspiro's board of directors chose, during the autumn of 2014, to engage Mooreland Partners LLP to examine alternative solutions to realise the Company's strategic plans and potential, in order to thereby ensure shareholder value. Due to the increased work load that necessitated in conjunction with discussions with

potential investors as well as the importance of the senior management for Aspiro's long-term expansion plans, the board of directors chose to establish and implement specific incentives to retain top management as employees of the Company regardless of a change of majority shareholder in Aspiro. Aspiro's board of directors has therefore decided on the following transaction-related remuneration to the top management (based on the Offer price less advisor fees), which applies to the Chief Executive Officer Andy Chen, Chief Financial Officer Christopher Hart, Chief Commercial Officer Peter Tonstad and Chief Technical Officer Rune Lending, consisting of cash remuneration payable upon completion of the Offer and in case each provided the manager has remained employed in the same position (excluding social security contributions and based on estimated final advisor fees in the anticipated transaction):

Andy Chen, CEO: approximately SEK 3 million

Other management: approximately SEK 3.3 million

An increased price per share of the Offer price of SEK 1.05 would entail proportionally increased remuneration, where the CEO and remaining management would stand to receive 2.9 per cent and 3.33 per cent (altogether) respectively of the value of an increased offer, however with an overall cap of all aggregated remuneration to senior management being set to SEK 30 million (excluding social security contributions).

The payment of remuneration is conditional upon, inter alia, that a change in majority owner occurs, that each respective manager has used his or her best efforts to ensure the transaction is executed on the best possible terms for Aspiro and its shareholders, and that the manager remains in his or her position for at least six months following the transaction.

It is the board of directors' assessment that the transaction related remuneration is not covered by the strict wording of the remuneration principles for senior management adopted by the annual general meeting 2014. The board of directors is however of the opinion that the remuneration is in accordance with the purpose of the principles and that the deviation from the principles is justified due to the extensive burden assumed by senior management in conjunction with the Offer as well as the management's strategic importance for the launch of the Offer. Furthermore, the maximum aggregated remuneration is, even if aggregated with the transaction-related remuneration, within the overall cap stipulated in the principles for remuneration to the senior management adopted by the annual general meeting 2014.

Advisors

The board of directors of Aspiro has appointed Mooreland Partners LLP as its financial advisor and Vinge as its legal advisor on matters relating to the Offer. ABG Sundal Collier has been engaged to issue a fairness opinion in relation to the Offer.

Malmö, 30 January 2015

Aspiro AB (publ)

The board of directors, through the Independent Bid Committee

Aspiro AB discloses the information provided herein pursuant to the Financial Instruments Trading Act and/or the Securities Markets Act and the Takeover Rules. The information was submitted for publication at 8:00 am CET on 30 January 2015. This statement shall in all aspects be governed by and interpreted in accordance with Swedish law. Any disputes relating to or arising in connection with this statement shall be settled exclusively by Swedish courts.

For further information:

Fredrik Bjørland, chairman of the Independent Bid Committee, Phone number +47 95 20 18 50, E-mail fredrik.bjorland@ferd.no

Conference call

The Independent Bid Committee will also host a conference call to answer questions relating to the Offer.

Time: 30 January 2015 at 2:00 pm CET

Phone number: +46 (0) 8 505 59 840

PIN: #357596

Aspiro in brief

Aspiro is a media technology company on the forefront in the ongoing redefinition of music consumption. Through its subscription service WIMP, the company offers a complete music experience with HiFi quality audio and integrated editorial, magazine and video. In parallel, Aspiro is a content provider to the online media industry through RADR, helping its partners to attract and retain visitors on their web sites. For more information, please visit www.aspiro.com.

Independent Bid Committee of the Board of Directors
Aspiro AB (publ)
Gråbrödersgatan 2
SE-211 21 Malmö

Stockholm, 28 January 2015

FAIRNESS OPINION IN RELATION TO PROJECT PANTHER BIDCO LTD BID FOR ASPIRO AB

Members of the Independent Bid Committee of the Board of Directors,

You have requested the opinion of ABG Sundal Collier AB ("ABG Sundal Collier") as to the fairness from a financial point of view to the holders of the shares in Aspiro AB ("Aspiro" or the "Company") of the offer from Project Panther Bidco Ltd (the "Offeror"), which is intended to be announced through a press release on 30 January 2015 (the "Offer"). The offer price is SEK 1.05 per share payable in cash (the "Offer Price"). The completion of the Offer will be subject to customary conditions, including a required acceptance level of 90 per cent. The Offeror reserves the right to waive the conditions.

ABG Sundal Collier, as part of its investment banking business, is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, competitive bidding, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. We will receive a fee for our service of providing this fairness opinion in connection with the Offer, and the Company has agreed to reimburse our expenses arising, and indemnify us against certain liabilities that may arise, out of our engagement if performed without negligence or wilful misconduct. In the ordinary course of our business, we may actively trade Aspiro shares for our own account and for the accounts of customers and, accordingly, may at any time hold a long or short position in such securities.

As of the date hereof, ABG Sundal Collier and its affiliates, including partners and employees, own 38,000 shares in Aspiro.

In connection with this opinion, we have reviewed and considered among other things:

- Certain reports, press releases and presentations from Aspiro (including unaudited 2014 Q4 numbers);
- the reported price and trading activity for the Company's shares;
- the Offer Price and the key terms of the Offer; certain financial and stock market information for Aspiro compared with similar information for certain other companies, the securities of which are publicly traded;
- the financial terms of certain other business acquisitions that we have deemed to be relevant; such other financial analyses, studies and matters that we considered appropriate.

We have also held discussions with members of the senior management of the Company regarding the business operations, financial condition and future prospects of the Company.

We have, with your consent, relied without independent verification upon the accuracy and completeness of all of the financial and other information reviewed by us for purposes of this opinion. In addition, with your consent, we have not made an independent evaluation or appraisal of the assets and liabilities of Aspiro or any subsidiary or affiliate thereof and we have not been furnished with any such evaluation or appraisal, nor have we made any physical inspection or technical evaluation of the properties or assets of Aspiro.

Our opinion does not address the relative merits of the Offer as compared to any strategic alternatives that may be available to the Company; nor does it address any legal, regulatory, tax or accounting matters. This opinion addresses only the fairness from a financial point of view, as of the date hereof, of the Offer Consideration proposed to be paid to the holders of the shares in Aspiro pursuant to the Offer.

This letter and the opinion expressed herein are provided solely for the benefit of the Board of Directors of Aspiro in connection with and for the purposes of their consideration of the Offer and the Offer Consideration. This opinion is not intended to be relied upon or confer any rights or remedies upon, neither directly nor indirectly, any employee, creditor, shareholder or other equity holder of Aspiro or any other party. This opinion does not constitute a recommendation as to whether or not any holder of Aspiro shares should tender such shares in connection with the Offer. In addition, we are not expressing any opinion as to the prices at which the shares of the Company will trade at any time. Except for referring to the conclusion of the opinion as expressed below, this letter may not be reproduced, disseminated or quoted at any time and in any manner without our written consent.

Our opinion is necessarily based upon economic, market and other conditions as they exist and can be evaluated on, and on the information made available to us as of, the date of this letter.

Based upon and subject to the foregoing, it is our opinion that, as of the date hereof, **the Offer Price is fair** from a financial point of view to the shareholders of Aspiro.

This letter shall be governed by and construed in accordance with Swedish Law.

Yours faithfully,

ABG SUNDAL COLLIER AB