

PRESS RELEASE

## Seamless acquires MeaWallet AS through an issue in kind of new shares and simultaneously carries out a private placement

### - Acquires strategically crucial technology

**Seamless Distribution AB (publ) ("Seamless") acquires the Norwegian technology company MeaWallet AS ("MeaWallet"). The purchase price amounts to approximately SEK 42,8 million and payment is made through an issue in kind of 4,574,328 new shares in Seamless. Through the acquisition Seamless controls important technology in the rapidly growing field of contactless payments. At the same time the company has carried out a direct issue of new shares in a private placement of approximately SEK 50 million to private and institutional investors.**

– “Our mobile solution SEQR already uses MeaWallet’s technology to facilitate contactless payments so we are well acquainted with the company. Their solutions, including Host Card Emulation (HCE), are technologically leading and it is a strategically crucial technology for mobile payments that we now control”, says Peter Fredell, CEO of Seamless, who continues:

– “The acquisition also enables us to open a new business area where we will sell MeaWallet’s technology to institutions who want to establish themselves in the mobile payments market. Here we expect to see rapid expansion as the solutions provided by MeaWallet are crucial for mobile payments”.

#### **About the acquisition of MeaWallet**

Seamless has entered into an agreement with the shareholders of MeaWallet regarding the acquisition of shares, shareholders’ contributions and convertible debentures in MeaWallet. The board of directors has, pursuant to an authorisation granted at the 2016 annual general meeting, resolved on a share issue in kind as per below. The purchase price amounts to SEK 42,769,965 in aggregate, and the payment will be made through the issue in kind of 4,574,328 new shares in Seamless to existing holders of shares, shareholder loans and convertible debentures in MeaWallet, where 2,637,968 shares will be paid with shares in MeaWallet and 1,936,360 shares will be paid with shareholder loans and convertible debentures. The board of directors of Seamless has, on, pursuant to an authorisation granted at the 2016 annual general meeting, resolved on the issue in kind of the consideration shares.

The subscription has been established to SEK 9.35. The agreement regarding the acquisition was signed on 16 June 2016. The transaction will be closed on July 20 or such earlier date which may be agreed between the parties.

MeaWallet, incorporated in 2012, had a turnover of NOK 1 270 767 and a loss of NOK 14 403 359 during the financial year 2015. The company provides technical solutions for cloud based payment services and is a leader in the field of Host Card Emulation (HCE), a technology for issuing digital payment cards. Through the acquisition of MeaWallet, Seamless acquires important technology for the SEQR business. At the same time the acquisition opens a new business area for Seamless where the technology can be sold to institutions who want to establish themselves within the field of mobile payments.

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## **About the private placement**

At the same time as the issue in kind described above, the board of directors of Seamless resolved to carry out a directed issue in a private placement. The subscription price was set to SEK 9 based on a book building process to private and institutional investors completed in July 2016 by Evli Bank Plc. The subscription price corresponds to a discount of approximately 11 per cent compared to closing price on July 11, 2016 and a discount of approximately 4 per cent compared to the volume weighted average price for last 30 trading days. The issue will raise SEK 50,000,000 for Seamless and a total of 5,555,556 shares have been issued. Payment for the shares shall be made in cash not later than July 15, 2016 or such later date as the board of directors resolves.

The issue has been implemented with deviation from the shareholders' preferential rights and the right to subscribe for the shares was only granted to a limited number of private and institutional investors who have been identified through a book-building process, arranged by Evli Bank Plc. A number of the subscribers are existing shareholders of Seamless. The purpose of the issue, and the reason for the deviation from the shareholders' preferential right, was to strengthen Seamless financial position. According to the Board of Directors' assessment, a private placement of shares was, at this point in time, the most favourable way to strengthen Seamless financial position and the Board of Directors believes that the approach chosen for this issue does not grant an unfair advantage for the subscribers.

## **Dilution etc.**

The shares issues described above will entail a total dilution for the current shareholders of Seamless of approximately 17.24 per cent, after full dilution, of which the private placement described above entails a dilution of approximately 9.45 per cent and the issue in kind will entail a dilution of approximately 7.78 per cent. Seamless will publish a prospectus in connection with the admission to trading of the newly issued shares. The prospectus is expected to be available on Seamless' website ([www.seamless.se](http://www.seamless.se)) in the third quarter of 2016.

## **For further information, please contact:**

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*This information is information that Seamless Distribution AB (pub) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 08:50 CET on July 13, 2016.*

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## **About Seamless**

Seamless is one of the world's leading providers of mobile phone payment systems and handles more than 3.9 billion transactions each year via 600,000 active sales outlets. Combined with more than fifteen years' experience and a presence in about 30 countries, this gives Seamless a strong position in the mobile phone payment market. It is the company's unique transaction platform that makes SEQR possible. Seamless is traded on Nasdaq Stockholm, under the SEAM ticker.

[www.seamless.se](http://www.seamless.se)

## **About SEQR**

SEQR, developed by Seamless, is the fastest and easiest mobile payments solution currently available on the market. All customers need to do is use the SEQR app to scan the QR/NFC code at the POS terminal and approve the payment by entering their PIN. SEQR works just as

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well for physical transactions as for e-commerce, and is both faster and more secure than card payments. The technology behind the solution means that there is no investment cost for retailers. All that is required is a QR/NFC code sticker at the POS terminal. In addition, the low transaction charges allow the retailer to save money.

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