

Digizuite announces intended offer from Luxion Group ApS to shareholders to sell their shares at DKK 8.73 per share

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Odense, Denmark 5 July 2023 – Digizuite A/S (“**Digizuite**” or the “**Company**”) has entered into a transaction agreement with Luxion Group ApS (the “**Offeror**” or “**Luxion**”) (which is a company controlled by its founders Henrik Wann Jensen and Claus Wann Jensen and by funds managed by GRO Capital) concerning an unregulated voluntary conditional public tender offer to certain shareholders to acquire the shares in Digizuite (the “**Transaction Agreement**”). In the Public Tender Offer, shareholders in Digizuite will be offered to sell their shares in Digizuite for DKK 8.73 per share (the “**Public Tender Offer**” or the “**Offer**”).

Highlights

- Digizuite today announces that the Board of Directors of Digizuite has decided to recommend the shareholders of Digizuite to accept a Public Tender Offer from Luxion at the offer price of DKK 8.73 per share of nominally DKK 1 (the “**Offer Price**”), corresponding to an equity value of Digizuite of approximately DKK 303 million on a diluted basis (solely including issued warrants with an exercise price below the Offer Price), which the Board of Directors considers attractive in the current market.
- The Board of Directors has thoroughly assessed the Public Takeover Offer and has, among many factors, taken the following factors in consideration:
 - The overall market conditions.
 - Increased consolidation in the Digital Asset Management software (“**DAM**”) market, resulting in larger and stronger competitors, which may be a challenge for Digizuite in the future.
 - In the near future, the management of Digizuite expects that it will become more important being able to cover a broader part of the digital supply chain. That was one of the reasons for Digizuite to announce its intention to pursue M&A activities, as described in Digizuite’s annual report for financial year 2022 and in company announcement no. 22/2022.
 - The macro economy has been challenged by several factors since the Company’s initial public offering and admission trading of its shares (the “**IPO**”) completed in May 2021, including by COVID-19, global supply challenges, the war in Ukraine and increased energy prices, the highest inflation in many years, increased interest rates, global geopolitical tensions and trade restrictions among other factors.
 - The negative stock market sentiment for smaller non-profitable companies resulting in significant decrease in share prices and a reduced liquidity reducing the advantages of being admitted to trading.
 - Being a Software as a Service (“**SaaS**”) company investing in future growth at the expense of being profitable (resulting in negative EBITDA and significant cash burn) has been challenging over the last year, and was part of the reasons for Digizuite’s intention to adopt an M&A strategy as announced in company announcement dated 29 December 2022.
 - Finally, management of Digizuite considers Digizuite and Luxion as a good business match, and the Digizuite Board of Directors therefore considers that completion of the Public Tender Offer will be a positive outcome for Digizuite, its customers, partners, employees and most importantly its shareholders.

That is why a unanimous Board of Directors recommends the shareholders of Digizuite to accept the Public Tender Offer by Luxion. Board members Søren Skovbølling and Annette Lang Skovbølling abstained from participating in the decision-making of the Board of Directors relating to the Public Tender Offer due to conflict of interests considerations resulting from their affiliation to the largest shareholder in Digizuite, ASEO Invest IT ApS, which has committed to tender its shares to the Offeror in connection with the Offer, including in part by contribution of certain shares to the Offeror in exchange for non-voting shares in the Offeror.

- The Offeror has entered into irrevocable undertakings with certain shareholders of Digizuite to acquire their shares in Digizuite at the Offer Price per share, representing around 74% of the issued and outstanding shares in Digizuite. The

tendering of such shares is conditional upon the Offeror announcing the results of the Offer and confirming that the Offer will proceed to completion.

The irrevocable undertakings include commitments from the Company's largest shareholder, ASEO Invest IT ApS (37.8% of the Company's shares/votes), and from the two second largest shareholders, Kapitalforeningen BankInvest Select (12.1% of the Company's shares/votes) and Strategic Investments A/S (10.3% of the Company's shares/votes).

- The Offer Price of DKK 8.73 per share of nominally DKK 1 is final (except that the Offeror may increase such Offer Price under certain circumstances).
- The Offer Price of DKK 8.73 constitutes a premium of 37% compared to the closing price of the Company's shares on Nasdaq First North Growth Market on 4 July 2023, a premium of 29% compared to the volume weighted average price of the Company's shares in the past 30 trading days and a premium of 33% compared to the volume weighted average price of the Company's shares in the past 90 trading days.
- For the purpose of carrying out the Public Tender Offer to the remaining shareholders in Digizuite, who have not entered into irrevocable undertakings with the Offeror, the Offeror will publish an offer document setting out the terms and conditions of the Public Tender Offer (the "**Offer Document**") expectedly on or around 7 July 2023.
- The completion of the Public Tender Offer will be subject to certain customary terms and conditions precedent, including a minimum acceptance level from shareholders of Digizuite of at least 90%.

Further information concerning the Public Tender Offer will be provided in the Offer Document.

- The consideration will be paid in cash out of funds, which the Offeror has received binding equity and debt financing commitments for and which will be made available for settlement in accordance with the timetable.
- Following the completion of the Public Tender Offer, the Offeror expects to carry out a compulsory redemption in accordance with the Danish Companies Act of any shareholders in Digizuite, who have not accepted the Public Tender Offer, subject to satisfying the applicable legal requirements and shareholding/voting rights threshold for such redemption of shareholders.
- Further, following the completion of the Public Tender Offer, and subject to the shareholder majority requirements in the Nasdaq First North Growth Market Rulebook being satisfied, Digizuite expects to request Nasdaq Copenhagen A/S to have the Company's shares deleted from trading on Nasdaq First North Growth Market and accordingly become a privately owned company by the Offeror, which in turn will be owned by entities affiliated with GRO Capital, the two founders of Luxion, ASEO Invest IT ApS, certain other shareholders of Digizuite, and certain members of the Digizuite management team, subject to completion of the Public Tender Offer. ASEO Invest IT ApS (affiliated with Digizuite Chairperson Søren Skovbølling and Digizuite board member Annette Lang Skovbølling), certain other shareholders of Digizuite and specific management members have pursuant to certain re-investment undertakings entered into with the Offeror undertaken to reinvest in the Offeror by contributing part of their shares in Digizuite to the Offeror (such shares amounting to in total 25.2% of the share capital of Digizuite on a diluted basis (solely including issued warrants with an exercise price below the Offer Price)) in exchange for an equivalent value of non-voting shares in the Offeror based on a value per Digizuite share equal to the Offer Price, subject to the Offeror announcing the results of the Offer and confirming that the Offer will proceed to completion.
- The intended Offer will be directed to Digizuite's shareholders; excluding (i) the Company in respect of any shares held by the Company in treasury; (ii) shareholders that have entered into irrevocable undertakings with the Offeror as described herein; (iii) shareholders that have entered into re-investment undertakings with the Offeror as described herein; and (vi) shareholders domiciled in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States or in any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to shareholders in that jurisdiction.

Trading update

- - The management of Digizuite expects the Company's H1 2023 financial results to be a slightly lower compared to expected, which mainly is due to longer sales processes and deferred customer decisions.
 - The Company's annual recurring revenue ("**ARR**") is expected to grow with approximately 10% in H1 2023, from DKK 40.1 million as at 31 December 2022 to approximately DKK 44.0 million expected on 30 June 2023.
 - The guidance for 2023 remains unchanged due to a satisfactory pipeline for H2 2023.

Background for the Public Tender Offer

The intended Public Tender Offer is a result of a process of the Board of Directors' exploration of M&A possibilities for Digizuite. There have been interactions with different parties to explore opportunities for both purchasing companies and for selling Digizuite to a larger company, such as Luxion.

The Board of Directors has evaluated the alternative possible solutions, and the Board of Directors (excluding board members Søren Skovbølling and Annette Lang Skovbølling, who abstained from participating in the decision-making of the Board of Directors relating to the Public Tender Offer due to conflict of interests considerations resulting from their affiliation to the largest shareholder in Digizuite, ASEO Invest IT ApS) has unanimously resolved to recommend the shareholders of the Company to accept the Public Tender Offer from Luxion.

Since the initial expression of interest from the Offeror, the Board of Directors has followed a fair and thorough process where the interests of all shareholders have been carefully handled by the Board of Directors.

The completion of the Public Tender Offer will, among other customary conditions, be subject to a minimum acceptance threshold of at least 90% of the issued and outstanding share capital and voting rights of Digizuite.

As at the date hereof, the Offeror has received irrevocable undertakings from shareholders in Digizuite to acquire their shares in Digizuite at the Offer Price per share, representing around 74% of the issued and outstanding shares and voting rights in Digizuite. The acquisition of such shares pursuant to irrevocable undertakings will be conditional upon the Offeror announcing the results of the Offer and confirming that the Offer will proceed to completion.

Company update

Since the Company's IPO the Company has grown its ARR by more than 70% as a result of the Company's previous growth strategy, which was described in the company description of Digizuite dated 14 April 2021. The Company's market position has furthermore been strengthened through the Company's investing in its markets, products and organization.

The Company's acquisition of new customers increased by 70% in FY2022, as announced in the Company's annual report for FY2022, with a growing list of brands, combined with strong customer retention and expansion, showing a significant growth potential of the Company.

COVID-19, the war in Ukraine and changes in financial markets have however surfaced as challenges for the Company in recent years, which among other external factors contributed to the decision to adjust the Company's strategy as announced in company announcement on 29 December 2022, to prioritize the pursuit of profitable growth within early 2024.

While the European market is delivering in accordance with the Company's expectations, fueled by increased partner recruitment and increased commitment and engagement from the Company's current partners, the US market has been delivering below expectations, driven by weak new customer acquisitions, while customer retention and expansion, however, continues to be strong.

Comments to the intended Public Tender Offer

It is the general opinion and consensus among the Board of Directors and of certain larger shareholders of Digizuite that the Offer Price is attractive and that the Offer would be the best future opportunity for Digizuite, the customers, partners, employees and most importantly its shareholders.

Meanwhile, it has been important for the Board of Directors to ensure that all shareholders of Digizuite would have the opportunity to sell their Digizuite shares at a price corresponding to the offer price of DKK 8.73 at the IPO completed in May 2021 despite the Company's share price for long periods having been significantly lower. Many of Digizuite's shareholders have been supporting Digizuite from just before or in connection with the IPO, where such shareholders purchased their shares, showing strong commitment to Digizuite, and some shareholders have also been supporting Digizuite when there was a need for a capital raise in March 2023.

Statement from the Board of Directors of Digizuite:

"Today is an important milestone for Digizuite. We have entered into an agreement with Luxion Group concerning an offer for the shares in Digizuite of DKK 8.73 per share from Luxion Group with support from its founders and major shareholder GRO Capital. It is a unanimous Board of Directors that recommends the shareholders to accept the offer, as we find it attractive for both shareholders, customers, employees, partners and Digizuite. The Board of Directors decided in the second half of 2022 to explore various options on a stand-alone basis and with potential partners to accelerate the Digizuite's growth and profitability, and therefore we are happy to announce that this offer and the potential combination of Luxion and Digizuite will successfully execute on Digizuite's M&A-strategy with a highly regarded partner.

Consequently, the Board of Directors considers the Public Tender Offer attractive for all shareholders of Digizuite and also expects that a potential delisting of the Company will improve the ability to execute on Digizuite's strategy, which includes investing in 3D and creative functionality."

Claus Thorsgaard, CEO of Luxion, said:

"Over the past two decades, KeyShot has evolved to meet the design needs of global organizations, small businesses and individual designers. We are deeply committed to supporting our customers both at present and in the future. Adding

Digizuite to our suite of services will allow us to provide a full circle design solution, covering ideation, design, rendering, manufacturing, marketing, and asset management.”

Søren Skovbølling, ASEO Invest IT ApS, the Company’s largest shareholder said:

“It is with pride, joy and humility that we will receive a takeover offer from Luxion Group that they wish to purchase the shares in Digizuite at a price of DKK 8.73 per share. We have been on a fantastic journey with Digizuite and we look forward to hopefully being able to continue the journey together with Luxion. Both companies and the people behind them share the same values and ambitions, and we are sure, that this will bring great value to our customers, partners and employees”.

The Public Tender Offer

In the intended Public Tender Offer shareholders of Digizuite will be offered to sell all of their shares to the Offeror at the Offer Price of DKK 8.73 per share.

The Offer Price of DKK 8.73 values the share capital of Digizuite on a diluted basis (solely including issued warrants with an exercise price below the Offer Price) at a market capitalization of approximately DKK 303 million.

The Offer Price represents a premium of 37% to the closing price of the Company’s shares on Nasdaq First North Growth Market on 4 July 2023, a premium of 29% compared to the volume weighted average price of the Company’s shares in the past 30 trading days and a premium of 33% compared to the volume weighted average price of the Company’s shares in the past 90 trading days.

The Public Tender Offer will include a six week offer period.

Completion of the Public Tender Offer will be subject to certain conditions, including a minimum acceptance threshold of at least 90% of the issued and outstanding share capital and voting rights of the Company.

Timetable of the Public Tender Offer

5 July 2023	Publication of this announcement.
7 July 2023	Publication of the Offer Document and commencement of the Public Tender Offer Period.
18 August 2023	End of the offer period (6 weeks after publication of Offer Document)
21 August 2023	Expected announcement of the results of the Public Tender Offer.
28 August 2023	Expected completion and settlement of Public Tender Offer.
Following completion of Public Tender Offer	Expected commencement of process for deletion of the Company’s shares from trading from on Nasdaq First North Growth Market (subject to the necessary support from the Company’s shareholders as required in the Nasdaq First North Growth Market Rulebook) and, provided that at least 90% of the shareholders accept the Public Tender Offer or separately tender their shares to the Offeror, the Offeror will commence a compulsory redemption of remaining shareholders in Digizuite, subject to satisfaction of applicable legal requirements.

Advisers

Gorrissen Federspiel Advokatpartnerselskab is acting as legal adviser to Digizuite.

Accura Advokatpartnerselskab is acting as legal adviser to the Offeror.

Carnegie Investment Bank, filial af Carnegie Investment Bank AB, Sverige, is acting as financial advisor and settlement agent in connection with the Public Tender Offer.

About Digizuite A/S

Digizuite is a SaaS company in [Digital Asset Management software \(DAM\)](#) that streamlines all digital content in one central platform. Through automated workflows and agile integrations, Digizuite removes manual workflows and streamlines the

entire content value chain. Customers choose Digizuite to have control over who, where, and how corporate materials are used. It ensures brand control, risk reduction and helps to increase efficiency and revenue.

Digizuite is a global company that has realized 900% growth in ARR between 2017 and 2023. Today, the Company has more than 65 employees between its headquarters in Denmark and its subsidiaries in the United States, United Kingdom, Belgium, and Ukraine.

About Luxion Group ApS:

Luxion is a global leader of product design rendering software. Thousands of companies around the globe use Luxion's products for a multitude of use cases, including creating photo-real visualizations of CAD data for marketing, evaluating materials and textures ahead of production, and providing interactive product visualizations and 3D animations for stakeholders across the design lifecycle.

Founded in 2003, Luxion has offices in the US and Denmark, sales representatives in China and Germany, and a global footprint with a large portfolio of enterprise customers as well as small & medium sized companies.

Important notice

The Offer will not be subject to the relevant rules in Chapter 8 of the Danish Capital Markets Act and Danish Takeover Order as the shares of Digizuite A/S are not admitted to trading on a regulated market. The Offer Document will not be reviewed or approved by the Danish Financial Supervisory Authority.

This announcement is not a public takeover offer and this announcement does not represent a formal decision by the Offeror to make a public takeover offer within the meaning of section 4(1) of the Danish Takeover Order (Executive Order no. 636 dated 15 May 2020). If and when the Offeror formally launches an offer, it will be made in the form of an offer document, which is not subject to and will not be approved by the Danish Financial Supervisory Authority.

This announcement is not for release, publication or distribution, directly or indirectly (in whole or in part) in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction or where such action would require prospectuses, filings or other measures. This announcement is for informational purposes only and does not constitute a notice to an extraordinary general meeting, an offer document, an exemption document or a prospectus and as such, does not constitute or form part of and should not be construed as, an offer to sell, or the solicitation or invitation of any offer to buy, acquire or subscribe for, any securities or any other financial instruments in Digizuite or the Offeror or an inducement to enter into investment activity.

Any decision with respect to the tendering of securities in Digizuite should be made solely on the basis of an actual offer document to be published prior to the commencement of the offer period related to the Public Tender Offer as well as on an independent analysis of the information contained therein.

NO OFFERING IS BEING MADE TO ANY PERSON IN ANY JURISDICTION. THIS ANNOUNCEMENT MAY NOT BE USED FOR, OR IN CONNECTION WITH, AND DOES NOT CONSTITUTE, OR FORM PART OF, AN OFFER BY, OR INVITATION BY OR ON BEHALF OF, DIGIZUITE OR THE OFFEROR, OR ANY REPRESENTATIVE OF DIGIZUITE OR THE OFFEROR, TO PURCHASE ANY SECURITIES OR AN OFFER TO SELL OR ISSUE, OR THE SOLICITATION TO BUY SECURITIES BY ANY PERSON IN ANY JURISDICTION. NO ACTION HAS BEEN OR WILL BE TAKEN IN ANY JURISDICTION BY DIGIZUITE OR THE OFFEROR THAT WOULD PERMIT AN OFFERING OF SHARES OF DIGIZUITE OR THE OFFEROR OR POSSESSION OR DISTRIBUTION OF A PROSPECTUS IN ANY JURISDICTION, EXCEPT TO THE EXTENT EXPLICITLY DISCLOSED BY DIGIZUITE OR THE OFFEROR.

Forward-looking statements

This announcement includes forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Digizuite's control and all of which are based on Digizuite's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward looking terminology such as "aim", "anticipate", "assess", "assume", "believe", "continue", "could", "estimate", "expect", "goal", "hope", "intend", "may", "objective", "plan", "position", "potential", "predict", "project", "risk", "seek", "should", "target", "will" or "would" or the highlights or the negatives thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include statements that reflect Digizuite's intentions, beliefs or current expectations and projections about their respective future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, targets, strategies and opportunities and the markets in which they respectively operate, and the anticipated timing of the proposed transactions. These forward-looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing Digizuite. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such

forward-looking statements. Forward-looking statements in this announcement speak only as of the date of this announcement. The information contained in this announcement is subject to change without notice and, except as required by applicable laws and regulations, Digizuite expressly disclaims any obligation or undertaking to update or revise the forward-looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based and nor does it intend to. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.

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Attachments

- [Download announcement as PDF.pdf](#)