

Announcement of result of the unregulated voluntary public tender offer to certain shareholders of Digizuite A/S

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Company announcement 38 – 21.08.2023 - NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR TO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION. THIS ANNOUNCEMENT IS NOT A PROSPECTUS AND DOES NOT CONSTITUTE A PUBLIC OFFER OF ANY OF THE SECURITIES DESCRIBED HEREIN.

Odense, Denmark, 21 August 2023 – Reference is made to the unregulated voluntary conditional public tender offer (the "**Offer**") by Luxion Group ApS (the "**Offeror**") to certain shareholders of Digizuite A/S ("**Digizuite**" or the "**Company**") to acquire shares in Digizuite and to the company announcement no. 33/2023 dated 7 July 2023.

Pursuant to the offer document dated 7 July 2023, setting out the full terms and conditions to the Offer (the "**Offer Document**"), the offer period expired on 18 August 2023 at 5.00 p.m. (CEST).

Result of the Offer

On behalf of the Offeror the Company hereby announces the results of the Offer. As at the time of this announcement, the Offeror has received valid acceptances to the Offer for a total of 6,935,976 shares in Digizuite corresponding to 22% of the current share capital and voting rights of Digizuite and together with the shares separately acquired by the Offeror pursuant to irrevocable undertakings entered into with certain shareholders of Digizuite, the Offeror has received valid acceptances corresponding to approximately 96% of the share capital and voting rights in Digizuite.

As at the date of this announcement, all conditions for completion of the Offer are satisfied and the Offeror will accordingly proceed to settle and complete the Offer in accordance with the terms of the Offer Document.

Settlement of the Offer

The Offer is expected to be settled on 28 August 2023 in accordance with the Offer Document by payment of cash to shareholders of Digizuite having accepted the Offer as consideration for shares in Digizuite. Certain shareholders (including members of management) have undertaken to reinvest in the Offeror by contributing part of their shares in Digizuite to the Offeror 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.

Digizuite has received notices to exercise warrants corresponding to a total of 2,135,712 new Digizuite shares conditional upon the announcement of the results of the Offer and the Offeror confirming that the Offer will proceed to completion. Shares in Digizuite received from such warrants exercised will be issued and tendered in the Offer according to irrevocable undertakings. Additionally, 581,646 warrants will be settled by cash payment.

The full terms, conditions and essential elements of the Offer are set forth in the Offer Document, which is available for download via Digizuite's website www.digizuite.com, subject to certain restrictions.

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 Public Tender Offer is not subject to the relevant rules in Chapter 8 of the Danish Capital Markets Act or the Danish Takeover Order as the shares of Digizuite are not admitted to trading on a regulated market. The Offer Document has not been and will not be reviewed or approved by the Danish Financial Supervisory Authority or any other financial supervisory authority or by any stock exchange. The Offer Document and this announcement do not constitute a prospectus or offering circular and no prospectus or offering circular will be published in connection with the Public Tender Offer.

This announcement is not a public takeover offer within the meaning of the Danish Capital Markets Act or within the meaning of the Danish Takeover Order (Executive Order no. 636 dated 15 May 2020).

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 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 the actual Offer Document related to the Public Tender Offer as well as on an independent analysis of the information contained therein.

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.

THE PUBLIC TENDER OFFER IS NOT BEING MADE, AND SHARES OF DIGIZUITE WILL NOT BE ACCEPTED FOR PURCHASE FROM OR ON BEHALF OF PERSONS, IN ANY JURISDICTION IN WHICH THE MAKING OR ACCEPTANCE THEREOF WOULD NOT BE IN COMPLIANCE WITH THE SECURITIES OR OTHER LAWS OR REGULATIONS OF SUCH JURISDICTION OR WOULD REQUIRE ANY REGISTRATION, APPROVAL OR FILING WITH ANY REGULATORY AUTHORITY NOT EXPRESSLY CONTEMPLATED BY THE OFFER DOCUMENT. PERSONS OBTAINING THE OFFER DOCUMENT AND/OR INTO WHOSE POSSESSION THE OFFER DOCUMENT COMES ARE REQUIRED TO TAKE DUE NOTE AND OBSERVE ALL SUCH RESTRICTIONS AND OBTAIN ANY NECESSARY AUTHORISATIONS, APPROVALS OR CONSENTS.

The Offer Document does not constitute a prospectus or offering circular and no prospectus or offering circular will be published in connection with the Public Tender Offer.

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](#)