



# White Pearl Technology Group AB publishes supplement to the offer document in respect of the public offer to the shareholders of Ayima Group AB (publ)

White Pearl Technology Group AB ("WPTG") announced on 20<sup>th</sup> February 2024 a public offer to the shareholders of Ayima Group AB (publ) ("Ayima Group") to acquire all shares in Ayima Group for a price of 0.6 class B shares in WPTG per share in Ayima Group, regardless of share class (the "Offer"). An offer document relating to the Offer was published on 23<sup>rd</sup> February 2024 (the "Offer Document").

On 12<sup>th</sup> March 2024, Ayima Group published a fairness opinion from Placing Valuation, on behalf of the independent bid committee of Ayima Group.

As a result, WPTG has prepared a supplement to the Offer Document (the "**Supplement**") which includes the fairness opinion. The Supplement has today been published and is available in Swedish, together with the Offer Document, on the Offer website (<http://whitepearltech.com/public-offer/>).

Information about the Offer is available at: <http://whitepearltech.com/public-offer/>.

Born Advokater is acting as legal advisor to WPTG, and Aqurat Fondkommission AB is acting as issuing agent in connection with the Offer.

*The information in this press release was submitted for publication by WPTG, through the contact person set out below on 2024-03-19 10.00 CET.*

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The Company's Certified Adviser is Swedish North Point Securities AB.

## **About White Pearl Technology Group**

*White Pearl Technology Group, based in Stockholm and listed on Nasdaq First North Growth Market as WPTG, comprises of 28 companies, operating in the information technology space. They are diversified IT companies selling their own solutions and products, as well as services and products of third-party vendors. The group has a presence in thirty countries throughout the world. The current focus of the group's business is emerging markets and specifically Africa, Asia, the Middle East, and to a lesser*

extent, Latin America. [www.whitepearltech.com](http://www.whitepearltech.com)

## **Important information**

*The Offer, pursuant to the terms and conditions presented in this press release, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish laws and regulations.*

*This press release and any related Offer documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by WPTG. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.*

*The Offer is not being and will not be made, directly or indirectly, in or into, by use of mail or any other means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland. This includes, but is not limited to facsimile transmission, electronic mail, telex, telephone, the Internet and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland or by persons located or resident in USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland. Accordingly, this press release and any related Offer documentation are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland or to any American, Australian, Belarusian, Canadian, Hong Kong, Indian, Japanese, New Zealand, Russian, Singaporean, South African or Swiss person or any persons located or resident in USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland.*

*Any purported tender of shares in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of shares made by a person located in USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from or within USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland will be invalid and will not be accepted. Each person who holds shares and participates in the Offer will certify to not being an American, Australian, Belarusian, Canadian, Hong Kong, Indian, Japanese, New Zealand, Russian, Singaporean, South African or Swiss person, not being located or participating in the Offer from USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland and not acting on a nondiscretionary basis for a principal that is an American, Australian, Belarusian, Canadian, Hong Kong, Indian, Japanese, New Zealand, Russian, Singaporean, South African or Swiss person, or that is located in or giving order to participate in the Offer from Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland. White Pearl will not deliver any consideration relating to the Offer to USA, Australia, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland. This press release is not being, and must not be, sent to shareholders with registered addresses in USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland. Banks, brokers, dealers and other nominees holding shares for persons in USA, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or Switzerland must not forward this press release or any other document related to the Offer to such persons.*

*The Offer, the information and documents contained in this press release are not being made and have not been approved by an authorised person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the information and documents contained in this press release are not being distributed to, and must not be passed on to, the general public in the United Kingdom except where there is an applicable exemption. The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under*

*section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire day to day control of the affairs of a body corporate; or to acquire 50 per cent or more of the voting shares in a body corporate, within article 62 of the UK Financial Service and Markets Act 2000 (Financial Promotion) Order 2005.*

*This press release has been prepared in order to comply with Swedish law, takeover rules for certain trading platforms issued by the Swedish Corporate Governance Board ("Takeover-rules") and the Swedish Securities Council's statements regarding the interpretation and application of the Takeover-rules. The information made public may not be the same as the information would have been made public if this press release had been prepared in accordance with the legislation and regulation in jurisdictions other than Sweden.*

*This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 and has not been approved by any regulatory authority in any jurisdiction. The Offer Document has been prepared in accordance with the Takeover-rules, by WPTG in connection with the Offer. The Offer Document is available on WPTG's website.*

*Regardless of the previous, WPTG reserves the right to approve that the Offer is accepted by persons not present or resident in Sweden if White Pearl, in its own opinion, assesses that the relevant transaction can be carried out in accordance with applicable laws and regulations.*

*To the extent permissible under applicable law or regulation, WPTG or its brokers may purchase, or conclude agreements to purchase, shares in Ayima Group, directly or indirectly, outside of the scope of the Offer, before, during or after the period in which the Offer remains open for acceptance. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for shares in Ayima Group, such as warrants. These purchases may be completed via a market place at market prices or outside a market place at negotiated prices. Any information on such purchases will be disclosed as required by law or regulation in Sweden. This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.*

### ***Forward-looking information***

*Statements in this press release relating to future status and circumstances, including statements regarding future performance, growth and other projections as well as benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "should", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results may differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of WPTG. Any such forward-looking statements speak only as of the date on which they were made and WPTG, has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.*

### ***Special information for shareholders in the United States***

*The Offer, which is covered by Swedish law, is not aimed at shareholders in the United States. The Offer may not be accepted by persons who are residents or otherwise located in the United States, and any purported or attempted acceptance of the Offer by persons who are residents or otherwise located in the United States or which, in White Pearl's judgment, appears to be conducted by persons who residing or located in the United States will not be accepted.*