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### **AutoStore Holdings Ltd. – Bookbuilding successfully completed – Final offer price set at NOK 31 per share**

Nedre Vats, 20 October 2021. AutoStore Holdings Ltd. ("AutoStore" or the "Company", OSE ticker code "AUTO") announces the successful completion of its initial public offering (the "IPO" or the "Offering"). Reference is also made to the announcements by AutoStore on 8 October 2021, 11 October 2021 and 18 October 2021 (the "Announcements") regarding the IPO.

In summary:

- The shares in the Offering have been priced at NOK 31 per share (the "Offer Price"). This price implies a market capitalization of AutoStore of approximately NOK 103.5 billion.
- AutoStore will sell 87,096,774 treasury shares in connection with the Offering (the "New Shares"), raising an amount of NOK 2.7 billion.
- Funds/companies owned, managed or advised by Thomas H. Lee Partners ("THL") will sell a total of 429,711,244 shares in the Offering, thus retaining an ownership of approximately 36.21% in AutoStore following the Offering, EQT will through Terminator Holding S.à r.l. sell a total of 47,003,538 shares in the Offering, thus retaining an ownership of approximately 3.96% in AutoStore following the Offering, Automate Investment AS and Automate Investment II AS (being the current holding company of employee shareholders) will sell a total of 2,869,972 shares in the Offering, thus retaining an ownership of approximately 2.01% in AutoStore following the Offering (all provided that the greenshoe option granted to the Managers (as defined below) and further described below is not exercised).
- In addition to the selling shareholders mentioned above, in total 25 option holders (being employees and a former board member) will exercise a pro rata portion of their vested options equal to the pro-rata portion of shares sold by THL in the Offering (which will equal a total of 18,075,162 shares being delivered), and will sell a total of 13,811,567 shares received upon exercise of the options in the Offering in order to each retain exposure equal to 50% of the net proceeds after tax.
- The Managers have further over-allotted 87,073,964 shares, representing approximately 15% of the number of shares sold in the Offering before over-allotments, and exercised their option to borrow an equal number of shares from THL, EQT (through Terminator Holding S.à r.l.), Automate Investment AS and Automate Investment II AS and the Company for the purposes of covering the over-allotments.
- After completion of the Offering, the free float of AutoStore will be approximately 17.4%, assuming no exercise of the greenshoe option (as described below) and approximately 20.0%, assuming full exercise of the greenshoe option.
- Trading in the shares of AutoStore on the Oslo Stock Exchange will commence on 20 October 2021 on an "if sold" basis (conditional trading), as further described in the separate stock exchange notice regarding conditional trading to be published separately.

A total of 667,567,059 shares (including over-allotted shares) were allotted in the Offering, with 99% of the shares allotted to investors in the institutional offering and 1% of the shares allotted to approximately 10,000 investors in the Nordic retail offering.

The authorized share capital of AutoStore is USD 42,500,000, consisting of 4,250,000,000 Shares, each with a par value of USD 0.01, of which 3,428,540,429 shares (including 200,000,000 shares held in treasury) have

been validly and legally issued and fully paid. Following the Company's sale of treasury shares in the IPO and delivery of shares to the option holders exercising their vested share options, the number of shares validly and legally issued will be 3,333,712,365 shares (excluding the treasury shares) and the number of treasury shares will be reduced to 94,828,064 shares.

Notifications of allocated shares and the corresponding amount to be paid by investors are expected to be communicated to investors on or about 20 October 2021. Investors having access to investor services through their VPS manager will be able to check the number of shares allocated to them from on or about 20 October 2021. The Managers may also be contacted for information regarding allocations.

As further described in the prospectus prepared and published by AutoStore dated 8 October 2021, the Selling Shareholders have granted the Managers a greenshoe option, exercisable by Carnegie AS (the "Stabilization Manager") within 30 days from the time at which "if sold" trading in the shares commences on the Oslo Stock Exchange, to cover any short position resulting from the over-allotments in the Offering following the stabilization period. A separate disclosure will be issued by the Stabilization Manager regarding the over-allotment and stabilization activities.

Carnegie AS, J.P. Morgan AG, and Morgan Stanley & Co. International plc are acting as joint global coordinators and joint bookrunners in the Offering (together, the "Joint Global Coordinators"). ABG Sundal Collier ASA, Citigroup Global Markets Limited and Jefferies GmbH are acting as joint bookrunners in the Offering (together with the Joint Global Coordinators, the "Joint Bookrunners"). Mizuho Securities Europe GmbH and SpareBank 1 Markets AS are acting as co-lead managers (together with the Joint Global Coordinators and the Joint Bookrunners, the "Managers"). Moelis & Company UK LLP is acting as Financial Advisor in relation to the IPO (the "Financial Advisor").

Advokatfirmaet Thommessen AS is acting as the Norwegian legal counsel to the Company. Kirkland & Ellis International LLP is acting as international legal counsel to the Company. Walkers (Bermuda) Limited is acting as Bermuda legal counsel to the Company. Advokatfirmaet Wiersholm AS is acting as Norwegian legal counsel to the Managers. Milbank LLP is acting as international legal counsel to the Managers.

#### DISCLOSURE REGULATION

This information is considered to be inside information pursuant to the EU Market Abuse Regulation, and is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

The stock exchange announcement was published by the contact person, at the date and time as set out above.

#### CONTACTS

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### **About AutoStore**

AutoStore is an innovative robotic and software technology company, and a pioneer of cubic storage automation. The group operates in the rapidly growing warehouse automation industry, and in the even faster growing cube storage segment. AutoStore develops warehouse solutions for the future and helps its customers to enable space saving and increase performance, while reducing labor and energy costs. For more information about AutoStore, see [www.autostoresystem.com](http://www.autostoresystem.com).

### **Important Notice**

This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. Securities may not be offered or sold in the United States unless they are registered or are exempt from registration under the U.S. Securities Act of 1933, as amended. The information contained in this announcement is for informational purposes only and does not purport to be full or completed. AutoStore Holdings Ltd. (the "Company") does not intend to register any portion of this offering in the United States or to conduct a public offering in the United States. Copies of this announcement are not being, and should not be, distributed in or sent into the United States.

It may be unlawful to distribute this announcement in certain jurisdictions. This announcement is not for distribution in Australia, Canada, the Hong Kong special administrative region of the People's Republic of China, Japan, South Africa, the United States or to any other jurisdiction where such distribution would be unlawful. The information in this announcement does not constitute an offer of securities for sale in such jurisdictions.

In the United Kingdom, this announcement is for distribution only to and is directed only at persons who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area, other than Norway, Sweden, Denmark and Finland, which has implemented the Prospectus Regulation (EU) (2017/1129, as amended, the "Prospectus Regulation") (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Regulation, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of securities. Accordingly any person making or intending to make any offer in that Relevant Member State of securities which are the subject of the offering contemplated in this announcement, may only do so in circumstances in which no obligation arises for the Company or any of the joint global coordinators to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 16 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor any of the Managers have authorised, nor do they authorise, the making of any offer of the securities through any financial intermediary, other than offers made by the Managers which constitute the final placement of the securities contemplated in this announcement. Neither the Company nor any of the Managers have authorised, nor do they authorise, the making of any offer of securities in circumstances in which an obligation arises for the Company or any Managers to publish or supplement a prospectus for such offer.

The Managers and the Financial Advisor and/or any of their affiliates or any of their respective directors, officers, employees, advisers, agents or any other person(s) do not accept any responsibility or liability whatsoever for, or make any representation or warranty, express or implied, as to the accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating the Company or associated companies. The Managers and the Financial Advisor are acting exclusively for AutoStore and no-one else in connection with the IPO and will not regard any other person as their client in relation to the IPO and will not be responsible to anyone other than AutoStore for providing the protections afforded to their clients.

Any offering of the securities referred to in this announcement will be made by means of a prospectus. This announcement is an advertisement and is not a prospectus for the purposes of the Prospectus Regulation. Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus. Copies of any such prospectus is available from the Company's registered office and, subject to certain exceptions, on the website of the Company.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Company's shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Company's shares and determining appropriate distribution channels.

#### **Forward looking statements**

This announcement includes forward-looking statements which include statements regarding the Company's business strategy, financial condition, profitability, results of operations and market data, as well as other statements that are not historical facts. Words such as "believe," "anticipate," "plan," "expect," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim," "continue," "could," "guidance," "may," "potential," "will," as well as similar expressions and the negative of such expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying these statements. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements. Except for any ongoing obligation to disclose material information as required by the applicable law, the Company does not have any intention or obligation to publicly update or revise any forward-looking statements after it distributes this announcement, whether to reflect any future events or circumstances or otherwise.

The IPO may be influenced by a range of circumstances, such as market conditions, and there is no guarantee that the IPO will proceed and that the listing will occur.