



Press release

June 1, 2021

TRANSCOM HOLDING AB (PUBL) PROPOSES OFFERING OF €300.0 MILLION OF SENIOR SECURED FLOATING RATE NOTES AND GIVES CONDITIONAL NOTICE OF REDEMPTION OF OUTSTANDING NOTES

Stockholm, Sweden – June 1, 2021. Transcom Holding AB (publ), a public limited liability company (*aktiebolag*) organized and existing under the laws of Sweden (the “**Issuer**”), announced today that it intends to offer €300.0 million in aggregate principal amount of senior secured floating rate notes due 2026 (the “**Notes**”), subject to market and other conditions. The Issuer will use the proceeds of the Notes (i) to refinance certain existing indebtedness of the Issuer and of its subsidiaries (the “**Group**”), including its existing senior secured notes, its existing senior unsecured notes, its existing revolving credit facility and other bank debt, (ii) to fund the consideration of approximately €20 million payable in connection with the acquisition of TMS Connected GmbH & Co. KG by the Group from Transcom TopCo AB, the Issuer’s parent company (the “**TMS Acquisition**”), (iii) for cash overfunding, (iv) to pay fees and expenses incurred in connection with the offering of the Notes and the use of proceeds therefrom, and (v) for redemption costs. In connection with the offering of Notes, the Group also intends to enter into a €45.0 million multi-currency revolving credit facility. The Group’s EBITDA excluding non-recurring items as adjusted for the TMS Acquisition was €76.6 million for the twelve months ended March 31, 2021.

The Notes are being offered only to qualified institutional buyers in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and outside the United States in accordance with Regulation S under the Securities Act and, if an investor is a resident of a member state of the European Economic Area (the “**EEA**”) or in the United Kingdom, only to an investor that is a qualified investor within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended or superseded, the “**Prospectus Regulation**”).

Concurrently, the Issuer has sent a conditional notice of early redemption of the EUR 180,000,000 senior secured notes 2018/2023 (ISIN: SE0010832071) issued by the Issuer (the “**Existing Notes**”) to each person directly registered as a noteholder of the Existing Notes on 31 May 2021 in the debt register kept by Euroclear Sweden (the “**Redemption**”). The Redemption is conditional upon the successful completion of the offering of senior secured notes on terms satisfactory to the Issuer that result in the Issuer receiving net proceeds sufficient to pay the redemption amount prior to the relevant record date. Subject to the fulfilment or waiver of the condition, the redemption date will be 28 June 2021 and the redemption amount will be 101.625 per cent of the nominal amount plus accrued and unpaid interest. The fulfilment or waiver of the condition will be confirmed to the noteholders through a press release. In connection with the Redemption, the Existing Notes will be delisted from Nasdaq Stockholm.

For further information, please contact

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About Transcom

Transcom is a global customer experience specialist, providing customer care, sales, technical support and credit management services through our extensive network of contact centers and work-at-home agents. We are more than 28,000 customer experience specialists operating in more than 50 contact centers across 23 countries, delivering services in 33 languages to international brands in various industry verticals.

This information is such that Transcom Holding AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 8:50 CEST on June 1, 2021.

This announcement is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the Securities Act or are exempt from registration. The offering of Notes described in this announcement and any related guarantees has not been and will not be registered under the Securities Act, and accordingly any offer or sale of Notes and such guarantees may be made only in a transaction exempt from the registration requirements of the Securities Act.

It may be unlawful to distribute this announcement in certain jurisdictions. This announcement is not for distribution in Canada, Japan or Australia. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The information in this announcement does not constitute an offer of securities for sale in Canada, Japan or Australia.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the "FSMA"), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is for distribution only to, and is only directed at, persons who (i) are outside the United Kingdom (ii) are investment professionals as defined within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (iii) are persons falling within Article 49(2)(a) to (d) of the Order or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) 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 anyone who is not a relevant person.

In addition, if and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in, any EEA member state, this announcement and the offering of any securities described herein are only addressed to and directed at persons in that member state who are "qualified investors" within the meaning of the Prospectus Regulation or in any other circumstances falling within

Article 1(4) of the Prospectus Regulation (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that member state. The offer and sale of the Notes will be made pursuant to an exception under the Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the Prospectus Regulation or an offer to the public. The expression “Prospectus Regulation” means Regulation (EU) 2017/1129.

The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”) or (ii) a customer within the meaning of Directive 2016/97/EU (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation

The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

If and to the extent that this announcement is communicated in, or the offer of securities to which it relates is made in, the UK, this announcement and the offering of any securities described herein are only addressed to and directed at persons in the UK who are “qualified investors” within the meaning of the UK Prospectus Regulation or in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in the UK. The offer and sale of the Notes will be made pursuant to an exception under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of securities. This announcement does not constitute a prospectus within the meaning of the UK Prospectus Regulation or an offer to the public. The expression “Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

In connection with the issuance of the Notes, a stabilizing manager (or any person acting on behalf of such stabilizing manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or any person acting on behalf of the stabilizing manager) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time,

but it must end no later than the earlier of 30 calendar days after the issue date of the Notes and 60 calendar days after the date of the allotment of the Notes. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or person acting on behalf of the stabilizing manager) in accordance with all applicable laws and rules.

Neither the content of the Issuer's website nor any website accessible by hyperlinks on the Issuer's website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

This announcement may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Issuer's or its industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and the Issuer does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.