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### **Softline announces pricing of IPO and listing on the London Stock Exchange**

Softline, a leading global solutions and services provider in digital transformation and cybersecurity, with its headquarters in London, today announces the final offer price for its initial public offering (the "Offer") at USD 7.50 per GDR (the "Offer Price") and listing of global depositary receipts ("GDRs") representing ordinary shares of the Company (the "Ordinary Shares") on the London Stock Exchange.

Based on the Offer Price, Softline's total market capitalisation at the commencement of conditional dealings on the main market of the London Stock Exchange will be approximately USD 1.5 billion.

Igor Borovikov, Founder and Chairman of Softline, said:

"Today is an extremely proud day for the whole company. Softline began as a local software reseller with 10 employees and has grown into a global emerging markets' IT leader, with a c. 6,000-strong world-class team working in 50+ countries. With the IPO now complete, we are remarkably well equipped to further reinforce our market position while continuing our trajectory of fast and profitable growth. We'd like to welcome our new investors and thank them for their trust and confidence in us. We understand that becoming a publicly listed company brings along a great deal of responsibility. We are all fully committed to maximising value for the benefit of all of our stakeholders in the years to come."

### **Offer highlights**

- The Offer Price has been set at USD 7.50 per GDR.

- The Offer consists of 53,333,334 GDRs representing newly issued Ordinary Shares to be issued by the Company, raising gross proceeds of USD 400.0 million to fund acquisitions in accordance with the Group's M&A strategy, future organic and inorganic investments and for general corporate purposes.
- In addition, up to 8,000,000 GDRs representing existing Ordinary Shares in the Company are being made available by certain existing shareholders of Softline (together, the "Over-allotment Shareholders") pursuant to the over-allotment option. The Over-allotment Shareholders comprise (i) Softline Group Inc (beneficially owned by Igor Borovikov); (ii) Da Vinci Private Equity Fund II L.P; (iii) Investment Partnership Da Vinci Pre-IPO Fund; and (iv) Zubr Capital Fund I LP.
- The GDRs will be admitted to the standard listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange, with a secondary listing on Moscow Exchange (together, "Admission").
- Immediately following Admission, the Company's issued ordinary share capital will be 183,692,834 Ordinary Shares.
- Softline's total market capitalisation at the commencement of conditional dealings on the main market for listed securities of the London Stock Exchange will be approximately USD 1.5 billion based on the Offer Price (on a fully diluted basis including outstanding options).
- Conditional dealings in Softline's GDRs are expected to commence on the London Stock Exchange at 8:00 a.m. (London time) on 27th October 2021 under the ticker "SFTL".
- Moscow Exchange approved the inclusion of the GDRs in the Level 1 segment of its quotation list on 8th October 2021. Trading in the GDRs on the Moscow Exchange under the ticker "SFTL" is expected to commence on or around 1st November 2021.
- In connection with the Offer, each of the Company, the Over-allotment Shareholders, senior management of the Group and certain other shareholders of the Company are expected to agree to lock-up arrangements restricting the disposal of the Company's securities for a period of 180 days (in the case of the Company, the Over-allotment Shareholders and certain other shareholders of the Company) and 360 days (in the case of the senior management of the Group) from the date of Admission.
- Credit Suisse, J.P. Morgan and VTB Capital acted as Joint Global Coordinators and Joint Bookrunners. Alfa Capital Markets, Citigroup, Gazprombank and Sber CIB acted as Joint Bookrunners.

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This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, Credit Suisse Bank (Europe) S.A. ("Credit Suisse"), J.P. Morgan AG ("J.P. Morgan"), VTB Capital plc ("VTB"), Alfa Capital Markets Ltd ("Alfa"), Bank GPB International S.A. ("Gazprombank"), Citigroup Global Markets Limited ("Citi") and JSC "Sberbank CIB" ("Sber") (together the "Banks"), the Over-allotment Shareholders and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act ("affiliates"), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Over-allotment Shareholders to proceed with the Offer or any transaction or arrangement referred to therein.

Any purchase of any securities in the Offer should be made solely on the basis of information contained in the Prospectus which may be issued by the Company in connection with the Offer. The information in this announcement is subject to change. Before purchasing any securities in the Offer, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus if published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Neither this announcement, nor anything contained or referred to herein, shall form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The Company may decide not to go ahead with the IPO and there is therefore no guarantee that Admission will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making investments should consult an authorised person specialising in advising on such investments. Neither this announcement, nor anything contained or referred to herein, constitutes a recommendation concerning the Offer. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offer for the person concerned.

None of the Banks, the Over-allotment Shareholders or any of their respective affiliates or any of their or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Accordingly, each of the Banks, the Over-allotment Shareholders, and any of their respective affiliates and any of their or their affiliates' directors, officers, employees, advisers or agents expressly disclaims, to the fullest extent possible, any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

Each of the Banks is acting exclusively for the Company and no-one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein. Each of the Banks is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom.

In connection with the Offer, each of the Banks and any of their respective affiliates, may take up a portion of the GDRs as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such GDRs and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the GDRs being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or

offer to, or subscription, acquisition, placing or dealing by the Banks and any of their respective affiliates acting in such capacity. In addition, each of the Banks and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of GDRs. None of Banks nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, Credit Suisse, as stabilisation manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot GDRs or effect other transactions with a view to supporting the market price of the GDRs at a level higher than that which might otherwise prevail in the open market. Credit Suisse is not required to enter into such transactions and such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of commencement of conditional dealings of the GDRs on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on Credit Suisse or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the GDRs above the Offer Price. Save as required by law or regulation, neither Credit Suisse nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, Credit Suisse, as stabilisation manager, may, for stabilisation purposes, over-allot GDRs up to a maximum of 15% of the total number of GDRs comprised in the Offer. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of GDRs effected by it during the stabilisation period, Credit Suisse will enter into over-allotment arrangements with certain existing shareholders pursuant to which Credit Suisse may purchase or procure purchasers for additional GDRs up to a maximum of 15% of the total number of GDRs comprised in the Offer (the "Over-Allotment GDRs") at the Offer Price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by Credit Suisse, at any time on or before the 30th calendar day after the commencement of conditional trading of the GDRs on the London Stock Exchange. Any Over-Allotment GDRs made available pursuant to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the GDRs, will be purchased on the same terms and conditions as the GDRs being issued or sold in the Offer.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the EUWA ("U.K. MiFIR"); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the "U.K. MiFIR Product Governance Rules"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the GDRs have been subject to a product approval process, which has determined that the GDRs are: (i) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (ii) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the "U.K. Target Market Assessment"). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the GDRs may decline and investors could lose all or part of their investment; the GDRs offer no guaranteed income and no capital protection; and an investment in the GDRs is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Banks will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules.

For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; 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 GDRs.

Each distributor is responsible for undertaking its own target market assessment in respect of the GDRs and determining appropriate distribution channels.