

Company AS LHV Group
Type Company Release
Category Issue of new shares
Disclosure time 10 Sep 2019 08:01:00 +0300

Attachments:

- ASLHV-10002618901-en.pdf (<http://oam.fi.ee/en/download?id=4062>)
- ASLHV-10002618902-en.pdf (<http://oam.fi.ee/en/download?id=4063>)
- ASLHV-10002618903-en.pdf (<http://oam.fi.ee/en/download?id=4064>)
- ASLHV-10002618904-en.pdf (<http://oam.fi.ee/en/download?id=4065>)
- ASLHV-10002618906-et.pdf (<http://oam.fi.ee/en/download?id=4066>)
- ASLHV-10002618907-et.pdf (<http://oam.fi.ee/en/download?id=4067>)
- ASLHV-10002618908-et.pdf (<http://oam.fi.ee/en/download?id=4068>)
- ASLHV-10002618909-et.pdf (<http://oam.fi.ee/en/download?id=4069>)

Currency

Title ANNOUNCEMENT OF SECONDARY PUBLIC OFFERING, LISTING AND TRADING OF SHARES OF AS

AS LHV Group (registry code 11098261, registered address Tartu mnt 2, 10145 Tallinn; LHV) hereby announces a secondary public offering of LHV's shares (the Offering). The Offering will be carried out based on the public offering, listing and admission to trading prospectus registered by the Estonian Financial Supervision Authority (the EFSA) on 9 September 2019 which has been published on the date of this announcement on the websites of LHV and the EFSA, as may be supplemented. (the Prospectus). The terms and conditions of the Offering are described in the Prospectus.

LHV also informs that in connection with preparations for the Offering, LHV has supplemented the consolidated interim report for the 6-month period, ending on 30 June 2019, published to the investors on 16 July 2019 (the Interim Report). The Interim Report reviewed by independent auditors has been appended to the Prospectus and is also available on LHV's website <http://investor.lhv.ee>. The additions do not relate to financial position or income statement of the group and are further described in Note 1 to the Interim Report.

Key terms of the Offering

The Offering is based on the resolution of the General Meeting of shareholders of LHV, adopted on 21 August 2019, resolving to increase the share capital of LHV by issuing 2,200,000 new ordinary shares with nominal value of EUR 1 (the Offer Shares). The shareholders of the LHV have a preferential right to subscribe for new shares for a period of two weeks as of the start of the



subscription period for the Offer Shares (the Subscription Right). The list of persons (shareholders) entitled to use the preferential right was determined as at the close of business for the Nasdaq CSD securities settlement system on 4 September 2019 and on that basis, 2,188,157 Subscription Rights will be issued. The Subscription Rights will be recorded under ISIN EE3700080726 and will be transferred on 10 September 2019 at the latest to the same securities accounts where the shares were registered on 4 September 2019 at the end of the business day of ERS settlement system.

LHV has applied for the listing and admission to trading of the Subscription Rights on Baltic Main List of the Nasdaq Tallinn Stock Exchange. Trading with the Subscription Rights is expected to commence on 11 September 2019 and will conclude on 23 September 2019. Persons who have not been shareholders of LHV before, may acquire Subscription Rights from the Nasdaq Tallinn Stock Exchange. Provided the Offering is not cancelled, each Subscription Right will entitle the investor to subscribe to and receive in allocation 1 Offer Share.

The Subscription Period commences on 11 September 2019 at 10:00 local time in Estonia and terminates on 25 September 2019 at 16:00 local time in Estonia (the Subscription Period). The Offer Price is EUR 11.5 per one Offer Share, of which EUR 1 is the nominal value of one Offer Share and EUR 10.5 is the issue premium (the Offer Price).

The Offer Shares are only offered publicly in Estonia and there will not be any public offering in any other jurisdiction. The Offering comprises of an offering to retail investors in Estonia and of an offering to institutional investors in and outside of Estonia to qualified investors within the meaning of Article 2(e) of the European Union Prospectus Regulation No 1129/2017/EU and other types of investors in reliance on certain exemptions available under the laws of each jurisdiction where the Offering is being made.

The Company will decide on the allocation of the Offer Shares after the expiry of the Subscription Period on or about 26 September 2019. No Offer Shares shall be allocated or issued to persons who do not hold Subscription Rights on 25 September 2019 at the end of the business day of the settlement system of Nasdaq CSD SE.

Once the Offer Shares are registered with the Estonian Commercial Register, the Offer Shares will rank pari passu with all the existing Shares and will be registered in the Estonian Register of Securities operated by Nasdaq CSD (the ERS) under ISIN EE3100073644.

An investor wishing to subscribe for the Offer Shares should contact a custodian that operates such investor's ERS securities account and submit a subscription undertaking, detailing the information as set out below:

Owner of the securities account:	name of the investor
	number of the investor's securities



Securities account: account

Custodian: name of the investor's custodian

Security: LHV Group share

ISIN code: EE3700080726

Amount of securities: the number of Offer Shares for which the investor wishes to subscribe

Price (per one Offer Share): EUR 11.5

Transaction amount: the number of Offer Shares for which the investor wishes to subscribe multiplied by the Offer Price

Transfer of the Subscription Rights to the securities account of the investor: 1 October 2019

Type of transaction: "purchase"

Type of settlement: "payment free of delivery" "free of payment" (PFOD, FOP)

The subscription undertaking will be forwarded to Nasdaq CSD SE. Due to the technical process used in distributing the Offer Share, the Subscription Undertaking must detail the information of the Subscription Rights (and not the Offer Shares). The Subscription Undertaking must be submitted to the custodian by the end of the Subscription Period. The investor may use any method that such investor's custodian offers to submit the Subscription Undertaking (e.g. physically at the client service venue of the custodian, over the internet or by other means).

Listing and admission to trading of the Offer Shares

In connection with the Offering, LHV plans to apply for the listing and the admission to trading of the Offer Shares on the Baltic Main List of the Nasdaq Tallinn Stock Exchange. It is estimated that trading with the Offer Shares will commence on or about 14 October 2019 following the registration of the Offer Shares at the Estonian Commercial Register.

Availability of the Prospectus

The Prospectus in the English language and the translation of the Prospectus summary into the Estonian language can be obtained in electronic format on the website of the EFSA (www.fi.ee (<http://www.fi.ee>)) and on the website of LHV (<http://investor.lhv.ee>) throughout the Subscription Period. In addition, the Prospectus and the translation of the summary into the Estonian language are



also available via the information system of Nasdaq Tallinn Stock Exchange.

Key dates of the Offering

Indicative timetable of the Offering is the following:

11 September 2019	Start of Subscription Period, start of trading with Subscription Rights on Nasdaq Tallinn Stock Exchange
20 September 2019	Last date to acquire Subscription Rights from the Nasdaq Tallinn Stock Exchange allowing delivery of the Subscription Rights before the end of Subscription Period (T + 2 settlement)
23 September 2019	Trading with Subscription Rights on Nasdaq Tallinn Stock Exchange ends
25 September 2019	End of Subscription Period
On or about 26 September 2019	Announcement of the results of the Offering
On or about 1 October 2019	Settlement of the Offering (during the settlement, the Offer Shares will carry a temporary ISIN)
On or about 9 October 2019	Registration of the Offer Shares in the Estonian Commercial Register
On or about 11 October 2019	The Offer Shares will receive the permanent ISIN EE3100073644
On or about 14 October 2019	First trading day of the Offer Shares on Nasdaq Tallinn Stock Exchange

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Important information:

This announcement is an advertisement of securities within the meaning of EU



Prospectus Regulation No 2017/1129/EU and does not constitute or form a part of any offer or solicitation to purchase or subscribe for the Offer Shares. Before making an investment decision, we kindly ask the investors to read the Prospectus, the summary of the Prospectus and, if necessary, consult with a person specialising in advising on such investments. Any offer to acquire the Offer Shares will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus.

Public offering will be carried out only in Estonia. There is no public offering in any jurisdiction where such offering or sale would be unlawful before registration or qualification of the laws of such jurisdiction. LHV has not registered and does not intend to register the Offering nor the Offer Shares in the United States of America and does not intend to carry out a public offering in the United States of America.

