Re-Match Holding publishes prospectus and offer details for its Initial Public Offering and contemplated admission to trading on Nasdaq First North Premier Growth Market

16.9.2021 08:54:18 CEST | Re-Match Holding A/S | Company description

Company announcement 1/2021

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This announcement does not constitute an offering circular or any kind of prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 and nothing herein shall be construed as an offering of securities. No one should purchase or subscribe for any securities in Re-Match Holding A/S ("Re-Match" or the "Company") except on the basis of information in the prospectus published by the Company in connection with the offering and admission of the securities to trading on Nasdaq First North Premier Growth Market in Copenhagen. Copies of the prospectus (the "Prospectus") is available at the Company's registered office and, subject to certain exceptions, through the website of the Company.

Re-Match Holding publishes prospectus and offer details for its Initial Public Offering and contemplated admission to trading on Nasdaq First North Premier Growth Market

Herning, Denmark 16 September, 2021 – Re-Match Holding A/S ("Re-Match" or the "Company"), a pioneer within sustainable recycling of artificial turf, today publishes a Prospectus and offer details for an initial public offering ("IPO" or "Offering") of its shares and to apply for its shares to be admitted to trading on Nasdaq First North Premier Growth Market in Copenhagen.

Laurits Mathias Bach Sørensen, Chairperson of the board of directors of Re-Match, said:

"Today is an important milestone for Re-Match in our efforts to expand our unique, patented recycling process of worn-out artificial turfs which converts a massive, rapid growing, global waste problem into a sustainable business and job creation while significantly reducing plastic and CO_2 pollution. Our circular business model and the steady growing market with a great visibility resonate well with potential investors. The fact that a group of reputable cornerstone investors together with existing shareholders have signed up for around half of the offering is a vote of confidence in the management team and our growth potential."

Nikolaj Magne Larsen, CEO and co-founder of Re-Match, said:

"*After five years of operation at our factory in Herning, where we recycled more than 110,000 tons of articifial turf, ensuring that plastic fibers corresponding to more than 495 million plastic bags have been reused instead of being incinerated or disposed as waste, we now have an optimal and highly efficient blueprint for our new factories. The proceeds from the IPO will enable us to continue our roll-out plan by establishing new factories, which will bring us a step closer to reaching our long-term ambition of having 24 operational factories in 2030."*

Highlights of the Offering

- A fixed offer price of DKK 20 per share (the "Offer Price") of nominal value of DKK 1 each, corresponding to a total market value of all issued shares of the Company of approximately DKK 584 million after completion of the offering

(based on the estimated proceeds and excluding any shares issued as a result of exercise of the overallotment option).

- The Offering comprises:
    - An offering of up to 12,680,674 new shares (excluding the Overallotment Shares), each with a nominal value of DKK 1 (the “Offer Shares”). The Offering is expected to raise gross proceeds to the Company of DKK 230 million (excluding the overallotment option) and to convert a convertible loan of DKK 23.6 million to Offer Shares, corresponding to a total Offering of DKK 253.6 million (excluding the overallotment option).
    - As a part of the Offering, the Sole Global Coordinator has been granted a right to overallot up to 1,500,000 shares amounting to a maximum of 15% of the aggregate number of Offer Shares allocated in the Offering (the “Overallotment Shares”), which is facilitated by Nordic Alpha Partners Fund I K/S under a share lending arrangement. A corresponding overallotment option to acquire up to 1,500,000 additional shares at the Offer Price (the "Option Shares") has been granted by the Company to the Sole Global Coordinator, exercisable, in whole or in part, from the date of admission until 30 days thereafter, solely to cover overallotments or short positions, if any, incurred in connection with the Offering.
    - Assuming that the overallotment option is exercised in full, the Offering will comprise a total of 14,180,674 shares.
    - Upon completion of the Offering, the Company expects to raise gross proceeds of DKK 230 million and, after payment of estimated IPO costs, approximately DKK 210 million in net proceeds (each excluding the Option Shares).
- The Company has received undertakings, subject to certain conditions, from a group of investors (together the “Cornerstone Investors”) to subscribe for Offer Shares at the Offer Price for an aggregate amount of DKK 77 million, corresponding to 30.4% of the Offer Shares (excluding the Option Shares). The undertakings of the Cornerstone Investors to subscribe for Offer Shares are divided as follows: SEB Investment Management on behalf of clients for DKK 40 million, AkadermikerPension for DKK 29 million, and LD Fonde for DKK 8 million.
- In addition, the Company has received irrevocable commitments from the principal shareholder, Nordic Alpha Partners Fund I K/S, and a group of private existing shareholders (the “Participating Existing Shareholders”) to subscribe for DKK 21.1 million and DKK 2 million, respectively, corresponding to 9.1% of the Offer Shares (excluding the Option Shares).
- Furthermore, Nordic Alpha Partners Fund I K/S and a group of existing shareholders (the “Converting Note Holders”) have agreed to convert their loans to Offer Shares at the Offer Price of DKK 20 for DKK 15.6 million and DKK 8 million, respectively, totalling DKK 23.6 million, corresponding to 9.3% of the Offer Shares (excluding the Option Shares).
- Accordingly, the aggregate commitments from the Cornerstone Investors, the Participating Existing Shareholders and the Converting Note Holders are approximately DKK 124 million, corresponding to 49% of the Offer Shares (excluding the Option Shares).
- The Cornerstone Investors, the Participating Existing Shareholders and the Converting Note Holders will receive full allocation of their commitments. For the avoidance of doubt, only subscription from the Cornerstone Investors and the Participating Existing Shareholders will raise proceeds, while the conversion of debt into equity from the Converting Note Holders will not raise any proceeds.
- Furthermore, a group consisting of non-existing shareholders Piapio ApS, JLH Esbjerg ApS, and TP Holding af 2/12-2010 ApS (the “Converting Debt Owners”) will convert their loans into shares subject to the completion of the Offering in an aggregate amount of DKK 4.5 million at a favourable subscription price of DKK 16.26 per share of nominal value of DKK 1. The conversion of debt into shares by the Converting Debt Owners will not raise any cash proceeds and is not a part of the Offering.
- The offer period (the “Offer Period”) will commence on 16 September 2021 and will close 29 September 2021 at 23:59 (CET).
- The result of the Offering is expected to be announced through Nasdaq First North Premier Growth Market as operated by Nasdaq Copenhagen A/S (“Nasdaq Copenhagen”) no later than 16:00 (CET) on 4 October 2021.
- Settlement will take place two business days after the announcement of the allocation (the “Settlement Date”) under the temporary ISIN DK0061553591.

- The first day of trading of the shares on Nasdaq First North Premier Growth Market under the permanent ISIN DK0061553674 is expected to be 12 October 2021.

- Application has been made for the shares to be admitted to trading on Nasdaq First North Premier Growth Market in Copenhagen under the symbol “RMATCH”.

- The Offering consists of (i) an initial public offering to retail and institutional investors in Denmark; and (ii) private placements to institutional investors in certain other jurisdictions. The Offering will not comprise persons resident in the United States, Australia, Hong Kong, Japan, Canada, New Zealand and South Africa. The Offering outside the United States will be made in compliance with Regulation S under the U.S. Securities Act.

- The Company’s principal shareholder, Nordic Alpha Partners Fund I K/S, members of the Company’s executive management and the Board of Directors who holds either shares or warrants have committed to a lock-up arrangement of 365 days after the first day of trading. In addition, the Company, certain large shareholders consisting of LAC Invest Ikast ApS, Ove Bjerregaard Holding ApS and Helbrandt Holding ApS, and the Converting Debt Owners consisting of Piapio ApS, JLH Esbjerg ApS and TP Holding af 2/12-2010 ApS have committed to a lock-up arrangement of 180 days after the first day of trading.

Re-Match in brief

Re-Match is an artificial turf recycler headquartered in Herning, Denmark, where the Company also operates its factory. The Company’s patented recycling process enables artificial turfs to be disposed in a sustainable way. Re-Match sources worn-out artificial turfs, for which the Company is paid a gate fee. The Company then processes the turfs through its mechanical recycling process and subsequently sells the clean recycled output materials back to turf producers, installers as well as other industries – ready to be used in new production cycles.

Artificial turf is becoming increasingly popular as an alternative to natural grass as it facilitates doing sports anywhere, including in areas with adverse weather conditions and water shortage, while also accommodating more intensive use. The global installed base of artificial turf is estimated by AMI Consulting to ~370,000 full size soccer pitch equivalents by 2023. However, with a lifetime of around 8-12 years, disposal and replacement of turfs have become an imminent issue as traditional disposal methods mainly comprise landfill and incineration, which both have severe negative impact on the environment. As an alternative, Re-Match offers a long-term sustainable disposal solution reducing CO_2 pollution and recycling plastic by which Re-Match is tapping into the global underlying mega trends such as the push for a greener agenda, circularity and the search for sustainable solutions to mitigate an appertaining waste problem.

Re-Match constitutes what it believes is the only artificial turf recycler with a third-party verification that handles the entire worn-out turf in a fully mechanical thermal process without the use of water or chemicals. In the process, the turf is downsized, dried, separated and cleaned resulting in four clean main output components without the creation of additional waste products. The recycled granulated grass fibres are used within a host of other industries and recycled by either compounding or pelletizing ready to be used in production of new plastic products, while the infill (sand and rubber) is reused in new turfs or in other applications such as sand blasting and in the production of rubber wheels and rubber mats.

Re-Match’s mechanical process is granted the Environmental Technology Verification (“ETV”) by the EU evidencing the Company’s status as an eco-efficient technology. In addition to the ETV, Re-Match is accredited the ISO 9001, certifying the Company’s quality and process governance which together with the ETV verification cement the Company’s commitment to increase the standard and transparency in the artificial turf disposal and recycling industry. As of 30 June 2021, Re-Match’s core artificial turf separation process and infill separation process were patent protected in a total of 41 and 31 different countries, respectively, where the patents are in force until 2033 and until 2034 outside EU and US.

As of 30 June 2021, the Company’s factory in Herning, which became operational since 2016, has recycled 633 artificial turf pitches corresponding to ~111,000 tons of waste which is equivalent to saving ~495 million plastic bags and had 37 full-time employees.

Re-Match’s ambition is to accommodate the increasing demand for sustainable artificial turf disposal and provide artificial turf owners and installers with a better, cheaper and simpler end of life solution for their worn-out turf. The Company’s near-term factory roll-out plan comprising one factory in Tiel in the Netherlands, which currently is under construction, two in the United States, one in France and one in the UK – the latter two as joint ventures with local partners.

The new factories are designed based on key learnings from the factory in Herning. A fully operational factory operating at 80% capacity level is expected to generate annual adjusted revenues (non-IFRS) in the range of EUR 10-13 million and deliver adjusted EBITDA (non-IFRS) in the range of EUR 3-5 million subject to uncertainty and depending on location. The new optimised factory blueprint has an annual capacity of 250 pitches and a payback period of ~3-5.5 years as well as a fully replicable ERP system.

Re-Match is currently owned by Nordic Alpha Partners Fund I K/S, the two co-founders, members of the management team, the Board of Directors and several other minority shareholders.

Prospectus

A Prospectus has been prepared. Special attention should be given to the risk factors that are described in the beginning of the Prospectus. The Prospectus is available to eligible investors at no cost at the Company's website https://re-match.com/investor/.

A request for a copy of the Prospectus may be submitted by e-mail: re-match@abgsc.dk by persons who satisfy the requirements of the applicable selling restrictions from ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge.

Sole Global Coordinator and Bookrunner and advisers

ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge has been appointed to act as Sole Global Coordinator and Bookrunner in the Offering. DLA Piper Denmark Law Firm P/S is acting as legal counsel to the Company, and Gorrissen Federspiel Advokatpartnerselskab is acting as legal counsel to the Sole Global Coordinator. Oaklins Denmark A/S acts as Certified Advisor. A/S Arbejdernes Landsbank acts as settlement and issuing agent. Nordnet Bank AB acts as selling agent in Denmark.

For more info please contact:

Investors: Nikolaj Magne Larsen, CEO, +45 77 34 6734, or

ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge,
+45 3546 3000, re-match@abgsc.dk

Media: Martin Plambek, CMO, +45 5211 1125, mp@re-match.com

Important notice

This announcement does not constitute a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in the prospectus published by the Company in connection with the offering and admission of such securities to trading on Nasdaq First North Premier Growth Market in Copenhagen. Copies of the prospectus is available at the Company's registered office and, subject to certain exceptions, on the website of the Company.

This announcement and the information contained herein are not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in the United States or any other jurisdiction where such offer or sale would be unlawful and this announcement and the information contained herein are not for distribution or release, directly or indirectly, in such jurisdictions. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There is no intention to register any securities referred to herein in the United States or to make any offering of the securities in the United States.

In any member state of the European Economic Area (an "EEA Member State"), other than Denmark, this announcement is only addressed to and is only directed at, investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of Article 2(e) of the Prospectus Regulation (EU) No. 2017/1129.

This announcement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to "qualified investors" (as defined in the UK Prospectus Regulation) who are (a) investment professionals falling within

Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (b) high net worth entities falling within Article 49(2)(a) – (d) of the Order (the persons described in (i) and (ii) above together being referred to as “relevant persons”). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. The “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

ABG Sundal Collier Denmark, Filial af ABG Sundal Collier ASA, Norge (the “Sole Global Coordinator and Bookrunner”) and its respective affiliates are acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person as its respective clients in relation to the Offering 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 Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, the Sole Global Coordinator and Bookrunner and any of its affiliates, acting as investors for their own accounts, may subscribe for or purchase shares and in that capacity may retain, purchase, sell offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related instruments in connection with the Offering or otherwise. Accordingly, references in the Prospectus to the shares 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 Sole Global Coordinator and Bookrunner and any of its affiliates acting as investors for their own accounts. The Sole Global Coordinator and Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Stabilization

In connection with the Offering, ABG Sundal Collier Denmark, filial af ABG Sundal Collier ASA, Norge (the “Stabilizing Manager”) (or persons acting on behalf of the Stabilizing Manager) may over-allot securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilizing Manager (or persons acting on behalf of the Stabilizing Manager) will undertake stabilization. Any stabilization action may begin on or after the date of commencement of trading of the securities on Nasdaq First North Premier Growth Market and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the securities.

Information for distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer”(for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares offered in the Offering (the “Offered Shares”) have been subject to a product approval process, which has determined that the Offered Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that the price of the Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no guaranteed income and no capital protection; and an investment in the Offered Shares 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 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 for any particular client 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 Offered Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offered Shares and determining appropriate distribution channels.

Forward looking statements

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as “believe”, “expect”, “anticipate”, “intends”, “estimate”, “will”, “may”, “continue”, “should” and similar expressions, as well as other statements regarding

future events or prospects. Specifically, this announcement includes information with respect to projections, estimates and targets that also constitute forward-looking statements. The forward-looking statements in this announcement are based upon various assumptions, many of which in turn are based upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations, projections, estimates and targets expressed or implied in this announcement by such forward-looking statements. The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.

Contacts

- Martin Plambek, CMO, +4552111125, mp@re-match.com
- Nicolaj Magne Larsen, CEO, +45 7734 6734, nml@re-match.com
- Thomas Bech Albertsen, CFO, +45 77 34 67 34, tba@re-match.com

Attachments

- Download announcement as PDF.pdf
- Company announcement 1-2021_prospectus announcement.docx