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Breda, The Netherlands, 13 February 2025

CM.COM N.V. SUCCESSFULLY RAISES €20 MILLION THROUGH AN ACCELERATED BOOKBUILD OFFERING OF NEW SHARES

- CM.com has closed its equity offering of new ordinary shares in the capital of the Company
- The new shares have been successfully placed at a price of €6.70 per share, resulting in gross proceeds of €20 million
- Proceeds will be used to strengthen CM.com’s balance sheet and provide greater operational and tactical flexibility during the next phase of the Company’s growth plan

CM.com N.V. (**CM.com** or the **Company**), a global Conversational Commerce platform, has successfully raised €20 million through an upsized accelerated bookbuild offering (the **Placing**) of 2,985,075 new ordinary shares in the capital of the Company (representing c. 10.3% of existing issued share capital) (the **New Shares**). The New Shares have been placed with institutional investors and members of the management of CM.com at an issue price of €6.70, representing a discount of 4.96% to the closing price of CM.com shares prior to announcement of the Placing on 12 February 2025 and a discount of 2.47% to the 5-day VWAP of €6.87.

The Placing was announced alongside a concurrent invitation to the holders (the **Bondholders**) of all of CM.com’s outstanding convertible bonds (the **Bonds**) (i) to tender their Bonds for purchase by the Company for cash (the **Tender Offer**); and (ii) to consent to certain modifications to the terms and conditions of the Bonds (such invitation, the **Consent Solicitation** and together with the **Placing** and the **Tender Offer**, the **Transaction**).

For full details of the Tender Offer and Consent Solicitation please refer to yesterday’s announcement of the Transaction dated 12 February 2025.

Transaction rationale

Given current market conditions, the Company is taking proactive steps to address the upcoming maturity of the Bonds in September 2026 early through the Transaction and to extend the maturity profile of its debt. CM.com believes this improved financial flexibility will further help it execute on its strategy, with the Transaction being undertaken at a time when the Company has achieved positive EBITDA and free cash flow.

The Placing

Allocation of the New Shares has taken place today, 13 February 2025. Payment and delivery of the New Shares as well as admission to listing and trading of the New Shares are expected to take place on 17 February 2025. The New Shares will rank *pari passu* in all respects with the existing shares of CM.com and will be issued under the Company’s shareholder authorisation as provided by the General Meeting.

The New Shares have been offered to certain eligible institutional investors in certain jurisdictions outside the United States in “offshore transactions” within the meaning of, and pursuant to, Regulation S under the U.S.

Securities Act of 1933 (the **Securities Act**), including qualified investors in the European Economic Area and the United Kingdom, as well as in reliance on any other exemption under the Prospectus Regulation. Within the United States, the New Shares have been sold exclusively to a limited number of “qualified institutional buyers” as defined in Rule 144A under the Securities Act in transactions exempt from, or not subject to, the registration requirements under the Securities Act.

In relation to the Placing, the Company and the members of its management board (Messrs J. van Glabbeek, G.F.A.M. Gooijers and J.P.M. de Graaf), are subject to customary lock-up undertakings ending 90 and 365 calendar days after the closing of the Placing respectively, subject to customary exceptions as well as waiver by the Joint Global Coordinators.

Syndicate

ABN AMRO Bank N.V., in cooperation with ODDO BHF SCA, and ING Bank N.V. are acting as Joint Global Coordinators and Joint Bookrunners (the **Joint Global Coordinators**) and HSBC Continental Europe is acting as Joint Bookrunner (collectively, the **Banks**) on the Placing.

Investor relations

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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 New Shares have been subject to a product approval process, which has determined that such New 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 New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New 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 Placing. 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 New Shares.

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

The Banks and their respective affiliates expressly disclaim 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.

In connection with the Placing, each of the Banks and any of their affiliates may take up a portion of the New Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such New Shares and other securities of the Company or related investments in connection with the transaction or otherwise. In addition, each of the Banks and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the each of Banks and any of their affiliates may from time to time acquire, hold or dispose of New Shares. Accordingly, references 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 Joint Bookrunners and any of their affiliates acting in such capacity. The Banks or any of their affiliates do 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.

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The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area (each a **Relevant Member State**), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of Securities shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Securities or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a "qualified investor" within the meaning of the Prospectus Regulation. For the purpose of this paragraph, the expression "**offer of securities to the public**" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 and amendments thereto.

Any such investor will also be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

In the United Kingdom, this document, the Placing and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (as defined under Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and who are also: (i) persons who have professional experience in matters relating to investments and who are "investment professionals" within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**) or high net worth entities falling within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those articles have been, or will at the relevant time be, satisfied) or (ii) other persons to whom they may otherwise lawfully be directed (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.