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INVITATION TO SUBSCRIBE FOR SHARES

OmniCar Holding AB
559113-3987

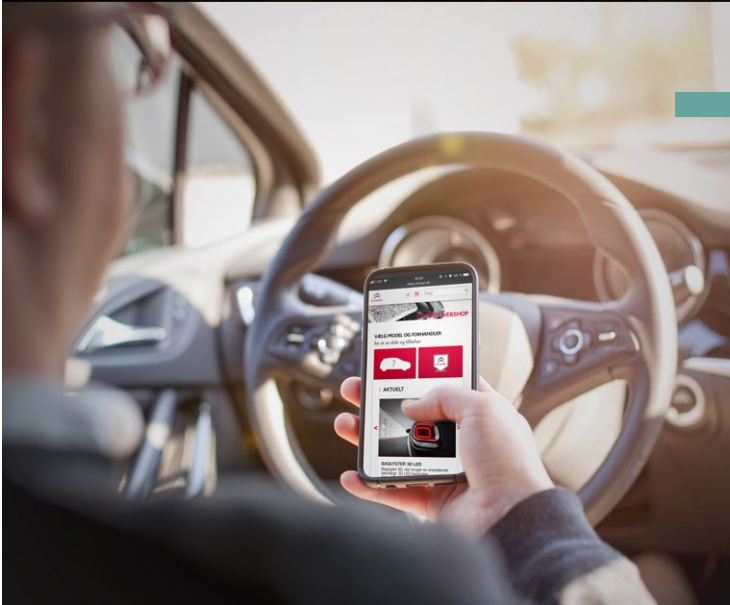
Offensive rights issue to expand into new geographical markets and reach profitability

OmniCar experienced great sales success during 2018. Extensive substance and value have been created in the company and the company has created the basis for strong growth in the coming years. OmniCar's platform is scaled up and launched in Denmark, Sweden and Norway. The company aims to expand into both the German and English market as well as further expanding the company's sales activities. In order to finance the company's marketing activities until profitability by the end of 2019, OmniCar now conducts a right issue of approx. SEK 17.8 million.

OmniCar in brief

THE DIGITAL REVOLUTION HAS CHANGED THE CONSUMPTION PATTERN IN THE AUTOMOTIVE INDUSTRY - IT IS NO LONGER OBVIOUS TO TURN TO A CAR DEALER AND IT IS NOT AT ALL OBVIOUS THAT THE CUSTOMER COMES BACK FOR SERVICE, NEW CAR PARTS OR THE NEXT CAR PURCHASE.

This means reduced revenue for car dealers because service revenues and options are an important part of the car dealer's turnover. The car industry thus has difficulty attracting customers - and difficulty keeping them. OmniCar has developed a unique software solution called SAM (Service Agreement Management) for vehicle workshops and car dealers. SAM is a digital tool that is designed to automatically handle sales and service agreements. SAM helps car repair shops and car dealers manage and sell significantly more service contracts than before with the help of customized additional services and subscription-based services that follow each car throughout its lifecycle. This increases the likelihood that the customer will return several times and that the car repair shops and car dealers can thus secure long-term and recurring revenues.



RECENT SUCCESS

Since the listing in July 2017, the company's pace of development has been high and several important value-creating milestones have been achieved. In selection, the Company has launched operations with a total of more than 700 customers in Denmark, Norway, and Sweden. The company's customers include general agents for, among others, Mercedes-Benz and Kia, as well as hundreds of car dealers and service shops. During 2018, the revenue growth was approx. 46 percent and the company has shown continued strong growth in Q1 2019.

THE ROAD AHEAD

OmniCar is experiencing a strong momentum in the business with a good influx of new customers. The automotive industry globally has a strong need for focus on aftermarket sales and OmniCar has built up a strong track record. OmniCar assesses that the company will be profitable in the end of 2019 due to the new growth strategy and the high level of business. In addition, the company intends to continue to develop and optimize the business and the business model and attract new partnerships. Further, OmniCar's goal is to start launching the company's platform in Germany and the UK in the near future.



CEO Claus T. Hansen has the floor

In the past year, we have invested a lot of focus on developing and expanding our own platform, as well as increasing our attractiveness for car dealerships and service workshops in both Denmark, Sweden and Norway. We have for instance chosen to turn our strategic focus to authorised car dealers, car importers and large workshop chains.

This focus has been very fruitful for us and we have experienced strong growth in the number of customers in several markets - today we have over 700 customers in Denmark, Sweden and Norway. For many smaller workshops it is a new routine selling service agreements and this behaviour takes longer time to adapt to compared to car dealers. Consequently, we have seen a slower adaption compared to our expectations. In 2019, we will launch a SME product line that will address this market. As we have experienced high growth from car importers and car dealers, and since the maturity of our SAM solution is ready to meet the requirements of the SME market, we are confident that we through the new product line can address this segment as well. We have already introduced the SME product to a number of key workshop chains, and the response has been very promising.

We are now in a very good position to take the next step through further expansion to both the UK and Germany, which are the two single largest markets for vehicles and associated services throughout Europe. We estimate that the timing is right to capitalize OmniCar in order to accelerate our growth further. We are experiencing a great interest from large car dealerships and workshop chains in both the UK and Germany and in short, we want to take advantage of these opportunities. We will not set up local offices in the UK and Germany, but will have area managers who will take care of these markets with the support of local partners and our operations in Denmark. In addition, we will continue to focus on our marketing activities, not least by hiring additional sales staff. Through our accelerated activities, we believe that OmniCar will be profitable as early as the end of 2019 - in other words, we now have a very exciting year ahead of us. In addition, with a fully subscribed rights issue, we assess that there is no additional capital need for OmniCar's current business.

We are also looking into further development of our platform. Already next year, 2020, we plan to introduce new verticals (i.e. boats and bicycles) as well as adding a dealer finance plan to the SAM solution. This will enlarge our market and establish a possibility for dealers to finance customers' car services and maintenances. We believe that it is absolutely crucial for us as a company to

focus on customer loyalty and aftermarket services. This can be done by offering customers service agreements that also contain all the additions offered by the company - and this is exactly the opportunity that we at OmniCar offer to operators in the automotive industry. In order to utilize the great interest in OmniCar's platform and finance our continued high growth towards profitability at the end of 2019, we now conduct a rights issue of approx. SEK 17.8 million. In order to keep the momentum, we have made a bridge financing of approx. SEK 4 million, which has enabled us boarding new clients and made it possible for us to advance our objective of profitability from 2020 to the end of 2019. With these words I would like to wish you a warm welcome to invest in OmniCar!

Claus T. Hansen
CEO, OmniCar



"We are now in a very good position to take the next step through further expansion to both the UK and Germany, which are the two single largest markets for vehicles and associated services throughout Europe. We estimate that the timing is right to capitalize OmniCar in order to accelerate our growth further."

Claus T. Hansen - CEO, OmniCar

REFERENCE TO MEMORANDUM

All investments in financial products are associated with risks. The memorandum issued by OmniCar contains a description of potential risks associated with the company's operations and its financial products. Before any investment decisions are made these risks should be understood, and all information in the complete memorandum should be read carefully. The memorandum is available for download on the the following websites:

- www.omnicar.com
- www.spotlightstockmarket.com
- www.sedermara.se



Summary of the offering

Subscription period: May 9th – May 23rd, 2019.

Subscription price: SEK 2.25 per share.

Volume of issuance: The offer comprises a maximum of 7,906,746 shares, corresponding to approx. SEK 17.8 million.

Record date: May 3rd, 2019. The last day of trading in the share including the right to receive subscription rights was April 30th, 2019 and the first day of trading excluding the right to receive subscription rights was May 2nd, 2019.

Preferential right: Those registered as shareholders in OmniCar Holding AB on the record date May 3rd, 2019 have preferential right to subscribe for shares in the share issue. For each held share, one (1) subscription right is received. Eleven (11) subscription rights entitle to the subscription of six (6) new shares. Please note that the public is also invited to subscribe for shares in the share issue.

Number of shares prior to the share issue: 14,495,710 shares.

Trading period of subscription rights: Trading with subscription rights will be conducted at Spotlight Stock Market from May 9th until May 21st, 2019.

Valuation in the offering (pre-money): Approx. SEK 32.6 million.

Trading period of BTAs: Trading with BTAs will be conducted at Spotlight Stock Market from May 9th, 2019 until the share issue is registered at the Swedish Company Authority ("Bolagsverket"). The registration is expected to be finished in the middle of June 2019.

Subscription commitments and guarantee subscriptions: The Company has received subscription commitments of approx. SEK 1.5 million, corresponding to approx. 8 percent of the issue volume and guarantee subscriptions of approx. SEK 12.2 million, corresponding to approx. 69 percent of the issue volume. In total, the subscription commitments and guarantee subscriptions correspond to approx. 77 percent of the total issue volume.

Trading platform: OmniCar Holding AB's shares are listed on Spotlight Stock Market.

ISIN-code for the share: SE0009997331.

FUTURE OBJECTIVES

2019

- Reach 2,000 customers
- Enter two new international markets
- Launch SME product line addressing small workshop market
- Launch sales call center to reduce sales cost
- Reach 150 MSEK in SAM contract value
- By the end of the year – reach positive cashflow

2020

- Add dealer finance plan to SAM solution – so dealers can finance customers car service and maintenance
- Expand to new international markets
- Reach 6,000 customers
- Introduce new verticals (i.e. boats and bicycles)
- Reach 500 MSEK in SAM contract value
- Launch manufacture solution for service contracts

2021

- Expand the company's technology to new verticals in other markets and segments
- Add AI features and predictive maintenance
- Reach 1.5 billion SEK in SAM contract value

Terms and Conditions for Omnicar Holding AB

The offer

The Board of Directors of Omnicar Holding AB, "Omnicar", decided on the 23rd of April 2019, with the authorization from the Extraordinary General Meeting, of a rights issue to the existing shareholders and the general public. The Company's share capital will increase to a maximum of SEK 790 674,60. The increase of share capital is carried out by issuance of a maximum of 7 906 746 new shares, each with a subscription price of SEK 2.25. The rights issue is conducted with preferential subscription right for existing shareholders. The total issue proceeds will add up to a maximum of SEK 17 790 178,50.

Preferential subscription rights

Parties who on the record date May 3rd, 2019, were shareholders of Omnicar have preferential rights to subscribe for shares in the rights offering in relation to their previous shareholdings, whereby one (1) old share entitles to one (1) subscription right. Eleven (11) such subscription rights entitle subscription of six (6) new shares.

Subscription price

The subscription price determined by the Board of Directors is SEK 2.25. No brokerage fee will be charged.

Record date

Record date at Euroclear Sweden AB ("Euroclear") for participation with preferential rights was on May 3rd, 2019. The last trading day of shares in Omnicar including preferential rights was on April 30th, 2019. The first day of trading with shares in Omnicar without preferential rights was on May 2nd, 2019.

Subscription period

The subscription period starts on May 9th, 2019, and ends on May 23rd, 2019, at 3 p.m. After the subscription period, all unexercised subscription rights will be void and lose their value. Unexercised subscription rights are removed from the respective shareholder's securities depository account, without specific notification from Euroclear.

Trading with subscription rights

Trading in subscription rights will take place on Spotlight Stock Market from the 9th of May 2019, until the 21st of May 2019. Shareholders should immediately contact their bank or other nominee with the necessary authority to carry out the purchase and sale of subscription rights. Subscription rights that are acquired during the above-mentioned trading period provide, the same right to subscribe for new shares as shareholders with subscription rights based on their shareholdings in Omnicar on the record date. Subscription rights must be exercised no later than on the 23rd of May 2019 or sold no later than the 21st of May 2019, in order to not become void or lose their value.

Preprinted paying slips and subscription forms

Shareholders with preferential rights

Shareholders or representatives of shareholders, who on the record date May 3rd, 2019, were registered in the Euroclear system, receives a preprinted paying slip (account statement), the subscription form "Subscription with subscription rights", the subscription form "Subscription without subscription rights" and a folder containing the terms, conditions for the rights issue with referral to the memorandum and a money laundry form. The information can be downloaded at Sedermera Fondkommission's web page (www.sedermera.se), Spotlight Stock Market's web page www.spotlightstockmarket.com or at the web page of Omnicar (www.omnicar.com). Shareholders who are included in the separate list of pledgees and others in relation to the Euroclear system do not receive information and will be notified separately. An account notice, which declares the delivery of subscription rights on the shareholders' book-entry account, are not distributed.

Shareholders without preferential rights

Shareholders whose holdings of shares in Omnicar are nominee registered with a bank or other trustee do not receive a preprinted paying slip or subscription form but will receive a folder containing a summary of the rights issue and reference to the full memorandum. Subscription and payment should instead be in accordance with instructions from the respective bank or trustee. Please note that in the event that the use of

subscription rights takes place via a bank and a trustee, this should be done early in the subscription period, as the respective bank/ trustee may set different deadlines for the last subscription date.

Subscription of shares with preferential right

Subscription with preferential rights shall be made by simultaneous cash payment no later than May 23rd, 2019, at 3 p.m. Subscription by payment must be made either with the prepaid payment slip attached to the issuance statement or by payment instructions on the special subscription form in accordance with the following two options:

1) Preprinted paying slip (account statement).

If all subscription rights allotted on the record date are exercised, only the preprinted paying slip shall be used as documentation for subscription by way of cash payment. The subscription form "Subscription with subscription rights" shall not be used in this case.

2) Subscription form – "Subscription with subscription rights"

In the event a different number of subscription rights than what is stated on the pre-printed paying slip shall be exercised, for example, if subscription rights are acquired or sold, the "Subscription with subscription rights" is to be used for subscription by means of cash payment. The Shareholders must state on the Subscription Form the number of subscription rights being exercised, the number of shares they are subscribing for, and the amount that is being paid. If the payment is made in any way other than with the attached payment slip, the securities account must be indicated as a reference. Incomplete or incorrectly filled in subscription forms may be disregarded. The subscription form "Subscription with subscription rights" can be downloaded at Sedermera Fondkommission's web page www.sedermera.se. A completed subscription form must, in connection with cash payment, be sent or faxed to, and received by Sedermera Fondkommission no later than the 23rd of May 2019, at 3 p.m. on the contact details stated below. The subscription is binding.

Subject: Omnicar
Sedermera Fondkommission
Norra Vallgatan 64
211 22 Malmö, Sweden

Fax: +46 (0) 40-615 14 11
Phone: +46 (0) 40-615 14 10
E-mail: issuingervices@sedermera.se (scanned subscription form)

Subscription above 15 000 EUR with preferential right

If the subscription amounts to, or exceeds, 15 000 EUR a money laundering form shall be completed and sent to Sedermera Fondkommission in accordance with the Swedish Act (2017:630) on measures against money laundering and terrorist financing. Please observe that Sedermera Fondkommission cannot distribute any BTA, even if payment have been received, before the money laundering form has been received by Sedermera Fondkommission.

Subscription without preferential rights

An application for subscription for shares without preferential rights is to be made on the form "Subscription without Subscription Rights" available for downloading from Sedermera Fondkommission's website (www.sedermera.se) or at the website of Omnicar (www.omnicar.com).

Nominee-registered shareholders, requesting subscription of shares without preferential right, must coordinate such a subscription with the account-holding bank or broker in accordance with instructions from the respective account-holding bank or broker, or if shares are registered at several different nominee-registered accounts, from each of these account-holding banks or brokers. Note that shareholders or other investors who have an account with specific rules for securities transactions, such as an investment savings account (Swedish: *Investeringsparkonto*) or endowment account (Swedish: *Kapitalförsäkring*), must check with the account-holding bank or broker, whether, and if so, the subscription of shares in the rights issue is possible. The subscription shall, in that case be made in accordance with instructions received from the account-holding bank or broker.

Incomplete or incorrectly filled in subscription forms may be disregarded. It is only permissible to submit one (1) subscription form "Subscription without Subscription Rights." In the event that more than one such subscription form is submitted, only the one last received will be considered, and other such subscription forms will thus be disregarded. The subscription form must be Sedermera Fondkommission at hand no later than May 23rd, 2019, at 3 p.m. The subscription is binding.

Allocation of shares subscribed for without preferential right

In the event that not all shares in the rights issue are subscribed for with preferential right, the Board of Directors shall decide on allocation of shares within the limits of the maximum amount of the rights issue to shareholders or other investors that have subscribed for shares without preferential right.

- a. allocation of shares which are subscribed for without preferential right shall be done to shareholders or other investors who have also subscribed for new shares by exercising subscription rights, regardless if the subscriber was a registered shareholder on the record date or not. In case that allocation of shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the quantity of subscription rights exercised for subscription of new shares in the rights issue, and to the extent this is not possible, by drawing of lots.
- b. allocation of shares which are subscribed for without preferential right shall be done to other investors than the above mentioned, who have subscribed for shares without subscription rights. In case that allocation of shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the amount of subscribed for shares without subscription rights in the rights issue, and to the extent this is not possible, by drawing of lots.
- c. the allocation of shares shall be made to the underlying guarantors in proportion to the size of the guarantee commitments made.
- d. to create investment space for certain parties who, in the opinion of the Board, can contribute with strategic value to the company or be part of the company's financial advisers' investor network, but, if oversubscribed, not more than 10% of the issue amount.

Notification of allotment of shares without preferential rights will be made via a settlement note containing payment instructions for allotted shares. Settlement notes are expected to be sent out as soon as possible after the subscription period, and payment must be made in accordance with the payment instructions on the settlement note. Payment is due within four Swedish business days from the date the settlement note was distributed. Note that payment for any allotted shares will not be drawn from the specified book-entry account. If payment is not received in due time, the subscribed for shares may be assigned to another party. Should the price by such an assignment be lower than the subscription price of the rights issue, the subscriber who initially was allocated these shares may vouch for all or a part of the difference. Shareholders or other investors that are not allotted any shares will not receive any notification.

Shareholders residing outside of Sweden

Shareholders who reside outside of Sweden (with the exception of shareholders residing in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation in the rights issue requires supplementary memorandum, further registration or other measurements than those which are required by Swedish legislation) who have preferential right in the rights issue can contact Sedermera Fondkommission for further information about subscription and payment. Due to restrictions in the legislation regarding securities in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation requires supplementary memorandum, further registration or other measurements than those which are required by Swedish legislation, subscription rights through Euroclear will not be issued to shareholders with registered addresses in any of these countries. Accordingly, no offer is made to subscribe for shares in Omnicar to shareholders residing in these countries.

BTA's – Paid and subscribed for shares

Subscription via payment is registered with Euroclear as soon as feasible, which normally means a few banking days after payment is made. Thereafter, the subscriber will receive a securities depository account notification confirming that the registration of Paid Subscribed Shares (interim shares) has occurred in the subscriber's securities depository

account. Subscribed shares are entered as BTAs in the securities account until the preferential rights issue has been registered with the Swedish Companies Registration Office.

Shareholders who have their holdings in a custodial account at a bank or brokerage firm will receive information from their respective custodian.

Partial registration of shares

Under the Swedish Companies Act, under certain conditions a part of the rights issue may be registered with the Swedish Companies Registration Office. If this possibility of partial registration is used in the present new issue, several series of BTA will be issued, the first series being called "BTA 1" in the VPC system. BTA 1 will be converted into shares as soon as a first possible partial registration has taken place. A second series of BTA ("BTA 2") will be issued for subscription and payment which occurred at such time that subscribed and paid shares could not be included in the first registration and converted into shares as soon as the rights issue is finally registered, which is expected to occur in the middle of June 2019.

Trading in BTA's

Trading in BTA's will take place on Spotlight Stock Market from the 9th of May 2019 until the rights issue is registered at the Swedish Companies Registration Office. Subscribed shares are entered as interim shares in the securities depository account until the preferential rights issue has been registered with the Companies Registration Office, which is expected to take place in the middle of June 2019.

Delivery of shares

As soon as the rights issue has been registered with the Swedish Companies Registration Office, BTA is rebooked to shares without special notification from Euroclear.

Publication of the result of the rights issue

As soon as possible after the subscription period, Omnicar will publish the result of the rights issue through a press release.

Applicable legislation

The shares are issued pursuant to the Swedish Companies Act (2005:551) and is governed by Swedish law.

Right to dividend

The new shares entail the right to any dividend for the first time on the first record date of dividend which occurs after the new shares are registered at the Swedish Companies Registration Office. The new shares carry the same right to dividend as existing shares.

Register of shareholders

Omnicar is a Euroclear reconciliation company. The company's share register with information about shareholders is handled and accounted by Euroclear with address Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

Shareholder rights

The shareholders' right to dividend, voting right, preferential right of shares is governed by both Omnicar's articles of association (available via the web page of Omnicar), as well as the Swedish Companies Act (2005:551).

Other

The Board of Directors in Omnicar reserves the right to extend the subscription period and the payment deadline in the rights issue. The subscription of new shares with or without preferential right are binding. In the case an excess amount has been paid by a subscriber for the new shares, the excess amount will be repaid to the subscriber. Excess amounts less than 100 SEK will not be refunded.

Trading in the share

The shares of Omnicar are listed on Spotlight Stock Market. The shares are traded under the symbol "OMNI" and have the ISIN-code SE0009997331. The new shares will be admitted to trading in connection with that conversion of interim shares to (regular) shares occurs.

Issuing agent and adviser

Sedermera Fondkommission is the issuing agent and financial adviser to Omnicar.