

VEF proposes to change the domicile of the group from Bermuda to Sweden

The Board of Directors of VEF Ltd. (the “**Company**” or “**VEF**”) proposes to change the domicile of the VEF group from Bermuda to Sweden (the “Redomestication”). The **Redomestication** is intended to be carried out by way of a scheme of arrangement under Bermuda law (the “**Scheme of Arrangement**”), whereby Swedish Depository Receipts (“**SDRs**”) in VEF are cancelled and exchanged for shares in a Swedish group entity that, following the Redomestication, will constitute the new parent company of the VEF group (“**VEF Sweden**”).

Background and reasons

The Company believes that the Redomestication will increase the Company’s strategic flexibility while posing no noticeable risks to the Company’s operating model, long-term strategy and ability to maintain a competitive worldwide effective corporate tax rate.

The Company has carefully considered the effects of the Redomestication on its shareholders. Sweden has a well-developed legal system that encourages a high standard of corporate governance. Following the Redomestication, the VEF group will continue to follow IFRS reporting requirements and the corporate governance rules of Nasdaq Stockholm applicable on Nasdaq First North Growth Market as well as the Swedish Code of Corporate Governance.

The Company’s Board of Directors has considered both the potential advantages and risks of the Redomestication and has unanimously approved the Redomestication and recommend that the shareholders vote in favor of the Redomestication.

Redomestication procedure

The Redomestication is proposed to be resolved by a special court-ordered meeting of VEF (the “**Scheme Meeting**”) intended to be held during the first half of 2021, where holders of SDRs in VEF will resolve to approve the Scheme of Arrangement. In accordance with the Scheme of Arrangement, the SDRs of VEF will be cancelled and SDR holders will receive, for each SDR they hold in the Company, one new voting share in VEF Sweden.

The shares in VEF Sweden will in connection with the Redomestication be admitted for trading on Nasdaq First North Growth Market in Stockholm and the SDRs in VEF will be de-listed.

The Redomestication is not envisaged to affect the VEF group’s current or future operations as no restructuring of the VEF group is carried out apart from the change of parent company and otherwise to effect the Redomestication.

Conditions

Completion of the Redomestication will be conditional upon:

- the Scheme Meeting resolving to approve the Scheme of Arrangement. Such resolution requires support by a majority in number and 75% in value of those SDR holders present and voting at the Scheme Meeting;
- the VEF Sweden shares to be delivered in connection with the Scheme of Arrangement being conditionally authorized for listing on Nasdaq First North Growth Market;
- neither VEF nor VEF Sweden being subject to any governmental decree, order or injunction that prohibits the consummation of the Scheme of Arrangement;
- the holders of 2019 Plan Shares and 2020 Plan Shares approving the Scheme of Arrangement by unanimous written resolution; and
- the sanction of the Supreme Court of Bermuda.

Statement from the Swedish Securities Council

The Swedish Securities Council (the “SSC”) has granted VEF an exemption from applying Section VI of the Takeover Rules to the Redomestication. The SSC’s statement (AMN 2021:20) is available on the SSC’s website www.aktiemarknadsnamnden.se.

Indicative timetable

Information on the indicative timetable for the Redomestication will be presented in connection with the notice to the Scheme Meeting. The notice to the Scheme Meeting is expected to be announced by the Company during the week commencing 12 April 2021.

Conference call and webcast

VEF will invite SDR holders to a conference call and webcast to be held on or around 28 April 2021 for the purpose of presenting the Redomestication and the considerations thereto. The presentation will be held by David Nangle, the CEO of VEF, and will conclude with a Q&A session. More information, including a webcast link and dial-in details will be held available on the Company’s website closer to the event date.

Further information:

Documentation describing the Redomestication and the Scheme of Arrangement in greater detail will be made public and be held available on the Company’s website, www.vef.vc, in connection with the notice to the Scheme Meeting.

Notice to US investors in VEF Ltd: The Redomestication relates to the SDRs of a Bermuda company that is a “foreign private issuer” (as defined under Rule 3b-4 under the US Securities Exchange Act of 1934, as amended (the “US Exchange Act”)) and is being made by means of a scheme of arrangement (a “Scheme of Arrangement”) provided for under Bermuda law. A transaction effected by means of a Scheme of Arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Redomestication is primarily subject to the disclosure requirements and practices applicable in Bermuda to Schemes of Arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. There will be no public offering of securities in the United States. The issuance of shares pursuant to the Redomestication and Scheme of Arrangement will not be registered under the US Securities Act of 1933, as amended (the “US Securities Act”), and will be issued pursuant to the exemption provided by Section 3(a)(10) under the US Securities Act. Neither the US Securities and Exchange Commission, nor any US state securities commission, has approved or disapproved of the shares to be issued in connection with the Redomestication and Scheme of Arrangement, or determined if this announcement is accurate or complete. Any representation to the contrary is a criminal offense in the US.

Forward-Looking Statements: This announcement may include forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “envisages”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding the Company’s or its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Company’s or its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those made in or suggested by the forward-looking statements contained in this announcement, and may not be indicative of results or developments in subsequent periods. The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.



Press Release
Stockholm March 31, 2021

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About Us

VEF Ltd. is an investment company, whose SDRs are listed in Sweden, that invests in growth stage private fintech companies. We take minority stakes and are active investors with board representation in each of our portfolio companies, always looking to back the best entrepreneurs in each market. We focus on scale emerging markets and invest across all areas of financial services inclusive of payments, credit, mobile money and wealth advisors. VEF trades in Sweden on Nasdaq First North Growth Market under the ticker VEFL SDB. For more information on VEF, please visit <http://www.vef.vc>.

VEF's Certified Adviser on Nasdaq First North Growth Market is Pareto Securities AB, +46 8 402 50 00, certifiedadviser.se@paretosec.com.

Attachments

[VEF proposes to change the domicile of the group from Bermuda to Sweden](#)