

NIMBUS GROUP

PRESS RELEASE

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NIMBUS GROUP ANNOUNCES INTENTION TO CARRY OUT A DIRECTED SHARE ISSUE OF UP TO APPROXIMATELY 1.94 MILLION SHARES

Nimbus Group AB (publ) ("Nimbus Group" or the "Company") has today instructed Carnegie Investment Bank AB (publ) ("Carnegie") to explore the feasibility of carrying out a directed share issue of up to 1,937,781 shares to Swedish and International institutional investors (the "Directed Issue"). The subscription price and the total number of new shares in the Directed Issue will be determined through an accelerated bookbuilding procedure (the "Bookbuilding Procedure") starting at 07.30 CET on 9 March 2023. The Board of Directors intends to resolve on the Directed Issue based on the authorisation granted by the annual general meeting on 18 May 2022. The net proceeds from the Directed Issue are intended to be used to finance the acquisition of EdgeWater BowerBoats, LLC ("EdgeWater"), which was announced in a press release published earlier today (the "Acquisition").

The Bookbuilding Procedure will start at 07.30 CET, Thursday 9 March 2023. Pricing and allocation of the new shares are expected to take place before the beginning of trading on Nasdaq First North Growth Market at 09.00 CET on 9 March. The timing of the closing of the Bookbuilding Procedure, pricing and the allocation of issued shares are at the discretion of the Company and/or Carnegie and may close earlier or later and may be canceled at any time and consequently, the Company may refrain from completing the Directed Issue. The Company will announce the outcome of the Directed Issue in a press release immediately after the closing of the Bookbuilding Procedure.

As announced through a press release earlier today, Nimbus Group has signed an agreement to acquire all of the shares in EdgeWater, a North American manufacturer of powerboats, for a cash consideration of USD 9.5 million (approximately SEK 100 million) on a cash and debt free basis. Synergy effects are expected to arise through a stronger market position, access to production capacity in the US and through more efficient logistics, which is also positive from a sustainability perspective. Nimbus Group intends to use the net proceeds from the Directed Issue to finance the Acquisition. For more information, please refer to the separate press release regarding the Acquisition.

The Board of Directors of Nimbus Group has also decided to withdraw the previous proposal for a dividend of SEK 1.50 per share for 2022. While current liquidity is sufficient to support the previously suggested dividend proposal, the Board of Directors prefers to strengthen the financial buffer and stability for the Company. In accordance with the financial targets, Nimbus Group shall not have any long-term financial debt (excluding real estate related debt).

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In connection with the Bookbuilding Procedure, Nimbus Group's President and CEO, Jan-Erik Lindström, may sell up to 35,000 shares in the Company, in connection with and at the same price as in the Directed Issue. 35,000 shares constitute less than 10 percent of Jan-Erik's total number of shares in Nimbus Group and Jan-Erik has expressed his intention to remain a long-term shareholder in the Company. The Company will not receive any proceeds from a potential sale of these shares.

The Company's Board of Directors has made an overall assessment and carefully considered the possibility to raise capital through a preferential rights issue, but has concluded that a rights issue, compared to a directed share issue, (i) would take significantly longer time to execute and thereby entail a risk for the completion of the Acquisition and increased market risk exposure in general, (ii) would require significant underwriting commitments from an underwriting syndicate given the current market volatility, which would entail additional costs and/or additional dilution depending on the type of consideration paid for such underwriting commitments, (iii) likely would have to be made at a lower subscription price given the discount levels in rights issues completed on the market in recent time, and (iv) unlike a rights issue, the Directed Issue is to some extent expected to broaden the shareholder base and provide the Company with new reputable institutional owners and strategic investors. Considering the above, the Board of Directors has made the assessment that a directed share issue with deviation from the shareholders' preferential right is the most favorable alternative for Nimbus Group and in the best interest of all of the Company's shareholders. Thus, the Board of Directors makes the assessment that the above reasons for deviating from the shareholders' preferential right outweigh the main rule that new cash issues shall be carried out with preferential rights for the shareholders.

Given that the subscription price in the Directed Issue will be determined through the Bookbuilding Procedure with institutional investors carried out by Carnegie, it is the Board of Directors' assessment that the subscription price will reflect current market conditions and demand and thereby be based on market terms.

In connection with the Directed Issue, the Company has entered into a lock-up undertaking, with customary exceptions, on future share issuances for a period of 180 days after the settlement date. In addition, the Company's share-owning board members, CEO, CFO and R12 Kapital AB, whereas the latter currently holds 21.9 percent of the shares and votes in Nimbus Group, have agreed not to sell any shares in Nimbus Group for a period of 90 calendar days after the settlement date, subject to customary exceptions.

Carnegie is sole global coordinator and bookrunner, Wigge & Partners Advokat KB is acting as legal adviser to the Company and Baker & McKenzie Advokatbyrå KB is acting as legal adviser to Carnegie in connection with the Directed Issue.

For more information, please contact:

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Conference call

A webcast telephone conference will be held on Thursday 9 March at 11.00 CET during which President and CEO Jan-Erik Lindström will present the acquisition of EdgeWater together with CFO Rasmus Alvmeyr. The presentation will be followed by a Q&A session. The presentation will be held in English. If you wish to participate via telephone conference, please register on the link below. After registration you will be provided phone numbers and a conference ID to access the conference. You can ask questions verbally via the telephone conference. **Call Access (financialhearings.com)**. If you wish to participate via webcast, please use the link below.

Press conference March 2023 (financialhearings.com)

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About Nimbus Group

Nimbus Group produces and markets powerboats which includes the brands Alukin, Aquador, Bella, Falcon, Flipper, Nimbus and Paragon Yachts. Sales are made through dealer networks and the largest markets are the Nordic region, Europe and the US. In 2022, the Group had sales of SEK 1,751 million and 423 employees. Operations are conducted in Sweden, Finland, Poland, England, Norway and the US. Nimbus Group has been listed on Nasdaq First North Growth Market since February 2021. For more information, see www.nimbusgroup.se

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Important information

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. Nimbus Group has not authorised any offer to the public of shares or other securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed Issue. In any member state of the EEA, this communication is only addressed to and is only directed at qualified investors in that member state within the meaning of the Prospectus Regulation.

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This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in new shares. Any investment decision in connection with the Directed Issue must be made based on all publicly available information relating to Nimbus Group and Nimbus Group's shares. Such information has not been independently verified by Nimbus Group or Carnegie. Carnegie is acting for Nimbus Group in connection with the Directed Issue and no one else. Carnegie will not be liable to anyone else for providing the protections afforded to Carnegie's clients nor for giving advice in connection with the Directed Issue or any other matter referred to herein. The information in this press release is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this press release or its accuracy or completeness.

This press release does not constitute a recommendation for any investors' decision regarding the Directed Issue. Each investor or prospective investor should conduct their own assessment, analysis and evaluation of the business and information described in this press release and publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of Nimbus Group's website nor any other website available through hyperlinks on Nimbus Group's website are incorporated into or form part of this press release.

Forward-looking statements

This press release contains certain forward-looking statements that reflect Nimbus Group's current beliefs or expectations about future events and financial and operational performance, including statements about guidance, planning, prospects and strategies. Words like "intend", "estimate", "expect", "plan", "can" and similar expressions about indications or predictions about future development or trends which are not based on historical facts constitutes forward-looking information. The forward-looking statements in this press release are based on various assumptions, in several instances based on additional assumptions. Even if Nimbus Group believes that the assumptions reflected in these forward-looking statements are reasonable, Nimbus Group cannot give any warranties that any such forward-looking statements will be materialised. Since these forward-looking statements involve both known and unknown risks and uncertainties, the actual outcome can be essentially different compared to the forward-looking information. Such risks and uncertainties include but are not limited to the Acquisition contributing to the fulfilment of Nimbus Group's operational and financial targets. The Company does not provide any warranty that the assumptions which constitute the basis for the forward-looking statements in this press release are correct and each reader of the press release should not without reason trust the forward-looking statements in this press release. Forward-looking statements in this press release are only valid at the time of this press release and may be amended without notice. Neither Nimbus Group nor anyone else undertakes any obligation to review, update or confirm or publicly announce any amendment of any forward-looking statement to reflect events that have occurred or circumstances occurring regarding the contents of this press release, unless required by law or the Nasdaq First North Growth Market rulebook.

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

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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 Directed Issue. Furthermore, it should be noted that notwithstanding the Target Market Assessment, Carnegie will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 shares in Nimbus Group.

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

This information is inside information that Nimbus Group is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2023-03-08 22:46 CET.

Attachments

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