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**PRESS RELEASE**

**MOTORK IPO PRICED AT €6.50 PER SHARE, RAISING €75 MILLION**

*London, 5 November 2021* – MotorK Plc (the “**Company**” and together with its subsidiaries and affiliates “**MotorK**”), a leading software as a service (“**SaaS**”) provider to the automotive retail industry in the EMEA region, announced today that the Offer Shares (as defined below) offered in the initial public offering (the “**IPO**” or the “**Offering**”) have been priced at €6.50 per Offer Share (as defined below) (the “**Offer Price**”). Listing of and first trading (the “**Listing**”) in the Company’s ordinary shares (the “**Shares**”) on an “as-if-and-when-issued” basis on Euronext Amsterdam, under the symbol “MTRK”, will commence today, Friday, 5 November 2021 (the “**First Trading Date**”).

**Offering Highlights**

- The Offer Price has been set at €6.50 per Offer Share (as defined below), implying a market capitalisation post Capital Increase (as defined below) of approximately €261 million.
- The number of new shares to be issued as part of the Offering has been determined at 11,500,000 (the “**New Shares**” or the “**Capital Increase**”), generating approximately €75 million in gross proceeds, representing 28.7% of the issued share capital of the Company following the IPO.
- In addition, the Offering includes an over-allotment option of 1,150,000 existing shares from the holdings of the Company’s existing shareholders (the “**Option Shareholders**”) to cover any over-allotments (the “**Over-Allotment Shares**”, and together with the New Shares, the “**Offer Shares**”).
- In case of a full exercise of the over-allotment option, the total size of the Offering will amount to €82.2 million which would result in a free float of 28.9%<sup>(1)</sup>.
- In the context of the Offering, one or more funds or accounts managed by Capital International Investors have subscribed for New Shares at the Offer Price for an aggregate amount of approximately €15 million, representing 20% of the Capital

(1) Excluding shares subscribed by Company’s main shareholders as part of the Offering

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Increase. Additionally, two of the Company's main shareholders, 83 North III Limited Partnership and Zobito AB, have committed to support MotorK's strategy and future growth by participating in the Offering. Assuming full exercise of the over-allotment option, 83 North III Limited Partnership will hold 7,613,727 shares (19.0%) and Zobito AB will hold 1,852,995 shares (4.6%) in the Company.

- The Company and the Option Shareholders (this group includes all shareholders of the Company before the Offering, including certain members of its management) have agreed to lock-up commitments for 180 days for the Company and 360 days for the Option Shareholders from the First Trading Date, respectively.
- Listing of, and first trading in, the shares of the Company on an "as-if-and-when-issued" basis on Euronext Amsterdam under the symbol "MTRK" will commence today Friday, 5 November 2021.
- Delivery of and payment for the Offer Shares and the start of unconditional trading in the Shares is expected to take place on Tuesday, 9 November 2021 (the "**Settlement Date**").
- This press release also serves as the pricing statement relating to the Offering as required by Article 17(2) of the Prospectus Regulation and has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"), and is available on the Company's corporate website (<https://www.motork.io/>), subject to applicable securities laws in certain jurisdictions.

#### **Marco Marlia, CEO of MotorK:**

*"I'm extremely proud of the entire MotorK team and thankful to everyone who supported us over the past decade to help us get to where we are today. This listing will provide us with the resources to invest in our platform and our team and to support our goal of accelerating the digitalisation of the automotive industry. This is just the beginning and the runway ahead of us is expansive."*

#### **Company Description**

MotorK is a leading SaaS provider for the automotive retail industry in the EMEA region, with over 250 employees, several OEM customers and eight offices in seven countries (Italy, Spain, France, Germany, Portugal, the UK, and Israel).

MotorK mainly offers a cloud-based SaaS platform, called "Spark", spanning a comprehensive suite of products to support the full vehicle lifecycle and the entire customer journey. Spark can be used to manage the digital presence of a small single showroom dealer as well as support the sales and marketing functions of a regional network of franchise dealerships for an automotive OEM across EMEA. As of today, Spark is used by over 660 dealer groups and 13 original equipment manufacturers ("**OEMs**") in the EMEA region.

The main modules currently offered by MotorK through Spark are:

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- a digital experience website platform to provide automotive retailers with online visibility and improve their lead generation performance,
- a lead management and customer relationship management system to optimize the efficiency of the sales process, and
- a solution to manage the vehicle stock and inventory and import them to online platforms like classifieds, Google, Facebook, etc.

MotorK also offers ancillary services such as online marketing, training and setup services. Part of this service is currently in transition to become part of the Spark platform as a recurring SaaS advertising module called “AdSpark”. AdSpark is targeted to become part of Spark in the first half of 2022.

In 2020, MotorK’s customers managed 1.4 million vehicles through MotorK’s solutions and had over 50 million unique users, considering the sum of unique users on each dealers’ website with active users, *i.e.*, users who have interacted with the platform at least once, in several countries across EMEA. Additionally, during the second quarter of 2021 more than 145,000 cars were sold by dealers using the platform’s CRM Module.

## **The Offering**

MotorK intends to use the net proceeds from the Offering mainly to increase R&D spending, invest in sales and marketing, and support its bolt-on acquisition strategy. In addition, the IPO will raise MotorK’s profile with the international investment community and its customers and original equipment manufacturers, enhance brand recognition and credibility and promote trust towards MotorK with an aim at supporting its growth strategy.

The Offer Shares were offered through a private placement to institutional investors in the Netherlands and to certain institutional investors in various other jurisdictions. There was no public offer in any jurisdiction.

Joh. Berenberg, Gossler & Co. KG (“**Berenberg**”) is acting as sole global coordinator and together with ABN AMRO Bank N.V. (“**ABN AMRO**”) (in cooperation with ODDO BHF SCA) as joint bookrunners for the Offering (the “**Underwriters**”). Berenberg will also act as stabilisation manager and ABN AMRO will also act as listing and paying agent for the IPO.

## **Over-Allotment Option**

In connection with the Offering, Berenberg has been appointed as stabilisation manager (the “**Stabilisation Manager**”). With regard to potential stabilisation measures and to the extent permitted by law, investors may, in addition to the New Shares, be allocated 1,150,000 Over-Allotment Shares in the Offering (the “**Over-Allotment**”) in the form of a securities loan without charge; this number of Shares may not exceed 10% of the sum of the New Shares. In this context, the Option Shareholders have granted an option (the “**Greenshoe Option**”) to the Stabilisation Manager (on behalf of the Underwriters), exercisable within 30 calendar days after the First Trading Date, pursuant to which the Stabilisation Manager, on behalf of the Underwriters, may acquire from the Option Shareholders additional Shares (the “**Greenshoe Shares**”), comprising up to 10% of the New Shares sold in the Offering (in any

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case not higher than the number of Over-Allotment Shares), thus satisfying the retransfer obligation under the securities law.

### **Stabilisation**

In connection with the Offering, the Stabilisation Manager (or any of its agents), on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, over-allot the Over-Allotment Shares or effect other transactions with the view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market. The Stabilisation Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilisation Manager or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice and must be discontinued within 30 days after the commencement of conditional trading in the Offer Shares. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering. None of the Company or any of the Underwriters makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. In addition, none of the Company or any of the Underwriters makes any representation that the Stabilisation Manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

### **Risk Factors**

Investing in the Offer Shares involves certain risks. Prior to investing in the Shares prospective investors should carefully consider the risks and uncertainties described in the prospectus relating to the IPO, together with all other information contained in this prospectus.

### **Availability of the Prospectus**

More information about MotorK and the IPO can be found in the prospectus, approved by the AFM, as amended and supplemented by the prospectus supplement. The prospectus dated 27 October 2021 and the prospectus supplement dated 3 November 2021 are available electronically via the website of MotorK (<https://www.motork.io/>), subject to securities law restrictions in certain jurisdictions.

### **Earlier announcements**

On Thursday, 14 October 2021, MotorK announced its intention to launch an offering and admission to listing on Euronext Amsterdam. On Wednesday, 27 October 2021, the Company announced the publication of the prospectus and the indicative price range for the

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IPO. On Wednesday, 3 November 2021, the Company announced the publication of the prospectus supplement and the new indicative price range for the IPO. The press releases are available on the corporate website of MotorK (<https://www.motork.io/>), subject to securities law restrictions in certain jurisdictions.

## **Contacts**

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This communication is addressed in any member state of the European Economic Area only to those persons who are qualified investors in such member state ("**Qualified Investors**") within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and such other persons as this announcement may be addressed on legal grounds, and no person that is not a Qualified Investor may act or rely on this communication or any of its contents.

This communication does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire any securities. Any offer to acquire the securities referred to herein will be made, and any investor should make its investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained through the website of MotorK.

No prospectus has been or will be approved in the United Kingdom in respect of the securities referred to herein. This communication is being distributed to and is directed only at persons who are outside the United Kingdom or, if in the United Kingdom, to "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 who are: (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (ii) are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii)

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persons that fall within another exemption to the Order (all such persons together being referred to as “**Relevant Persons**”). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this communication or any of its contents.

Each of Joh. Berenberg, Gossler & Co. KG and ABN AMRO Bank N.V. (together, the “**Managers**”) is acting exclusively for MotorK and no one else in connection with any offering of securities and will not be responsible to anyone other than MotorK for providing the protections afforded to their respective customers or for providing advice in relation to any offering or any transaction or arrangement referred to herein. Each of the Managers and their respective affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward looking statement contained in this communication whether as a result of new information, future developments or otherwise.

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#### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) 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 delict, 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 have been subject to a product approval process, which has determined that the 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” (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 advisor) 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 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.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.