

**Not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, Hong Kong, South Africa or Japan or in any other jurisdiction in which publication or distribution would be prohibited by applicable law.**



Press release, February 8, 2017

### **Sentica announces its intention to offer shares in Kotipizza to institutional investors**

Sentica Buyout III Ky and Sentica Buyout III Co-Investment Ky (together "**Sentica**"), intend to sell up to 4,020,618 shares in Kotipizza Group Oyj ("**Kotipizza**" or the "**Company**") (the "**Shares**") corresponding to approximately 63.3 per cent of all the outstanding shares of the Company (the "**Share Sale**"). The Shares represent all of the shares that Sentica owns in the Company. Sentica will decide the final number of the Shares to be sold based on investor demand.

The Share Sale will be based on an accelerated book-building process, in which selected institutional investors may submit bids for the shares offered. The price of the Shares offered will be determined by the bids received in the accelerated book-building process. The book-building process will commence immediately and will end by 9.00 a.m. EET on February 9, 2017 at the latest. Receiving the bids may however be discontinued at any time during the book-building process. The result of the Share Sale will be published on or about February 9, 2017.

Carnegie Investment Bank AB and Pareto Securities are acting as Joint Lead Managers in the Share Sale.

#### **Contact information:**

Sentica Partners Oy  
Mika Uotila, Partner  
tel: +358 20 752 9611  
e-mail: mika.uotila@sentica.fi

#### **Disclaimer**

Both Carnegie and Pareto are acting exclusively for Sentica and no one else and they will not regard any other person (whether or not a recipient of this release) as their respective clients in relation to the Share Sale. Carnegie and Pareto will not be responsible to anyone other than Sentica for providing the protections afforded to their respective clients and will not give advice in relation to the Share Sale or any transaction or arrangement referred to herein. Carnegie and Pareto assume no responsibility for the accuracy, completeness or verification of the information set forth in this release and, accordingly,

disclaim, to the fullest extent permitted by applicable law, any and all liability which they may otherwise be found to have in respect of this release. Nothing contained in this release is, or shall be relied upon as, a promise or representation as to the past or the future.

The information contained herein is not for publication or distribution, directly or indirectly, in or into the United States, Canada, Australia, Hong Kong, South Africa or Japan. This release does not constitute an offer of securities for sale in the United States, nor may the securities be offered or sold in the United States absent registration or an exemption from registration as provided in the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. There is no intention to register any portion of the Share Sale in the United States or to conduct a public offering of securities in the United States.

The issue, exercise or sale of securities in the Share Sale are subject to specific legal or regulatory restrictions in certain jurisdictions. Sentica assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction.

Sentica has not authorized any offer to the public of securities in any Member State of the European Economic Area. The securities referred to in this release may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (b) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purposes of this paragraph, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto).

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of 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 document or any of its contents.