

Verisure Midholding AB (publ)

Successful pricing of €1,145 million (equivalent) Senior Notes due 2023

Successful amendment and incremental election under Senior Facilities Agreement

NOVEMBER 15, 2017. 18:00 CET. Verisure Midholding AB (publ) (the “Issuer”) today announced the successful pricing of an offering of (i) €980 million in aggregate principal amount of its 5¾% senior notes due 2023 and (ii) SEK 1,650 million in aggregate principal amount of its floating rate senior notes due 2023 (collectively, the “Notes”). The offering of the Notes is expected to close on November 24, 2017 (the “Closing Date”), subject to customary closing conditions.

The Issuer further announced that Verisure Holding AB (publ) (the “Company”) has successfully completed a consent process (the “Consent”), having received the required consents from lenders under its senior facilities agreement dated October 10, 2015 (as amended and restated to date, the “Senior Facilities Agreement”) regarding the proposed amendments (the “Proposed Amendments”) thereunder, as further described in the Company’s consent launch announcement dated November 6, 2017. The Consent has been completed in connection with the transactions described in such announcement. The Proposed Amendments are expected to become effective on the Closing Date.

The Issuer further announced that the Company has signed definitive documentation that would permit the Company to raise €690 million in aggregate principal amount of incremental indebtedness under its existing Facility B1E Loan (the “Additional Facility”) under the Senior Facilities Agreement. The funding of the Additional Facility is expected to close on the Closing Date.

The gross proceeds of the offering of the Notes, together with drawings under the Additional Facility, will be used: (i) to redeem all of the Issuer’s private senior notes due 2023, including paying the redemption premium in connection therewith, (ii) to repay outstanding amounts under the Company’s revolving credit facility, (iii) to make a distribution to the Issuer’s shareholders, (iv) to pay fees and expenses in connection with the transactions and (v) for general corporate purposes.

* * *

The offering was made by means of an offering memorandum. This announcement does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful.

The Notes and the related guarantees have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. Accordingly, the Notes and the related guarantees are being offered and sold in the United States only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act. There is no assurance that the offering will be completed.

Promotion of the Notes in the United Kingdom is restricted by the Financial Services and Markets Act 2000 (the “FSMA”), and accordingly, the Notes are not being promoted to the general public in the United Kingdom. This announcement is only addressed to and directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), (iii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the announcement to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Notes will only be available to relevant persons and this announcement must not be acted on or relied on by anyone who is not a relevant person.

In connection with the issuance of the Notes, a stabilizing manager (or any person acting on behalf of such stabilizing manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or any person acting on behalf of the stabilizing manager) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or person acting on behalf of the stabilizing manager) in accordance with all applicable laws and rules.

This announcement contains certain forward-looking statements with respect to certain of the Issuer's current expectations and projections about future events. These statements, which sometimes use words such as "intend," "proposed," "plan," "expect," and words of similar meaning, reflect management's beliefs and expectations and involve a number of risks, uncertainties and assumptions (including the completion of the transactions described in this announcement) that could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. Statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The information contained in this announcement is subject to change without notice and, except as required by applicable law, neither the Issuer nor the Company assumes any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it. Readers should not place undue reliance on forward-looking statements, which speak only as at the date of this announcement.