



Invitation to subscribe for shares in AdderaCare AB

AdderaCare's vision is to create a corporate group that will contribute to a better quality of life for people with functional variations. With the parent company's experienced leadership, new acquisitions within the accessibility and home care sector can be further developed and added value thus created for both owners and users.

Subscription period:
June 4 - 18, 2020

IMPORTANT INFORMATION

The following summary is not an offer but should be seen as an introduction to AdderaCare AB's ("AdderaCare") memorandum and does not necessarily contain all information required in order to make an investment decision. The investor is advised to consult the memorandum, which is available on AdderaCare's website (www.adderacare.com) before making a decision regarding an investment, in order to understand the potential risks associated with the decision to invest in the securities.

N.B. The below is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish original and the English translation, the Swedish text shall prevail.

Adding value. For a better life.

Growth in the accessibility sector

AdderaCare was founded with the ambition to create a corporate group with profitable companies within the accessibility sector, providing individuals with functional variations increased quality of life both in and outside the home. AdderaCare today has five wholly owned subsidiaries, which run businesses focused on e.g. housing adaptations, sensory stimulation aids, orthopedics, and special vehicles. The market for accessibility aids is expected to grow, partly as a result of increased awareness about needs and the possibilities accessibility tools offer in terms of equality, and partly as a result of a growing aging population, which to a greater extent than before want to continue to live in their home. Another factor that is driving the market is the increased awareness about how cognitive aids can be used as an effective non-pharmacological support to children and adolescents with neuropsychiatric disabilities.

Business model

AdderaCare is establishing a corporate group in the accessibility sector through strategic acquisitions. The group will grow organically faster than the market, through active business development by AdderaCare,

and the group will expand with complementary acquisitions. New acquisitions are made using cash and cash equivalents as well as by allocating shares in AdderaCare AB to the selling part. In order to achieve the goal of growing faster than the market, AdderaCare will focus on decentralization, entrepreneurship and profitable growth in the companies that are acquired.

In a corporate group of profitable subsidiaries, businesses are able to meet likeminded people who are active in the same industry but within a different niche. Knowledge can therefore be exchanged within the group without leading to competitive situations, and thus the conditions are created for increased profitability. AdderaCare only acquires companies that show positive cash flow. To force change in an already profitable business can, in the Board's view, potentially lead to distress and grievances. Instead, AdderaCare wants to, through its active role as owner, create space for cooperation and knowledge-sharing within the corporate group. At the same time, the parent company offers experienced ownership which will contribute to further development of the subsidiaries and thereby creating stronger and more well-managed businesses.

Our companies



Swedish company focused on accessibility (ramps, bathrooms and platform lifts) as well as vehicles (special bicycles)



Swedish company which markets products in the areas sensory stimulation and cognitive aids



Norwegian company which markets products in the areas sensory stimulation and cognitive aids



Swedish company which is one of the leading suppliers of orthopedic products in the Nordic region



Dutch company which develops and manufactures special vehicles such as bicycles, mobility scooters and a wheelchair scooter

AdderaCare's development goals:

- During the build-up phase, to have sales growth of 30-50%
- Profit margin above 10% over one economic cycle (EBITDA)
- Indebtedness must not be more than three times the operating profit (EBITDA)
- Equity/assets ratio over 35%

Objectives

Operative objectives

AdderaCare's long-term goal is to, under the ownership of the parent company, create stronger and more well-managed businesses that will grow faster than the market.

- The company's main focus for the continuation of the year will remain on further investments in the subsidiaries in order to increase efficiency and profitability, primarily through digitalization and by upgrading production processes and logistics.
- Management intends to sharpen the parent company's investment strategy and evaluate in which areas AdderaCare wants to grow. This also entails continuing to stimulate synergies and cooperation between subsidiaries within the group.
- The company will take necessary action in order to limit the impact of the coronavirus on each business, including making use of relevant aid packages from authorities in both Sweden and abroad (the subsidiaries Amajo A/S and Huka B.V. are active in Norway and the Netherlands, respectively).

Motive for the rights issue and the use of funds

During the last year, AdderaCare has made necessary and important investments in its subsidiaries, especially targeted towards increased digitalization and streamlining production, warehousing and logistics. Consequently, the growth rate through new acquisitions has decreased, however, the company assesses that the investments will generate positive effects already from the second half of 2020. AdderaCare intends to invest further in the subsidiaries in order to achieve both organizational changes as well as higher efficiency in production, logistics and digitalization. The forthcoming rights issue is aimed at strengthening the company's financial position, with the goal of implementing the investment strategy. The net proceeds will also contribute to strengthening the capital base ahead of any potential future acquisitions.

The offer in brief:

Subscription period: June 4 - 18, 2020.

Subscription price: SEK 2.00 per share.

Issue volume: The offering comprises a maximum of 7,401,238 shares, corresponding to approx. SEK 14.8 million.

The number of shares before the rights issue: 18,503,097 shares.

Valuation (pre-money): Approx. SEK 37 million.

Pre-emptive right: Those who were registered as shareholders in AdderaCare AB on the record date May 29, 2020, have pre-emptive right to subscribe for shares in the rights issue. For each existing share, one (1) pre-emptive subscription right is obtained. Five (5) pre-emptive subscription rights entitle to subscription of two (2) new shares.

Pre-subscription commitments and underwriting commitments: The company has received pre-subscription commitments totaling approx. SEK 8.5 million and underwriting commitments totaling SEK 5 million, corresponding to a total of approx. 91 percent of the rights issue volume.

ISIN code: SE0009160922.

CEO Marianne Sernevi comments

Today, many companies are concerned about the future; the outbreak of the coronavirus has had ripple effects and undoubtedly affects us all. We have of course also felt its impact, but at the same time, I would like to begin by emphasizing that AdderaCare's market is characterized by its resilience to crises and economic downturns.

We believe that there will be a pent-up need, not the least amongst the elderly, to once again come out and move freely. The accessibility sector will play a hugely important role in this. If anything, the coronavirus has made it even clearer that our group of companies can make a tremendous difference in people's lives; promoting fundamental values such as mobility in everyday life and improved quality of life. We are well positioned in this regard.

We have previously informed that the results for 2019 were below expectations. There is still a significant need amongst our subsidiaries to invest in increased efficiency, and necessary steps have already been taken in that respect. Furthermore, our otherwise well performing Dutch subsidiary Huka was affected by a customer loss, which of course had negative effects on our result. Despite this, the group was able to achieve organic growth of seven percent, a strong statement.

The accessibility and home care sector is characterized by underlying growth, fueled by a number of factors, such as increased life expectancy, higher demands on quality of life and adjustments of e.g. the home environment, increased awareness of the possibilities and accessibility tools that are now available, heightened consensus in society - globally as well - in terms of the importance of accessibility tools as a way of achieving universal goals such as inclusion and anti-discrimination. On top of that, when it comes to cognitive tools, a segment in which AdderaCare is active through Kom i Kapp and Amajo, there are clear demands on society to provide solutions that enable all children, regardless of their circumstances, to develop in the classroom.

2020 will be a year when we focus on tackling the effects of the corona crisis in the best possible way, partly by further fine-tuning our investment strategy. In parallel, new

investments are needed in all our subsidiaries, with the goal of improving production, logistics, warehousing, and not the least upgrading digital systems and e-commerce. This goes across the board, and is also the motive behind the forthcoming rights issue. We continue to see very promising potential in all our businesses, with good prospects to, during the coming years, increase competitiveness and profitability.

In fact, we have already seen a positive impact from the changes and investments that have been put in place so far. If we look at our Norwegian subsidiary, Amajo, they managed in 2019 to turn loss to profit. The company's position has been strengthened as a result of, amongst other things, improved numbers for e-commerce. This is the kind of work that we now have in front of us, even if the conditions obviously vary between the different subsidiaries. Still, there are common features that unite them all, specifically the need to streamline and digitalize. This will also be our focus for the rest of the year.

We hereby invite you to participate in the forthcoming rights issue, which can provide the company with a total amount of SEK 14.8 million. We consider it to be a very strong signal that 91 percent of the issue volume has been secured through pre-subscription commitments and underwriting commitments. There is thus a good opportunity here to be part of our continued growth journey, moving towards the vision of creating a business group that can contribute to a higher quality of life for individuals with functional variations.

Marianne Sernevi
CEO, AdderaCare AB

“We continue to see very promising potential in all our businesses.”

Marianne Sernevi - CEO, AdderaCare AB



Terms and conditions for AdderaCare AB

The offer

The annual general meeting in AdderaCare AB decided on May 27th, 2020, the board of directors decision from April 24th, 2020, to conduct a rights issue of shares. The Company's share capital will increase with a maximum of SEK 370,061.90 through the issuance of a maximum of 7,401,238 new shares, each with a nominal value of SEK 0.05 at the subscription price of SEK 2.00 for per share. The total issue proceeds amount to a maximum of SEK 14,802,476.

Preferential subscription rights

Parties who on the record date May 29th, 2020, were shareholders of AdderaCare AB have preferential rights to subscribe for shares in the rights issue in relation to their previous shareholdings, where one (1) existing share entitles the right to obtain one (1) subscription right. Five (5) subscription rights entitle to subscription of two (2) new shares.

Subscription price

The subscription price determined by the board of directors is SEK 2.00. No brokerage fee will be charged.

Record date

Record date at Euroclear Sweden AB ("Euroclear") for participation with preferential rights was on May 29th, 2020. The last day of trading of shares in AdderaCare AB including preferential rights was on May 27th, 2020. The first day of trading with shares in AdderaCare AB without preferential rights was on May 28th, 2020.

Subscription period

The subscription period starts on June 4th, 2020 and ends on June 18th, 2020. After the subscription period, all unexercised subscription rights will be void and lose their value. Unexercised subscription rights are removed from the respective shareholder's securities depository account, without specific notification from Euroclear.

Trading with subscription rights

Trading in subscription rights will take place on Nasdaq First North Growth Market from June 4th, 2020 until June 16th, 2020. Shareholders shall contact their bank or other nominee with the necessary authority to carry out the purchase and sale of subscription rights directly. Subscription rights that are acquired during the above-mentioned trading period provide the same right to subscribe for new shares as shareholders with subscription rights based on their shareholdings in AdderaCare AB on the record date. Subscription rights must be exercised no later than June 18th, 2020 or sold no later than June 16th, 2020 in order to not become void or lose their value.

Pre-printed paying slips and subscription forms

Shareholders with preferential rights directly registered in Euroclear

Shareholders or representatives of shareholders, who on the record date May 29th, 2020 were registered in the Euroclear system, receives a preprinted paying slip (account statement), the subscription form "Subscription with subscription rights", the subscription form "Subscription without subscription rights" and a folder containing the terms and conditions for the rights issue with referral to the memorandum. The information can be downloaded at Sedermera Fondkommission's web page (www.sedermera.se), or at the web page of AdderaCare AB (www.adderacare.com). Shareholders who are included in the separate list of pledgees and others in relation to the Euroclear system do not receive information and will be notified separately. An account notice, which declares the delivery of subscription rights on the shareholders' book-entry account, are not distributed.

Shareholders registered with a nominee

Shareholders whose holdings of shares in AdderaCare AB are nominee registered with a bank or other trustee do not receive a preprinted paying slip or subscription form but will receive a folder containing a summary of the rights issue with referral to the full memorandum. Subscription and payment shall be carried out in accordance with instructions from the respective bank or trustee. Please note that in the event that the exercise of subscription rights takes place via a bank or a trustee, this should be done early in the subscription period, as the respective bank/trustee may set different deadlines for the last subscription date.

Subscription of shares with preferential right

Subscription with the support of preferential rights shall be made by simultaneous cash payment no later than June 18th, 2020. Subscription

by payment must be made either with the prepaid payment slip attached to the account statement or by payment instructions on the subscription form in accordance with the following two options:

1) Preprinted paying slip (account statement)

If all subscription rights allotted on the record date shall be exercised, only the preprinted paying slip shall be used for subscription by way of cash payment. The subscription form "Subscription with support of subscription rights" shall not be used in this case.

2) Subscription form - "Subscription with subscription rights"

In the event a different number of subscription rights than what is stated on the pre-printed paying slip shall be exercised, for example, if subscription rights are acquired or sold, the subscription form "Subscription with subscription rights" shall be used for subscription by means of cash payment. The shareholders must state on the subscription form the number of subscription rights being exercised, the number of shares they are subscribing for, and the amount that shall be paid. If the payment is made in another way than with the pre-printed paying slip, the securities account must be indicated as a reference. Incomplete or incorrectly filled out subscription forms may be disregarded. The subscription form "Subscription with subscription rights" can be downloaded at Sedermera Fondkommission's web page (www.sedermera.se). A completed subscription form must, in connection with cash payment, be sent to, and received by Sedermera Fondkommission no later than June 18th, 2020 on the contact details stated below. The subscription is binding.

Subject: AdderaCare AB
Sedermera Fondkommission
Norra Vallgatan 64
211 22 Malmö, Sweden

Phone: +46 (0) 40-615 15 10

E-mail: issuingsservices@sedermera.se (scanned subscription form)

For Nordic subscribers, subscription can be made with BankID, NemID and Norsk BankID at www.sedermera.se.

Subscription above 15,000 EUR with preferential right

If the subscription amounts to, or exceeds EUR 15 000, a money laundering form shall be completed and sent to Sedermera Fondkommission in accordance with the Swedish Act (2017:630) on measures against money laundering and terrorist financing. Please observe that Sedermera Fondkommission cannot distribute any securities, even if payment have been received, before the money laundering form has been received by Sedermera Fondkommission.

Subscription without preferential rights

A subscription for shares without preferential rights is to be made on the form "Subscription without Subscription Rights" available for downloading from Sedermera Fondkommission's website (www.sedermera.se) or at the website of AdderaCare AB (www.adderacare.com).

Nominee-registered shareholders, requesting subscription of shares without preferential right, must coordinate such a subscription with the account-holding bank in accordance with instructions from the respective account-holding bank, or if shares are registered at several different nominee-registered accounts, from each of these account-holding banks.

Note that shareholders or other investors who have an account with specific rules for securities transactions, such as an investment savings account (Sw: Investeringssparkonto) or endowment account (Sw: Kapitalförsäkring), must check with the account-holding bank, whether, and if so, the subscription of shares in the rights issue is possible. The subscription shall, in that case be made in accordance with instructions received from the account-holding bank.

Incomplete or incorrectly filled out subscription forms may be disregarded. It is only permissible to submit one (1) subscription form "Subscription without subscription rights". In the event that more than one such subscription form is submitted, only the one last received will be considered, and other such subscription forms will thus be disregarded. The subscription form must be Sedermera Fondkommission at hand no later than June 18th, 2020. The subscription is binding.

Allocation of shares subscribed for without preferential right

In the event that not all shares in the rights issue are subscribed for with preferential right, the board of directors shall decide on allocation of shares within the limits of the maximum amount of the rights issue to shareholders or other investors that have subscribed for shares without preferential right.

Allocation of shares which are subscribed for without preferential right shall be made to shareholders or other investors who have also subscribed for new shares by exercising subscription rights, regardless if the subscriber was a registered shareholder on the record date or not. In case that allocation of shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the quantity of subscription rights exercised for subscription of new shares in the rights issue, and to the extent this is not possible, by drawing of lots.

Allocation of shares which are subscribed for without preferential right shall be done to other investors than the above mentioned, who have subscribed for shares without subscription rights. In case that allocation for shares cannot fully be provided in accordance to subscriptions without subscription rights, allocation shall be made in relation (pro rata) to the amount of subscribed for shares without subscription rights in the rights issue, and to the extent this is not possible, by drawing of lots.

The allocation of shares shall be made to the underlying guarantors in proportion to the size of the guarantee commitments made.

Notification of allotment of shares without preferential rights will be made via a settlement note containing payment instructions for allotted shares. Settlement notes are expected to be sent out as soon as possible after the subscription period, and payment must be made in accordance with the payment instructions on the settlement note. Payment is due within four Swedish business days from the date the settlement note was distributed. Note that payment for any allotted shares will not be withdrawn from the specified securities account. If payment is not received in due time, the subscribed for shares may be assigned to another party. Should the price by such an assignment be lower than the subscription price of the rights issue, the subscriber who initially was allocated these shares may vouch for all or a part of the difference. Shareholders or other investors that are not allotted any shares will not receive any notification.

Shareholders residing outside of Sweden

Shareholders who reside outside of Sweden (with the exception of shareholders residing in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation in the rights issue requires supplementary prospectus, further registration or other measurements than those which are required by Swedish legislation) who have preferential right in the rights issue can contact Sedermera Fondkommission for further information about subscription and payment.

Due to restrictions in the legislation regarding securities in USA, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore and other countries in which participation requires supplementary prospectus, further registration or other measurements than those which are required by Swedish legislation, subscription rights through Euroclear will not be issued to shareholders with registered addresses in any of these countries. Accordingly, no offer is made to subscribe for shares in AdderaCare AB to shareholders residing in these countries.

Paid and subscribed for shares (BTA)

Subscription via payment is registered with Euroclear as soon as feasible, which normally means a few banking days after payment is made. Thereafter, the subscriber will receive a securities depository account notification confirming that the registration of Paid Subscribed Shares (BTA) has occurred in the subscriber's securities account. Subscribed shares are entered as BTAs in the securities account until the rights issue has been registered with the Swedish Companies Registration Office.

Shareholders who have their holdings in a custodial account at a bank or brokerage firm will receive information from their respective custodian.

Partial registration of shares

Under the Swedish Companies Act, under certain conditions a part of the rights issue may be registered with the Swedish Companies Registration Office. If this possibility of partial registration is used in the present new issue, several series of BTA B will be issued, the first series being called "BTA 1" in the VPC system. BTA 1 will be converted into shares as soon as a first possible partial registration has taken place. A second series of BTA B ("BTA 2") will be issued for subscription and payment which occurred at such time that subscribed and paid shares could not be included in the first registration and converted into shares as soon as the rights issue is finally registered, which is expected to occur in the middle of July 2020.

Trading in BTAs

Trading in BTAs will take place on Nasdaq First North Growth Market from June 4th, 2020 until the rights issue is registered at the Swedish Companies Registration Office. Subscribed for shares, are entered as BTA 1 and 2 in the securities depository account until the preferential rights issue has been registered with the Companies Registration Office, which is expected to take place in the middle of July 2020.

Delivery of shares

As soon as the rights issue has been registered with the Swedish Companies Registration Office, which is expected to take place in the middle of July 2020, BTA is rebooked to shares without special notification from Euroclear.

Publication of the result of the rights issue

Publication of the outcome in the rights issue is scheduled to June 24th, 2020 or as soon as possible after the subscription period ends. The Company will publish the result of the rights issue through a press release.

Applicable legislation

The shares are issued pursuant to the Swedish Companies Act (2005:551) and is governed by Swedish law.

Right to dividend

The new shares entail the right to any dividend for the first time on the first record date of dividend which occurs after the new shares are registered with the Swedish Companies Registration Office. The new shares carry the same right to dividend as existing shares.

Register of shareholders

AdderaCare AB is a Euroclear reconciliation company. The company's share register with information about shareholders is handled and accounted by Euroclear with address Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

Shareholder rights

The shareholders' right to dividend, voting right, preferential right of shares is governed by both AdderaCare AB's articles of association (available via the web page of AdderaCare AB), as well as the Swedish Companies Act (2005:551).

Other

The Board of Directors in AdderaCare AB reserves the right to extend the subscription period and the payment deadline in the rights issue. Eventual extension of the subscription period will be communicated the last day of the ordinary subscription period, June 18th, 2020. The subscription of new shares with or without preferential right are binding.

In the case an excess amount has been paid by a subscriber for the new shares, the excess amount will be repaid to the subscriber. Excess amounts less than 100 SEK will not be refunded.

The board of directors is not entitled the right to withdraw the offer.

Trading in the share

The shares of AdderaCare AB are listed on Nasdaq First North Growth Market. The shares are traded under the short name "ADDERA" and have the ISIN-code SE0009160922. The new shares will be admitted to trading in connection with that conversion of BTA to ordinary shares occurs.

Issuing agent and adviser

Sedermera Fondkommission is the issuing agent and financial adviser of AdderaCare AB.