

INVITATION TO ACQUIRE SHARES IN **FIRST VENTURE SWEDEN AB (PUBL)** IN CONNECTION WITH LISTING ON NASDAQ FIRST NORTH GROWTH MARKET



This Prospectus was approved by the Swedish Financial Supervisory Authority on 10 June 2021. The Prospectus is valid for a maximum of 12 months from the date hereof, provided that First Venture Sweden AB (publ) fulfils the obligation under Regulation (EU) 2017/1129 of the European Parliament and of the Council, if applicable, to provide supplements to the Prospectus if new significant circumstances, factual errors or material misstatements occur that could affect the assessment of the Company's securities.

The obligation to prepare supplements to the Prospectus applies from the moment of approval of the Prospectus to the end of the subscription period. The Company is under no obligation to prepare any supplement to the Prospectus after the subscription period.



Important information

Some definitions

First Venture or the **"Company"** refers to, depending on the context, First Venture Sweden AB (publ), corporate registration number 559124-1251, a Swedish public limited company, or the group in which First Venture is the parent company (the **"Group"**). This EU Growth Prospectus (the **"Prospectus"**) has been prepared due to the fact that the Board of Directors of First Venture, pursuant to authorisation from the Annual General Meeting held on 11 May 2021, has decided to carry out a new issue of a maximum of 25,128,206 Class B shares in the Company (the **"Offer"**) intended for the general public in Sweden, Denmark, Finland and Norway and Swedish and international institutional investors and to apply for admission to trading of the Company's shares on Nasdaq First North Growth Market.

References to **"Nasdaq First North Growth Market"** refers to, in accordance with Directive (EU) 2014/65 of the European Parliament and of the Council (MiFID II), the multilateral trading platform and growth market for SMEs operated by Nasdaq Stockholm AB. **"Euroclear"** refers to Euroclear Sweden AB, corporate registration number 556112-8074. References to **"SEK"**, **"TSEK"** and **"MSEK"** refers to Swedish kronor, thousand Swedish kronor and million Swedish kronor, respectively.

Preparation and registration of the Prospectus

The Prospectus has been prepared as part of a simplified prospectus in accordance with Article 15 of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the **"Prospectus Regulation"**). The Prospectus has been approved by the Swedish Financial Supervisory Authority as the competent authority in accordance with the Prospectus Regulation. The Swedish Financial Supervisory Authority approves this Prospectus only insofar as it meets the requirements for completeness, comprehension and consistency set out in the Prospectus Regulation. This approval should not be considered to constitute any form of support for the issuer or for the quality of the securities referred to in the Prospectus. Investors should carry out their own assessment of whether it is appropriate to invest in these securities.

The Prospectus in its entirety has been translated to English. Only the Swedish version has been subject to the Swedish Financial Supervisory Authority's scrutiny and approval. In the event of any discrepancies between the Swedish and English versions, the Swedish version shall prevail. The Company has also applied that the Prospectus shall be passported to Denmark, Finland and Norway. Swedish substantive law applies to the Prospectus. Any dispute arising from the Offer, the contents of this Prospectus and associated legal relationships will be settled solely by a Swedish court.

First Venture has not taken and will not take any action to allow an offer to the public in any jurisdiction other than Sweden. The Offer is not intended for persons domiciled in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland, the USA or in any other country or jurisdiction where participation would require additional prospectuses, registration or actions other than in accordance with Swedish law or where participation would otherwise be contrary to rules in the country in question, except in certain limited circumstances by agreement with the Company. Subscription for and acquisition of securities in breach of the above restrictions may be invalid. Persons receiving copies of this Prospectus must inform themselves of and comply with such restrictions, and in particular the restriction whereby the Prospectus may not be published or distributed in breach of applicable laws and regulations. Actions in breach of the restrictions may constitute a violation of applicable legislation on securities.

An investment in securities is associated with risks. For more information see the section entitled "Risk factors". When making an investment decision, investors must rely on their own assessment of First Venture and the Offer in accordance with the Prospectus, including the existing facts and risks. Prior to an investment decision, potential investors should engage their own professional advisors and carefully evaluate and consider the investment decision. Investors may only rely on the information in the Prospectus and any supplements to the Prospectus. No person is authorised to provide any other information or make statements other than those contained in the Prospectus and, in the event they do so, such information or statements must not be considered to have been approved by First Venture and First Venture will not be liable for such information or statements.

Neither the publication of this Prospectus nor any transactions carried out as a result hereof may under any circumstances mean that the informa-

tion in the Prospectus is accurate and valid at any moment other than as at the date of publication of the Prospectus or that no change has occurred in the Company's activities since the said date. The Company does not undertake to update this Prospectus other than in accordance with the obligation to publish additional prospectuses in certain circumstances pursuant to the Prospectus Regulation.

The Company reserves the right, at its sole discretion, to declare a subscription of shares null and void when First Venture or its employees consider that such subscription may involve an infringement or violation of laws, rules or regulations in any jurisdiction.

Information to investors in the USA

No subscription rights, paid up subscribed shares, shares or other securities issued by First Venture have been or will be registered in accordance with the United States Securities Act 1933 or in accordance with securities legislation in any State of the USA or other jurisdiction in the USA. Therefore, no subscription rights, paid up subscribed shares, shares or other securities issued by First Venture may be transferred or offered for sale in the USA except in exceptional cases that do not require registration. Applications for acquisition of shares in breach of the above may be considered invalid and may be disregarded.

Accordingly, this Prospectus, marketing materials or other materials relating to the Offer may not be distributed in or to any jurisdiction where distribution or the Offer in accordance with this Prospectus requires such action or is in breach of the rules in that jurisdiction. Persons receiving this Prospectus must themselves obtain information on and comply with such restrictions.

Forward-looking information and market information

The Prospectus contains information from third parties. The Company confirms that information from third parties has been accurately reproduced and that, as far as the Company is aware and is able to ascertain from information published by third parties, no facts have been omitted that would render the information reproduced inaccurate or misleading. Information in this Prospectus relating to future circumstances, such as statements and assumptions regarding the Company's future financial and operational performance, are based on circumstances existing at the time when the Prospectus was published. Forward-looking information is, by its very nature, associated with uncertainty because it relates to and is dependent on circumstances beyond the Company's control. Words such as "intended," "judged", "expected", "can", "plans" "estimates" and other expressions that imply indications or predictions of future developments or trends and that are not based on historical facts constitute forward-looking information. No assurance or guarantee is therefore given, either expressly or implicitly, that assessments made in this Prospectus regarding future circumstances will materialise. The Company's future results or progress and actual outcome may substantially differ from what is expressed in forward-looking information. The Company does not undertake to publish any updates or revisions of statements regarding future conditions as a result of new information or similar that emerges after the moment of publication of the Prospectus other than as stipulated in the Prospectus Regulation.

Presentation of financial information

Some financial information and other information presented in the Prospectus has been rounded off to make the information more easily accessible to the reader. Consequently, the numbers in some columns do not add up exactly to the specified grand total. No information in this Prospectus has been reviewed or audited by First Venture's auditors except when expressly stated.

Nasdaq First North Growth Market

Nasdaq First North Growth Market is a registered growth market for SMEs in accordance with Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments as implemented in national legislation in Denmark, Finland and Sweden and is operated by Nasdaq Stockholm AB. Issuers on Nasdaq First North Growth Market are not subject to all the same rules as issuers on a regulated main market. Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in an issuer on Nasdaq First North Growth Market may therefore be higher than investing in an issuer on a regulated market. All companies whose shares are admitted to trading on Nasdaq First North Growth Market have a Certified Adviser who monitors compliance with the rules. The Company's Certified Adviser is Redeye AB. It is Nasdaq Stockholm AB that approves the application for admission to trading on Nasdaq First North Growth Market.

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Documents incorporated by reference

Investors should read all information incorporated by reference and that information must be read as part of the Prospectus. The following parts of the financial reports below are incorporated by reference and form part of the Prospectus. The parts that are not incorporated by reference are not considered relevant to investors or else contain information that is available elsewhere in the Prospectus.

Copies of the Prospectus and the incorporated documents can be obtained electronically on the Company's website, www.first-venture.se or on paper at the Company's address, Grev Turegatan 14, 114 46 Stockholm.

- **First Venture's interim report January–March 2021:** Income statement (page 2), Balance sheet (page 3) and notes (page 4).

First Venture's interim report for the period 1 January 2021–31 March 2021 is available using the following clickable link:
[Interim report January–March 2021](#)

- **First Venture's annual report 2020:** Income statement (page 3), balance sheet (pages 4–5), change in equity (page 2), notes (pages 6–10) and auditor's report (pages 11–12).

First Venture's annual financial statements for the 2020 financial year are available using the following clickable link:
[Annual report 2020](#)

- **First Venture's annual report 2019:** Income statement (page 3), balance sheet (pages 4–5), change in equity (page 1), notes (pages 6–9) and auditor's report (pages 10–11).

First Venture's annual financial statements for the 2019 financial year are available using the following clickable link:
[Annual report 2019](#)

Summary

1. INTRODUCTION

| | | |
|------------|--|---|
| 1.1 | The securities and ISIN | The Offer includes Class B shares in First Venture with ISIN code SE0016075451. |
| 1.2 | Company information | First Venture Sweden AB (publ) Address: Grev Turegatan 14, 114 46 Stockholm Website: www.first-venture.se E-mail: hello@first-venture.se Corporate ID number: 559124-1251 LEI code: 549300WKZ0QJ174AYE36 |
| 1.3 | Information on the competent authority that approved the Prospectus | This Prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority (office address: Brunnsgatan 3, 111 38 Stockholm; postal address: Box 7821, 103 97 Stockholm; e-mail address: finansinspektionen@fi.se ; telephone number: 08 408 980 00; website: www.fi.se) in its capacity as competent authority in accordance with the Prospectus Regulation. |
| 1.4 | Date of approval of the Prospectus | This Prospectus was approved by the Swedish Financial Supervisory Authority on 10 June 2021. |
| 1.5 | Warning | <p>This summary should be considered as an introduction to the Prospectus. Any decision to invest in the securities should be based on an assessment of this Prospectus in its entirety by the investor. An investor could lose all or part of its invested capital.</p> <p>If an action is brought in court regarding the information contained in the Prospectus, the investor who is the plaintiff in accordance with national law may be required to pay the costs of translating the Prospectus before the legal proceedings begin.</p> <p>Civil liability can only be imposed on persons who produced the summary report, including its translation, but only if the summary report is misleading, inaccurate or inconsistent with the other parts of the Prospectus or if, along with the other parts of the Prospectus, it fails to provide key information to help investors when they are considering an investment in such securities.</p> |

2. KEY INFORMATION ON THE ISSUER

2.1 Information on the issuer

First Venture Sweden AB (publ), corporate registration number 559124-1251, is a Swedish public limited company that was registered in Sweden on 5 September 2017 and whose activities are carried out in accordance with Swedish law. The Company's activities are regulated by the Swedish Companies Act (2005:551). The Board of Directors of First Venture has its registered office in Stockholm. The Company's Chief Executive Officer is Rune Nordlander.

First Venture carries out investment activities with the business concept of using experience, expertise and an extensive network to identify and invest in companies with significant potential growth in value. The Company invests in unlisted and listed companies, focusing on the sustainability, technology and health sectors.

The table below shows the Company's shareholders that hold the equivalent of five (5) per cent or more of the shares or votes in the Company as of the date of the Prospectus. The Company is not directly or indirectly controlled by any individual party.

| Owner | Number of Class A shares | Number of Class B shares | Total number of shares | Share of capital (%) | Share of votes (%) |
|--|--------------------------|--------------------------|------------------------|----------------------|--------------------|
| Första Entreprenörsfonden i Norden AB* | 835,000 | 178,000 | 1,013,000 | 8.17 | 42.83 |
| Roosgruppen AB | | 2,633,000 | 2,633,000 | 21.24 | 13.22 |
| Tham Special Investment AB | | 940,000 | 940,000 | 7.58 | 4.72 |
| Need Invest AB | | 782,000 | 782,000 | 6.31 | 3.93 |
| WTS Invest AB | | 782,000 | 782,000 | 6.31 | 3.93 |
| Mikael Lönn | | 641,000 | 641,000 | 5.17 | 3.22 |
| Other | | 5,605,000 | 5,605,000 | 45.22 | 28.15 |
| Total | 835,000 | 11,561,000 | 12,396,000 | 100% | 100% |

* Första Entreprenörsfonden i Norden AB is owned indirectly through a holding company – 50 per cent by Peter Werme and 50 per cent by Rune Nordlander.

2.2 Key financial information for the issuer

Summary of the income statement

| Amounts in SEK | 01/01/2021 – 31/03/2021 Unaudited | 01/01/2020 – 31/03/2020 Unaudited | 01/01/2020 – 31/12/2020 Audited | 01/01/2019 – 31/12/2019 Audited |
|-----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|------------------------------------|
| Other operating income | - | - | 118,750 | - |
| Operating expenses | | | | |
| Rörelsens kostnader | | | | |
| Other external expenses | -1,103,356 | -196,197 | -1,408,943 | -719,595 |
| Operating profit/loss | -1,103,356 | -196,197 | -1,290,193 | -719,595 |
| Profit/loss for the period | -963,559 | -130,710 | -5,352,222 | -2,691,772 |

Summary of the balance sheet

| Amounts in SEK | 31/03/2021 Unaudited | 31/03/2020 Unaudited | 31/12/2020 Audited | 31/12/2019 Audited |
|--------------------|-------------------------|-------------------------|-----------------------|-----------------------|
| ASSETS | 89,507,442 | 19,433,897 | 79,874,205 | 18,557,132 |
| EQUITY | 89,177,514 | 19,432,822 | 79,507,709 | 18,557,132 |
| LIABILITIES | 329,928 | 1,075 | 366,496 | - |

Key figures

| | 01/01/2021 – 31/03/2021 Unaudited | 01/01/2020 – 31/03/2020 Unaudited | 01/01/2020 – 31/12/2020 Audited | 01/01/2019 – 31/12/2019 Audited |
|--------------------------------|--------------------------------------|--------------------------------------|------------------------------------|------------------------------------|
| Balance sheet total, SEK | 89,507,442 | 19,433,897 | 79,874,205 | 18,557,132 |
| Return on capital employed (%) | -1.08 | -0.67 | -1.5 | -3.8 |
| Return on equity (%) | -1.08 | -0.67 | -6.7 | -14.5 |
| Equity ratio (%) | 99.63 | 99.99 | 99.5 | 100 |

2.3 Specific key risks for the issuer

Risks relating to First Venture's investment portfolio

First Venture invests in both unlisted and listed growth companies in the technology, health and sustainability segments with the ambition to be a long-term, active shareholder with a close collaboration with the portfolio companies' entrepreneurial team. As at the date of this Prospectus, the Company's investment portfolio consists of thirteen (13) portfolio companies, eleven (11) of which are unlisted companies and two (2) are listed companies. The Company's holdings in the portfolio companies amount to approximately 0.05–80 per cent. An investment is always associated with risks and uncertainty factors and the Company's financial position is dependent on the performance of the companies in which the Company has invested and intends to invest in future, which includes price fluctuations in respect of the listed holdings. Should one or more of First Venture's portfolio companies perform negatively, it may have a substantial adverse effect on the Company's activities and financial position.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is high.

Product development in the portfolio companies

The Company is largely dependent on the portfolio companies' ability to successfully develop attractive products. The technology and sustainability segments are industries that are characterised by rapid changes in technology, new technological advances and continuous improvements in industrial know-how. Furthermore, the portfolio companies that operate in health are characterised by rapid upward and downward trends in exercise, diet and lifestyle. The success of the portfolio companies will therefore depend on the ability of the companies to adapt to these external factors, diversify their project portfolios and develop new and competitively priced products and services that meet demand in the constantly changing market. If the portfolio companies' products are not developed in the required direction or are not well received in the commercial markets, it may have a substantial adverse effect on the Company's activities and growth.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.

Need for financing and future capital requirements

The Company intends to finance the business activities, future development and working capital with proceeds from the Offer. There is a risk that the Company may in future fail to generate sufficient funds to finance the business activities, which may lead to the Company needing to seek new external capital in future. There is a risk that difficulties may arise in obtaining that external financing due to the fact that necessary capital is unavailable or can only be obtained on unfavourable terms for the Company. The acquisition of necessary capital may be affected by a range of factors such as macroeconomic factors, changes in the willingness to invest and non-performance or negative performance of the Company's business. If First Venture chooses to raise additional financing through the issue of shares or share-related instruments, shareholders who do not participate in that issue may suffer dilution. In the case of debt financing, if such is available to the Company, conditions may be imposed that restrict the Company's freedom of action in various respects.

If the above risks materialise, it may have a substantial adverse effect on the Company's business, financial position and growth. The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is high.

3. KEY INFORMATION ON THE ISSUER'S SECURITIES

| | |
|---|---|
| 3.1 The main characteristics of the securities | <p>The number of shares in the Company prior to the Offer amounts to 12,396,000, of which 835,000 are Class A shares and 11,561,000 are Class B shares. The shares in First Venture are issued in accordance with Swedish law, fully paid up and denominated in SEK. The quota value per share is 0.1 SEK.</p> <p>One Class A share in the Company entitles a right to ten (10) votes, whereas one Class B share entitles a right to one (1) vote at the General Meeting. Each shareholder is entitled to vote for all shares held by that shareholder in the Company. If the Company issues new shares, warrants or convertibles through a cash issue or set-off issue, as a general rule shareholders have preferential rights to subscribe for new shares in proportion to the number of shares they owned prior to the issue. All shares have the same right to dividends and surpluses in the Company's assets in liquidation.</p> <p>The rights associated with shares issued by the Company, including those set out in the articles of association, can only be changed in accordance with the provisions of the Swedish Companies Act (2005:551).</p> <p>In Swedish limited liability companies, dividends must be proposed by the Board of Directors and resolved by the General Meeting in accordance with the Swedish Companies Act (2005:551) and the articles of association. No dividend is intended to be paid in the next few years. No dividend has been paid in the past two financial years, 2019 and 2020. When considering proposals for dividends in future, the Board of Directors will take several factors into consideration, including the Company's activities, operating profit and financial position, current and expected needs for liquidity, investment plans, contractual constraints and other substantial factors. The Company therefore has no dividend policy at present.</p> |
| 3.2 Place for trading of the securities | <p>On 10 June 2021, Nasdaq Stockholm AB announced that the Company fulfils Nasdaq First North Growth Market's listing requirements, provided that customary conditions, including the requirement of sufficient number of shareholders for the Company's Class B shares, are fulfilled no later than on the listing date and that the Company applies for the Company's Class B shares to be admitted to trading on Nasdaq First North Growth Market. The ticker symbol for the shares is FIRST. The shares issued through the Offer will also be admitted to trading on Nasdaq First North Growth Market.</p> |
| 3.3 Guarantees by which the securities are covered | <p>Not applicable. The securities are not covered by guarantees.</p> |
| 3.4 Specific key risks for the securities | <p>Aktiemarknadsrisker och likviditet</p> <p>The Company's shares are expected to be traded on Nasdaq First North Growth Market. An investment in shares can both increase and decrease in value, which is why there is always a risk that investors will not get back all the invested capital, or any capital at all. The performance of a listed share depends on both company-specific events and events relating to the capital market in general. Such events can also increase the volatility of the share price.</p> <p>The price of the Company's shares is dependent, among other things, on the performance of the Company's business, earnings and financial position, how well the Company meets communicated targets and changes in stock market expectations for future earnings and dividends. In addition, the price of the Company's share can be affected by the general performance of the stock market and economic performance in general.</p> <p>If active and liquid trading of the Company's share fails to develop or prove sustainable, that may make it difficult for shareholders to dispose of their shares when the shareholder wishes to do so or at price levels that would be applicable were there satisfactory liquidity in the share.</p> <p>The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.</p> |

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC

| | |
|---|---|
| 4.1 Terms and conditions and timetable for investing in the securities | <p>The Offer</p> <p>The Offer includes a maximum of 25,128,206 newly issued Class B shares. The newly-issued shares correspond to a subscription amount of MSEK 245, before issue costs. The Board may also decide to issue a maximum of 2,564,103 additional Class B shares through a so-called overallotment issue to satisfy a large demand. Upon full take-up in the overallotment issue, the Company will receive an additional subscription amount of approximately MSEK 25, before issue costs.</p> <p>Offer price and pricing</p> <p>The Offer price amounts to SEK 9.75 per share, which gives a company valuation of MSEK 121 before the Offer. Applications for acquisition of shares are submitted for a minimum block of 600 Class B shares, corresponding to 5,850 SEK.</p> |
|---|---|

Application period

The application period for applying for acquisition of shares in First Venture runs from 11 June 2021 to 23 June 2021.

Allocation

Allocation of shares is expected to take place on 28 June 2021

First day of trading

The first day of trading on Nasdaq First North Growth Market is scheduled for 2 July 2021.

Dilution

The number of shares, in the case of a fully-subscribed Offer, will increase by 25,128,206, from 11,561,000 Class B shares to 36,689,206 Class B shares, which corresponds to a dilution of 67.0 per cent of capital and 55.8 per cent of votes in the Company. Full take-up in the overallotment issue means that the Company will receive an additional subscription amount of approximately MSEK 25 before issue costs, corresponding to 2,564,103 Class B shares. In the event of a fully subscribed Offer and full utilization of the overallotment issue, the dilution amounts to 69.1 per cent of capital and 58.2 per cent of votes in the Company.

Costs of the Offer

The issue costs are expected to amount to approximately MSEK 18.9 and consist mainly of remuneration to financial and legal advisors in connection with the Offer. Upon full take-up in the overallotment issue, additional issue costs of approximately MSEK 1.7 will be added to the Offer.

Costs charged to investors

No costs exist for investors participating in the Offer.

4.2 Reasons for the Offer and use of proceeds

First Venture is continually evaluating new potential investments and in recent times First Venture has identified a greater proportion of interesting opportunities in its focus areas, where the conditions for achieving good returns are considered to be favourable. In addition, portfolio companies in the existing investment portfolio have a future need for capital to finance their continued growth. First Venture considers that there are good business reasons for continuing to provide support with capital in order to successfully develop these portfolio companies. In view of this, the Board of Directors of First Venture considers this an appropriate moment to apply for listing on Nasdaq First North Growth Market.

A listing of the Company's shares on Nasdaq First North Growth Market represents an important step in the Company's development. The Board of Directors considers that a listing can raise awareness of First Venture's business and give the public the opportunity to participate in the value-generating business resulting from First Venture's investments in unlisted and listed companies. The Offer and the listing will also broaden the shareholder base and allow First Venture access to the capital market. The first trading day is scheduled to 2 July 2021.

First Venture considers that the existing working capital of 8.2 MSEK as at 31 March 2021 is sufficient to cover the Company's need for capital for the next 12 months from the date of this Prospectus. The Offer gives First Venture more room for manoeuvre in financial terms, enabling it to continue investing in its business, support continued growth for both First Venture and its portfolio companies and generate satisfactory returns for its shareholders.

If the Offer is fully subscribed, the Company is expected to receive gross proceeds (i.e. before transaction costs amounting to approximately MSEK 18.9) of approximately MSEK 245. The Company intends to use the full net proceeds from the Offer, of approximately MSEK 226.1, to support continued growth in existing portfolio companies (approximately 30–40 per cent of net proceeds) as well as in potential new investments (approximately 60–70 per cent of net proceeds). The Board may also decide to issue a maximum of 2,564,103 additional Class B shares through a so-called overallotment issue to satisfy a large demand. Upon full take-up in the overallotment issue, the Company will receive an additional subscription amount of approximately MSEK 25 before issue costs and is intended to be used in the same way as the issue proceeds in the Offer.

Conflicts of interest

Naventus Corporate Finance AB has provided and may in future provide various financial, investment, commercial and other services to First Venture for which Naventus Corporate Finance AB has received, or may receive payment. Advokatfirman Delphi KB receives payment for services provided on an open account. In addition to the above parties' interest in the Offer being successfully implemented, there are considered to be no financial or other interests or any conflicts of interest between parties with financial or other interests in the Offer in accordance with the above.

Responsible parties, information from third parties and approval by a competent authority

Responsible parties

The Board of Directors of First Venture is liable for the contents of the Prospectus. As far as the Board of Directors is aware, the information provided in the Prospectus is consistent with the facts and no information that would be likely to affect its meaning has been omitted. The current composition of the First Venture Board of Directors is presented below:

| Name | Position |
|-----------------|-----------------------|
| Peter Werme | Chairman of the Board |
| Karl Brodin | Board member |
| Elise Fahlén | Board member |
| Rune Nordlander | Board member |
| Jan Petersson | Board member |

Preparation and registration of the Prospectus

This Prospectus has been approved by the Swedish Financial Supervisory Authority as the competent authority in accordance with Regulation (EU) 2017/1129. The Swedish Financial Supervisory Authority approves this Prospectus only insofar as it meets the requirements for completeness, comprehension and consistency set out in Regulation (EU) 2017/1129. This approval should not be considered to constitute any form of support for the issuer or for the quality of the securities referred to in the Prospectus. Investors should carry out their own assessment of whether it is appropriate to invest in these securities. The Prospectus has been prepared as an EU growth prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

Information from third parties

The Prospectus contains information from third parties. The Company confirms that the information from third parties has been accurately reproduced and that, as far as the Company is aware and is able to ascertain from information published by third parties, no facts have been omitted that would render the information reproduced inaccurate or misleading. However, First Venture has not verified the information independently, which is why its accuracy and completeness cannot be guaranteed.

Some parts of the Prospectus contain hyperlinks to websites. The information on those websites does not form part of the Prospectus, unless the websites have been incorporated by reference, and has not been reviewed or approved by the Swedish Financial Supervisory Authority. The third-party sources used by First Venture in the preparation of the Prospectus are set out in the list of sources below.

List of sources

- Allied Market Research – Meat Substitute Market, July 2018.
- Deloitte, "Plant-based alternatives – Driving Industry M&A", 2019.
- Deloitte, "Reigniting growth: Advanced Materials Systems", 2012.org
- Fortune Business Insights, "AI Market to Reach USD 266.92 Bn by 2027 at 33.2% CAGR; Tech Giants Such as Google and Amazon to Focus on Developing AI-powered Services for End Users", 2021.
- https://ec.europa.eu/clima/policies/eu-climate-action/2030_ctp_en
- McKinsey & Company, "A new decade of private markets – McKinsey Global Private Market Review 2020", 2020.
- McKinsey & Company, "Twenty-five years of digitalization: Ten insights into how to play it right", 2019.
- Meticulous Market Research, "Industrial IoT (IIoT) Market to Reach \$263.4 Billion by 2027, Growing at a CAGR of 16.7% From 2020 With COVID-19 Impact", 2020.
- Mordor Intelligence, "Virtual Reality (VR) market - growth, trends, covid-19 impact, and forecasts (2021 - 2026)", 2021.
- PricewaterhouseCoopers, Asset & Wealth Management Revolution: Embracing Exponential Change, 2017.
- Swedish Private Equity & Venture Capital Association (SVCA), "SVCA – White paper", 2020.
- Swedish Private Equity & Venture Capital Association (SVCA), Economic Footprint of Swedish Venture Capital, 2020.
- Valuates Reports, "The global Software as a Service (SaaS) market size is projected to reach USD 307.3 Billion by 2026, from USD 158.2 Billion in 2020, at a CAGR of 11.7% during 2020-2026", 2020.
- WHO, "Global Spending on Health: A World in Transition", 2019.
- Emergen Research "Food Tech Market By Technology Type (Mobile App, Websites), By Service Type (Online Food Delivery, Online Grocery Delivery, OTT & Convenience Services), By Product Type (Meat, Fruits and Vegetables, Dairy), and By Region, Forecasts to 2027", 2021
- <https://humblegroup.se/wp-content/uploads/2021/04/Ar-sredovisning-2020-Bayn-Group-2021-04-09.pdf>
- Forman, Clemens; Kolawole Muritala, Ibrahim; Pardemann, Robert; Meyer, Bernd, 2016, Estimating the global waste heat potential, Renewable and Sustainable Energy Reviews 57(2016): 1568-1579.

Reasons for the Offer

About First Venture

First Venture carries out investment activities with the business concept of using solid experience, expertise and an extensive network to identify and invest in companies with significant potential growth in value. The Company invests in unlisted and listed companies, focusing on the sustainability, technology and health sectors. The Company's portfolio consists of thirteen (13) holdings as at the date of this Prospectus.

First Venture focuses on companies that are close to or in the commercialisation phase, where capital, experience and networks are considered to be important factors for growth and successful expansion. The Company considers that investments in this phase provide high potential for returns with a risk profile for which First Venture is well equipped. The Company considers that the availability of potential companies to invest in and develop is good.

Reasons for listing on Nasdaq First North Growth Market and the Offer

First Venture is continually evaluating new potential investments and in recent times First Venture has identified a higher number of interesting opportunities in its focus areas, where the conditions for achieving satisfactory returns are considered to be favourable. In addition, portfolio companies in the existing investment portfolio have a future need for capital to finance their continued growth. First Venture considers that there are good business reasons for continuing to provide support with capital in order to successfully develop these portfolio companies. In view of this, the Board of Directors of First Venture considers this an appropriate moment to apply for listing on Nasdaq First North Growth Market. A listing of the Company's shares on Nasdaq First North Growth Market represents an important step in the Company's development. The Board of Directors considers that a listing can raise awareness of First Venture's business and give the public the opportunity to participate in the value-generating business resulting from First Venture's investments in unlisted and listed companies. The Offer and the listing will also broaden the shareholder base and allow First Venture access to the capital market. The first trading day is scheduled to 2 July 2021.

First Venture considers that the existing working capital of 8.2 MSEK as at 31 March 2021 is sufficient to cover the Company's need for capital for the next twelve (12) months as at the date of this Prospectus. The Offer gives First Venture more room for manoeuvre in financial terms, enabling it to continue investing in its business activities, provide support for continued growth for both First Venture and its portfolio companies and generate satisfactory returns for its shareholders.

If the Offer is fully subscribed, the Company is expected to receive gross proceeds (i.e. before transaction costs amounting to approximately MSEK 18.9) of approximately MSEK 245. The Company intends to use the full net proceeds from the Offer, of approximately MSEK 226.1, to provide support for continued growth in existing portfolio companies (approximately 30-40 per cent of net proceeds) as well as in potential new investments (approximately 60-70 per cent of net proceeds). The Board may also decide to issue a maximum of 2,564,103 additional Class B shares through a so-called overallotment issue to satisfy a large demand. Upon full take-up in the overallotment issue, the Company will receive an additional subscription amount of approximately MSEK 25 before issue costs and is intended to be used in the same way as the issue proceeds in the Offer.

Advisors, interests and conflicts of interest

Naventus Corporate Finance AB is a financial advisor and Advokatfirman Delphi KB is a legal advisor to First Venture in connection with the Offer and they have advised the Company in the preparation of the Prospectus. Since all information in the Prospectus originates from the Company, Naventus Corporate Finance AB and Advokatfirman Delphi KB accept no liability in relation to existing or future shareholders in the Company or with regard to any other direct or indirect financial consequences arising from a decision to invest or any other decision that is wholly or partly based on the information in the Prospectus. Aqrut Fondkommission AB is the issuing institution in connection with the Offer.

Naventus Corporate Finance AB has provided and may in future provide various financial, investment, commercial and other services to First Venture for which Naventus Corporate AB Finance has received, or may receive payment. Advokatfirman Delphi receives payment for services provided on an open account. In addition to the above parties' interest in the Offer being successfully implemented, there are considered to be no financial or other interests or any conflicts of interest between parties with financial or other interests in the Offer in accordance with the above.

Business and market overview

Business concept

First Venture carries out investment activities with the business concept of using experience, expertise and an extensive network to identify and invest in companies with significant potential growth in value. First Venture's intention is to generate value through professional investment activity based on a structured process for continual analysis of both current and potential investments.

First Venture aims to invest in companies with significant potential where First Venture's shareholders encounter restrictions on access to investee companies or other difficulties in making these investments on their own account. In order to effectively manage risks associated with corporate governance, transparency and lack of liquidity primarily in unlisted companies, an active investment philosophy is considered necessary in order to achieve an appropriate level of risk in relation to the potential returns.

Strategy

The basis of the investment activities is fundamental analysis of unlisted and listed companies in the sustainability, technology and health sectors. In these sectors, First Venture has a broad mandate and aims to generate value for shareholders by investing in companies with significant potential and with a risk profile for which First Venture is well equipped. It has extensive experience in identifying, analysing and dealing with such companies. Examples of such risks include corporate governance risks, liquidity risks and operational risks. First Venture has considerable experience of investing in these sectors and has built up an extensive network of advisors to manage the risks associated with investments of this kind.

One way to manage corporate governance risks in the portfolio companies is to carry on active governance, for example through representation on the Board of Directors.

Goals

First Venture's main short-term goal is to allocate the Company's capital in an attractive portfolio of companies that are close to or in the commercialisation phase, operating in the sustainability, technology and health sectors, focusing firstly on the Swedish market and secondly on the Nordic market. First Venture's main long-term goal is to generate value through these portfolio companies. First Venture endeavours

to generate excess returns for its shareholders by investing in pioneers with the potential to become leaders in their respective areas and whose sectors have a following wind in the form of strong macrotrends. In order to achieve those goals, First Venture often plays an active role at Board level and then divests the portfolio companies at a profit.

First Venture considers that investments in unlisted and listed companies close to or in the commercialisation phase constitute an exciting, attractive area with high long-term potential for returns. First Venture also considers that the future prospects for its business and investment strategy are good since the sustainability, technology and health sectors are important for future consumption and production. First Venture focuses on themes such as digitalisation and sustainable consumption and production for health and the climate and business models within these themes are expected to experience satisfactory growth in the coming years.

First Venture works actively to strengthen its network of contacts by maintaining regular contact with an extensive network of entrepreneurs, other investors and advisors.

Market overview and market focus

Overview of investments in the private market

Companies need capital at different stages in order to implement their business plans and generate growth and jobs. Capital can be injected through loans or through equity. For companies at an early stage, it can be difficult to secure financing because future cash flows are uncertain, which means high risk for banks and financial institutions lending capital. At later stages, companies may need additional injections of capital, for example in the case of a new product launch, an acquisition or geographic expansion. In addition to capital, investment companies provide a wide network and contacts, experience, credibility and industry expertise. Therefore, without access to equity financing on the private market, several companies would never have been founded or would have been prevented from growing or expanding.

Since the companies' need for shareholders changes over time, a number of subcategories of private market capital have emerged, with investment companies focusing on one or more of these stages of development. The features that distinguish the various operators include focus on a particular phase, focus on a sector and the size of the investment and where the capital comes from.¹

¹ Swedish Private Equity & Venture Capital Association (SVCA), "SVCA – White paper", 2020.

Private market investments have been an asset class of growing importance for a long time. According to PwC, private assets under management had an annual growth rate of 15 per cent between 2012 and 2016.² This high long-term growth rate for the industry has basically been driven by a number of secular trends, including:

- Strong growth of investable capital from institutional investors;
- The search for higher, differentiated returns in a low interest rate environment;
- The strong excess returns from investments in the private market compared to the stock market; and
- Increasing allocation from institutional investors to private markets.

These trends are expected to continue to lead to a higher growth rate for the private market industry's assets under management (AUM) and revenues than for the global asset management industry as a whole. PwC predicts that the private market's AUM will increase to ten (10) trillion USD in 2020 and 16 trillion USD in 2025, representing an annual growth rate of around ten (10) per cent.³

According to McKinsey & Company, the private capital market's AUM grew by ten (10) per cent in 2019. At the same time, the private capital segment has changed as it has grown. Buyout funds accounted for almost 75 per cent of total AUM in 2010, but represented around half in 2019 as a result of strong growth in venture capital and growth capital.⁴

According to a report from Copenhagen Economics, commissioned by SVCA, 25 per cent of venture capital investments over a ten-year (10) period have generated returns of twice (2) the invested capital. Four (4) per cent have achieved returns of ten (10) times the invested capital. This has resulted in an internal rate of return (IRR) of 23 per cent over the period for venture capital investors.⁵

First Venture market focus

First Venture invests in unlisted and listed companies with significant potential for growth in value, focusing on the sustainability, technology and health sectors. The Company has a broad sector mandate but focuses on the following themes

in particular:

- Digitalisation; and
- Sustainable consumption and production for health and the climate;

First Venture focuses on companies that are close to or in the commercialisation phase, where capital, experience and networks are considered to be important factors for growth and successful expansion. The Company considers that investing in this phase provides high potential for returns with a risk profile that First Venture is well equipped to manage through a combination of experience and expertise in the management and Board of Directors, along with active management and monthly monitoring activities. The Company considers that the availability of potential companies to invest in and develop is good.

Trends in market focus

First Venture's investment themes are largely based on megatrends in future consumption and production.

Digitalisation

Due to greater productivity, MGI has forecast that, from 2030, a further 13 trillion USD will be added to global GDP through digitalisation, automation and AI.⁶ This is driven by a number of technology trends that First Venture focuses on:

- Industrial IOT (IIOT), SaaS, Big data, Cloud tech, AI and VR

Industrial IOT (IIOT) optimises production and improves efficiency through connected devices that can be controlled or that can exchange data online. It is estimated that the global IIOT market will be worth 263 billion dollars by 2027 and it will have an annual growth of 16.7 per cent between 2020 and 2027.⁷

Cloud Tech and Software as a Service (SaaS) is software that is provided online and does not need a local installation. An SaaS is often rented from a third party, which is cheaper for companies because there is no longer any need for hardware maintenance. For third parties that provide the SaaS software, the business model means recurring revenues at a high level of profitability since scalability is generally good. The third party owns the rights to the application and its database and server, while the right to use the software via a cloud service is out-licensed. The global SaaS market is estimated to be worth 158 billion dollars in 2020 and is projected to experience annual growth of 11.7 per cent between 2020 and 2026.⁸

2 PricewaterhouseCoopers, Asset & Wealth Management Revolution: Embracing Exponential Change, 2017. The private markets' AUM includes private equity, infrastructure and real estate.

3 PricewaterhouseCoopers, Asset & Wealth Management Revolution: Embracing Exponential Change, 2017. The private markets' AUM includes private equity, infrastructure and real estate.

4 McKinsey & Company, "A new decade of private markets – McKinsey Global Private Market Review 2020", 2020.

5 Swedish Private Equity & Venture Capital Association (SVCA), Economic Footprint of Swedish Venture Capital, 2020.

6 McKinsey & Company, "Twenty-five years of digitalization: Ten insights into how to play it right", 2019.

7 Meticulous Market Research, "Industrial IoT (IIOT) Market to Reach \$263.4 Billion by 2027, Growing at a CAGR of 16.7% From 2020 With COVID-19 Impact", 2020.

8 Valuates Reports, "The global Software as a Service (SaaS) market size is projected to reach USD 307.3 Billion by 2026, from USD 158.2 Billion in 2020, at a CAGR of 11.7% during 2020-2026", 2020.

Big Data and Artificial Intelligence (AI) has been developed as a solution to a number of complex business-critical processes and increases productivity. The integration between AI and SaaS solutions enables more efficient use of data and thus higher data value, including through automation of services, greater speed and improved security. The combined AI market includes a number of application areas such as Big Data. The global AI market was estimated to be worth around 27 billion dollars in 2019 and is projected to reach 266 billion dollars by 2027, representing an annual growth rate of 33 per cent.⁹

VR (Virtual Reality) is a computer-generated version of reality using technology that is expected to be applied in several sectors to increase efficiency, productivity and perception in areas such as gaming, film, healthcare, health, travel, the automotive industry, experiences and training. The VR market was valued at 17 billion dollars in 2020 and is expected to reach 185 billion dollars by 2026, representing an annual growth rate of 48.7 per cent.¹⁰

Sustainable consumption and production for health and the climate

New data-driven technology, altered demographics, richer populations and higher educational levels have helped increase global health awareness and efficiency in healthcare. In healthcare, a new ecosystem focusing on the patient has been created. Digital health makes the experience more interactive and easier to understand and follow. Furthermore, it increases adherence to doctors' recommendations and the need for further care decreases, which leads to greater efficiency in healthcare.

At the same time as healthcare is becoming increasingly digital, consumers have become more aware of consumption and preventive health. The sharp increase in consumers who choose to consume products that have a smaller carbon footprint and are healthier and more ethically justifiable has resulted in considerable growth in areas including the following:¹¹

- Plant-based food
- Natural ingredients and flavours
- Protein-rich and sugar-free options

First Venture focuses on trends in:

- Digital health and Food tech

Digital health is a fast-growing area in the light of the fact that the healthcare industry is one of the world's largest industries, worth around ten (10) quintillion dollars, which is predicted by the World Health Organisation (WHO) to grow by

50 per cent over the next decade. The industry is becoming increasingly important because its share of global GDP grows each year. There is tremendous growth to be found in digital healthcare and in less-developed countries where healthcare and health spending is growing strongly. Growing expenditure and insufficient resources underline the desperate need for efficiency measures.¹²

It is estimated that food tech as a sector will be worth 342.5 billion dollars by 2027, which represents an annual rate of growth of six (6) per cent from 220 billion dollars in 2019.¹³ Plant-based food and meat substitutes are dominated by the European market, which accounts for around 40 per cent of the global market. The market is expected to grow to 2.4 billion EUR by 2025, from 1.5 billion EUR in 2018.¹⁴

Larger populations and a growing middle class accelerate the global need to reduce CO2 emissions and accelerate the transition towards more efficient and sustainable use of the earth's resources. From a political point of view, the European Commission has proposed to raise the climate target of reducing the EU's overall emissions from 40 per cent to 55 per cent compared to 1990 levels. The aim is to encourage investment and promote policy decisions in order to achieve the EU's goal of being climate neutral by 2050.¹⁵ First Venture focuses mainly on technology in:

- Renewable energy, advanced manufacturing and new materials

As a sector, renewable energy has grown rapidly over the past ten (10) years and this development is likely to continue because technology in the sector is improving and political pressure is growing. There is a clear division within the sector between intermittent (non-continuous, fluctuating) energy sources and baseload power sources (continuous). Wind and solar power are intermittent energy sources and hydropower, geothermal energy and biomass are energy for baseload power. Continuous baseload power, which is not dependent on sun, wind or even precipitation, is needed to ensure a stable electricity network.

Advanced manufacturing and new materials are methods and materials that relate to modified materials that are already available, with improved functions and performance. These processes and materials could have a significant effect on economic growth through, for example, cheaper solar energy, more efficient batteries for the automotive industry and greater resource efficiency in industry and manufacturing as a result of a smaller quantity of raw material being used for the same or better performance in product manufacture.¹⁶

9 Fortune Business Insights, "AI Market to Reach USD 266.92 Bn by 2027 at 33.2% CAGR; Tech Giants Such as Google and Amazon to Focus on Developing AI-powered Services for End Users", 2021.

10 Mordor Intelligence, "Virtual Reality (VR) market - growth, trends, covid-19 impact, and forecasts (2021 - 2026)", 2021.

11 Deloitte, "Plant-based alternatives – Driving Industry M&A", 2019.

12 WHO, "Global Spending on Health: A World in Transition", 2019.

13 Emergen Research "Food Tech Market By Technology Type (Mobile App, Websites), By Service Type (Online Food Delivery, Online Grocery Delivery, OTT & Convenience Services), By Product Type (Meat, Fruits and Vegetables, Dairy), and By Region, Forecasts to 2027", 2021.

14 Allied Market Research – Meat Substitute Market, July 2018.

15 https://ec.europa.eu/clima/policies/eu-climate-action/2030_ctp_en

16 Deloitte, "Reigniting growth: Advanced Materials Systems", 2012.

Business overview

Investment portfolio

The Board of Directors and the management team review and evaluate portfolio companies as stand-alone companies. The investment portfolio is divided into four (4) categories: sustainability, technology, health and other. First Venture's investment portfolio as of 31 March 2021, divided into these categories, is shown below.

| Category | | Category | | Category | | Category | |
|-------------------|----------------------|--------------------|----------------------|-----------------------|----------------------|-------------------|----------------------|
| Health | 70.2% | Technology | 18.5% | Sustainability | 6.1% | Other | 5.2% |
| Portfolio company | investment portfolio | Portfolio company | investment portfolio | Portfolio company | investment portfolio | Portfolio company | investment portfolio |
| Humble Group | 64.7% | Kiliaro | 7.7% | Zigrid | 3.3% | Clickalarm | 1.9% |
| Sprint Bioscience | 5.1% | Speedment | 6.6% | Applied Nano Surfaces | 2.8% | Enter | 2.2% |
| Nutribe | 0.5% | CombiQ | 2.5% | | | Lindarome | 1.1% |
| | | Virtual e-Training | 1.7% | | | Realtid Media | 0.1% |

Portfolio structure

A presentation of First Venture's investment portfolio at market value as of 31 March 2021 is shown below.

| Category | Portfolio company | Fair value, SEK, 31 March 2021 | Share of the portfolio | Share of total number of shares outstanding | Valuation method |
|-----------------------------|--|--------------------------------|------------------------|---|-------------------------|
| Health | Humble Group AB (publ) | 96,918,355 | 64.7% | **2.3% | Listed company |
| Technology | Kiliaro AB | 11,528,590 | 7.7% | 34.0% | Most recent transaction |
| Technology | Speedment AB | 9,860,774 | 6.6% | 24.2% | *Fair value principle |
| Health | Sprint Bioscience AB (publ) | 7,622,036 | 5.1% | ***7.0% | Listed company |
| Sustainability | Zigrid AB | 4,964,949 | 3.3% | 16.0% | *Fair value principle |
| Sustainability | Applied Nano Surfaces Sweden AB | 4,137,753 | 2.8% | 3.2% | *Fair value principle |
| Technology | CombiQ AB | 3,744,092 | 2.5% | 21.4% | *Fair value principle |
| Other | 76 Seventysix Distribution AB (Enter) | 3,322,000 | 2.2% | 21.2% | *Fair value principle |
| Other | O&G Research & Development AB (Clickalarm) | 2,788,900 | 1.9% | 70.8% | *Fair value principle |
| Technology | Virtual e-Training Software Stockholm AB | 2,569,440 | 1.7% | 14.0% | *Fair value principle |
| Other | Facell&Body AB (Lindarome) | 1,575,840 | 1.1% | 80.0% | *Fair value principle |
| Health | Nutribe AB | 708,000 | 0.5% | 19.1% | *Fair value principle |
| Other | Realtid Media AB | 87,366 | 0.1% | 0.05% | *Fair value principle |
| Investment portfolio | | 149,828,095 | 100.0% | | |
| Cash account | | 8,240,614 | | | |
| Total NAV | | 158,068,709 | | | |

*Calculated in accordance with European Private Equity and Venture Capital Association (EVCA) recommendations and principles.

**Proportion of outstanding shares calculated after a directed issue of shares in April 2021 through transactions described below.

First Venture's holding amounts to 4,135,189 shares in Humble Group AB (publ) as of the date of the Prospectus.

***Proportion of outstanding shares calculated after a directed issue of shares in April 2021 through transactions described below.

First Venture's holding amounts to 1,784,473 shares in Sprint Bioscience AB (publ) as of the date of the Prospectus.

Portfolio companies

Humble Group AB (publ)

Humble Group is a fast-growing Swedish food tech group. The group focuses on the sugar reduction, functional food and eco and sustainability segments. In 2020, Humble Group has grown from a small company to a group with pro-forma sales of just under half a billion SEK, with just over ten (10) per cent adjusted EBITDA margin.¹⁷ Demand for better FMCG products that are functional and sustainable is growing strongly and consumer preferences become even more demanding and limited in order to fit a specific lifestyle and conscious product choices. Humble Group has succeeded with several collaborations between companies in a short time, such as the product launch of Nutchup, manufactured by Amerpharma and launched under Pändy, as well as Bayn's ingredients in Tweek and ongoing integration of the latest formulation of raw materials via EUREBA.

Significant events in 2020

- Acquisition of Pändy Foods
- Acquisition of Tweek
- Acquisition of Koppers Candy
- A directed share issue that provided the company with 97.5 MSEK
- Acquisition of Amerpharma
- Appointment of a new CEO, who takes up the post on 1 January 2021
- A directed share issue that provided the company with 81.2 MSEK
- Issue of senior secured corporate issues of 100 MSEK within a framework of 500 MSEK
- Acquisition of Green Sales Distributions and Golden Athlete

In the first quarter of 2021, the company acquired The Humble Co for a purchase price of 809 MSEK. The Humble Co is a fast-growing company that manufactures and sells oral care products. The Humble Co started by producing sustainable bamboo toothbrushes and has since successfully expanded into new product segments such as toothpaste, chewing gum, mouthwash and interdental cleaning. The Humble Co has built up a strong distribution network with a large number of retailers as customers (e.g. CVS, DM, Walgreens, Boots, Target) and Humble's products are available in more than 40,000 shops in 30 countries, with the USA, Germany, the Nordic region and the UK being the largest markets.

In April 2021, an Extraordinary General Meeting of the company adopted a resolution to change the company name from Bayn Group to Humble Group due to the acquisition of The Humble Co. A further five companies were acquired in the same month, with two (2) real estate properties and a directed issue of shares contributing 502 MSEK to the company.

Along with existing businesses, Humble Group creates a comprehensive offering in functional and sustainable FMCG products with an extensive distribution network that is expected to contribute to significant synergies for the platform as a whole.

Humble Group AB (publ), 31 March 2021

| | |
|---|------------|
| Fair value, SEK, 31 March 2021 | 96,918,355 |
| Proportion of First Venture's investment portfolio | 64.7% |
| First Venture's share of the total number of outstanding shares | *2.3% |

* Share of outstanding shares calculated after a directed issue of shares in April 2021. First Venture's holding amounts to 4,135,189 shares as at the date of the Prospectus.

Kiliaro AB

Kiliaro has developed a platform for storing and sharing images in the cloud with the aim of making it a natural part of how people manage and share images and videos. Using Kiliaro's mobile app, users can interactively share images in their original size with their friends. There is unlimited space and full privacy.

Significant events in 2020

- 10,000 users on Kiliaro's platform
- Agreement with DNA on cooperation in technological development.

In the first quarter of 2021, the company initiated a process aimed at listing the company's shares on Nasdaq First North Growth Market. Elie Komo joined as the new CEO.

Kiliaro AB, 31 March 2021

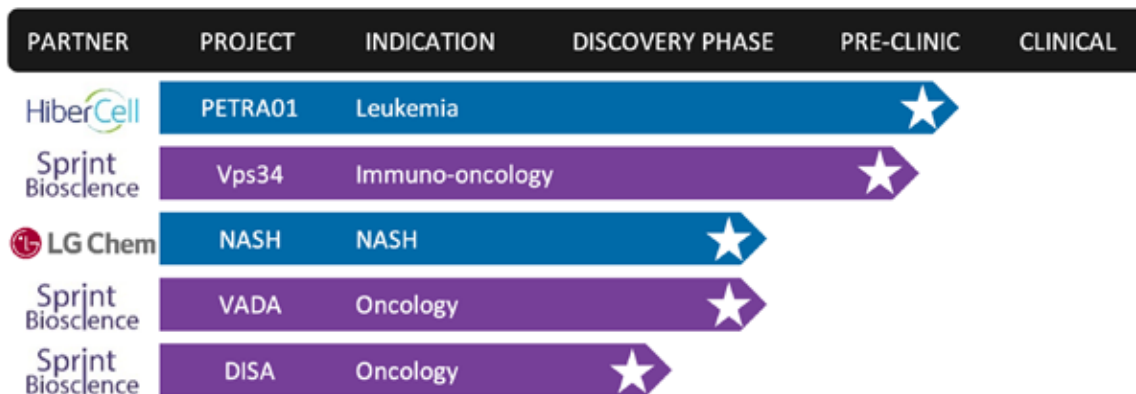
| | |
|---|------------|
| Fair value, SEK, 31 March 2021 | 11,528,590 |
| Proportion of First Venture's investment portfolio | 7.7% |
| First Venture's share of the total number of outstanding shares | 34.0% |

Sprint Bioscience AB (publ)

Sprint Bioscience is a pharmaceutical company that focuses on developing drugs to treat cancer. The business model consists of identifying, starting and implementing pharmaceutical projects and out-licensing them to the global pharmaceutical industry at the preclinical phase. The company has two (2) projects out-licensed to LG-Chem and HiberCell with a total potential value of 470 MUSD. Over the past five (5) years, Sprint Bioscience has received 123 MSEK in up-front payments and milestone payments. At the date of this Prospectus, Sprint Bioscience is implementing five (5) projects in Leukemia, Immuno-oncology, NASH and Solid Tumours.

¹⁷ <https://humblegroup.se/wp-content/uploads/2021/04/Arsredovisning-2020-Bayn-Group-2021-04-09.pdf>

Projektportfölj och beskrivning av Sprint Biosciences läkemedelskandidater



Significant events in 2020

- Extended research funding in accordance with the cooperation agreement with LG Chem
- Progress in the PETRA01 project and scaling up of substance production has begun
- Funding from the KK Foundation for research networks on complex inflammation mechanisms
- The company announced the target protein in the wholly-owned VADA project
- Patents granted for the company's Vps34 inhibitors
- A new share issue provided the company with approximately 48.5 MSEK
- Sprint Bioscience's partner, Petra Pharma, transferred the PETRA01 project to Ravenna Pharmaceuticals
- Charlotte Leife succeeded Jessica Martinsson as acting CEO and Jessica returned to the COO role
- Independent validation of the concept behind the Vps34 concept
- New pharmaceutical project for treatment of solid tumours

In the first quarter of 2021, Sprint Bioscience's partner for the PETRA01 pharmaceutical project, Ravenna Pharmaceuticals, Inc., sold the project to the US-based cancer drug company HiberCell. During the quarter, Sprint Bioscience appointed Erik Kinnman as its new CEO and he took up the role on 1 March 2021. A directed share issue was carried out in April 2021 that provided Sprint Bioscience with proceeds of approximately 20.7 MSEK before issue costs. The net proceeds will be used to finance the continued development of the company's pharmaceutical projects. The investors in the directed share issue are a group of existing and external qualified investors in which the largest individual investor is RoosGruppen AB.

Sprint Bioscience implemented short-time working for the company's employees. Working time was reduced to 40 per cent between 1 June and 25 August. The measure was taken to strengthen financial sustainability since the ongoing Covid-19 pandemic affected the possibility of entering into new, revenue-generating partner agreements in the near future. The short-time working was carried out with the support of government subsidies and was estimated to result in a reduction of approximately ten (10) MSEK in the company's costs in the second half of 2020.

Sprint Bioscience AB (publ), 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 7,622,036 |
| Proportion of First Venture's investment portfolio | 5.1% |
| First Venture's share of the total number of outstanding shares | *7.0% |

* Share of outstanding shares calculated after a directed issue in April 2021. First Venture's holding amounts to 1,784,473 shares as at the date of the Prospectus.

Speedment AB

Speedment is a platform that makes it easy to develop new applications for large databases. Old databases that have become sluggish and unmanageable are given new life through a patent-protected technology. The platform is based on Java and is available in two versions. An open source version, which is spread virally around the world, enables programmers to save development time since most of the code is automatically generated from the database. This version helps market the commercial Enterprise version, whose in-memory technology completely eliminates delays and bottlenecks from the database. Customers include Ericsson, Northrop Grumman, IBM, SJ and Citi Bank. The company established a subsidiary in Silicon Valley, USA, in 2015.

Significant events in 2020

- 100,000 monthly active users
- Approved patent, US 2017/0161307A "Methods and systems for mapping object oriented/functional languages to database languages", in the USA on 14 April 2020

The company expanded its sales organisation in the first quarter of 2021.

Speedment AB, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 9,860,774 |
| Proportion of First Venture's investment portfolio | 6.6% |
| First Venture's share of the total number of outstanding shares | 24.2% |

Zigrid AB

Zigrid has developed a technology for cost-effective and environmentally-friendly electricity generation by obtaining electricity from low-grade waste heat from energy production. The company has a patented method for making use of energy from waste heat currents at low temperature, as low as 45 degrees. This energy is largely lost at present.

The company's product has the potential to increase the world's energy supply in an environmentally-friendly, cost-effective way and reduce the need for industrial cooling. Over 70 per cent of all energy produced in the world today disappears as waste heat. The energy loss corresponds to around 130 times all the energy produced in Sweden in a single year. One major challenge is the difficulty of using temperatures below 100 degrees.¹⁸

The company has developed a complete test facility and has pilot agreements with an industrial operator, BillerudKorsnäs. The company consists of six (6) employees in development and sales, with offices in Jönköping and workshop premises in Nora. After a development and verification phase, the company has moved to the commoditisation phase.

Significant events in 2020

- A pilot agreement was entered into with BillerudKorsnäs
- An optimised test facility was completed
- Construction of new efficient hydraulic motor and gearbox was completed

Preparations for a pilot installation and series production continued in the first quarter of 2021. EU patents for the main method were approved in the first quarter of 2021.

Zigrid AB, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 4,964,949 |
| Proportion of First Venture's investment portfolio | 3.3% |
| First Venture's share of the total number of outstanding shares | 16.0% |

CombiQ AB

CombiQ was founded in 2007 and develops IIoT (Industrial Internet-of-Things) solutions to enable established companies in various industries to increase efficiency, reduce risks and improve profitability through automation and digitalisation of their business.

CombiQ combines wireless, plug&play sensor technology with machine learning, artificial intelligence (AI/ML) and cloud-based software. CombiQ's product will result in more problem-free production for the customer via remote monitoring and error diagnosis by machines with automated access control and optimised machine maintenance planning.

Significant events in 2020

- Successful pilot installations were carried out along with customers
- Completed development of hardware, software and mechanics/enclosure

The company completed certification of hardware, software and enclosure in the first quarter of 2021 and recruited a sales manager for the organisation. Series production and customer deliveries are scheduled to start in the second quarter of 2021.

CombiQ AB, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 3,744,092 |
| Proportion of First Venture's investment portfolio | 2.5% |
| First Venture's share of the total number of outstanding shares | 21.4% |

Applied Nano Surfaces Sweden AB

Applied Nano Surfaces has developed a technology in surface treatment, known as "coating", to reduce friction losses and wear. The company's customer base consists of vehicle manufacturers and industries such as Honda, BMW, Scania, Daimler, Epiroc, Atlas Copco and Caterpillar.

The company's shareholder base includes the institutional investors Abacus Alpha GmbH, BASF Venture Capital GmbH and Sjötte AP Fonden.

¹⁸ Forman, Clemens; Kolawole Muritala, Ibrahim; Pardemann, Robert; Meyer, Bernd, 2016, Estimating the global waste heat potential, Renewable and Sustainable Energy Reviews 57(2016): 1568-1579.

Significant events in 2020

- A license agreement with Honda was secured
- A number of new pilot projects were started up with global vehicle manufacturers and industrial companies

In the first quarter of 2021, the company continued to develop a collaboration with Honda for the racing segment. The company's business has been adversely affected by Covid-19 in terms of pilot projects and customer visits.

Applied Nano Surfaces Sweden AB, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 4,137,753 |
| Proportion of First Venture's investment portfolio | 2.8% |
| First Venture's share of the total number of outstanding shares | 3.2% |

Virtual e-Training Software Stockholm AB

Virtual e-Training has developed a cloud-based platform, Taggis, for the production of interactive environments (360-degree panoramas, still images and 3D models) for training purposes. As a complement, the company has a distribution platform, DocBrowser, for leading courses and distributing materials as well as tracking usage and course results. In 2019, Virtual e-Training acquired IT Flight Ops Solutions AB and thus gained access to DocBrowser and other IT products. Virtual e-Training's customers include Tui, Norwegian, Ryan Air, SAS, Air Canada, Novair, Air Berlin and Ski Star.

Significant events in 2020

- Sales collaboration with tyska gds GmbH under the joint trademark of WingDox
- New group agreement with Tui involving approximately 10,000 users of DocBrowser

In the first quarter of 2021, the company acquired a new customer in the WingDox collaboration in the form of the German helicopter company ADAC.

Virtual e-Training Software Stockholm AB, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 2,569,440 |
| Proportion of First Venture's investment portfolio | 1.7% |
| First Venture's share of the total number of outstanding shares | 14.0% |

Nutribe AB

Nutribe is a digital training platform for nutrition, exercise and health. The company offers qualified and quality-assured content including articles, recipes and podcasts to create greater awareness and knowledge in order to optimise individuals' well-being and health.

Nutribe offers training courses, lectures and seminars in diet and nutrition and has a close collaboration with Svenska Näringsakademin.

Significant events in 2020

- Platform ready for commercial launch
- A licensed dietary advisor course was launched in the fourth quarter

In the first quarter of 2021, the company initiated discussions on a merger with a company that delivers content in nutrition advice and health.

Nutribe AB, 31 March 2021

| | |
|---|---------|
| Fair value, SEK, 31 March 2021 | 708,000 |
| Proportion of First Venture's investment portfolio | 0.5% |
| First Venture's share of the total number of outstanding shares | 19.1% |

O&G Research & Development AB (Clickalarm)

Clickalarm is the name of a patented optical smoke detector developed and manufactured in Sweden with an innovative design and set-up principle. The smoke detector is set up with a single click on a cord for a ceiling lamp, for example.

Clickalarm, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 2,788,900 |
| Proportion of First Venture's investment portfolio | 1.9% |
| First Venture's share of the total number of outstanding shares | 70.8% |

Facell&Body AB (Lindarome)

Lindarome is skin care based on active ingredients from nature. Using supplements and associated serums, they offer a range that works from both the inside and the outside. The products are based on natural, active ingredients. All products are manufactured in Sweden, are completely free of parabens & mineral oils and are not tested on animals. The products are also PEG-free, non-GMO and perfume-free.

Lindarome, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 1,575,840 |
| Proportion of First Venture's investment portfolio | 1.1% |
| First Venture's share of the total number of outstanding shares | 80.0% |

76 Seventysix Distribution AB (Enter)

Enter is a brand of bags of Scandinavian design.

Enter, 31 March 2021

| | |
|---|-----------|
| Fair value, SEK, 31 March 2021 | 3,322,000 |
| Proportion of First Venture's investment portfolio | 2.2% |
| First Venture's share of the total number of outstanding shares | 21.2% |

Realtid Media AB

Realtid Media is a politically independent online-based news magazine for the financial sector with around 75,000 unique visitors a week.

Realtid Media AB, 31 March 2021

| | |
|---|--------|
| Fair value, SEK, 31 March 2021 | 87,366 |
| Proportion of First Venture's investment portfolio | 0.1% |
| First Venture's share of the total number of outstanding shares | 0.05% |

Organisation

First Venture has one employee as at the date of the Prospectus. In addition, First Venture has formed an Advisory Board, which contributes potential investee companies and exchange of experience. As at the date of this Prospectus, the Advisory Board consists of Håkan Roos, Lars Birging, Monika Orski and Johan Permert.

General information on the Company

The Company's business name (and also commercial designation) is First Venture Sweden AB (publ). The Company's corporate ID number is 559124-1251. The Company is a Swedish public limited company that was formed on 4 September 2017 and was registered with the Swedish Companies Registration Office on 5 September 2017. The Company is governed by and its operations are carried out in accordance with the Swedish Companies Act (2005:551).

Organisational structure

First Venture is the parent company in the group, with nine (9) wholly-owned subsidiaries according to the group structure below.

- Första Entreprenörsfonden i Stockholm AB, corporate registration number 556777-0234
- Första Entreprenörsfonden 2010 AB, corporate registration number 556790-4247
- Första Entreprenörsfonden 2011 AB, corporate registration number 556817-7785
- Första Entreprenörsfonden 2012 AB, corporate registration number 556862-5429
- Första Entreprenörsfonden 2013 AB, corporate registration number 556900-3121
- First Venture Sweden Financial AB (formerly Första Entreprenörsfonden 2014 AB), corporate registration number 556935-8343
- First Venture Sweden Private AB (formerly Första Entreprenörsfonden 2015 AB), corporate registration number 556978-7939
- Första Entreprenörsfonden 2016 AB, corporate registration number 559019-0426
- Första Entreprenörsfonden 2017 AB, corporate registration number 559069-1381

The Company's legal entity identification code (LEI) is 549300WKZ0QJ174AYE36. The Company has its registered office in the Municipality of Stockholm at Grev Turegatan 14. The Company can be contacted at www.first-venture.se, with telephone number 08 611 41 40. Please note that the information on the website is not included in the Prospectus unless that information is incorporated in the Prospectus by reference. See the section entitled "*Documents included through reference*".

Significant changes in the Company's loan and financing structure since 31 March 2021

There have been no significant changes in the Company's financial position or position on the market since 31 March 2021 other than as stated in the Prospectus with regard to the Offer.

Investments

At the time of the approval of the Prospectus, First Venture has no ongoing substantial investments or investments for which fixed commitments have already been made.

Information on trends

After 31 March 2021 and up to the publication and approval of the Prospectus, the Covid-19 pandemic was still having a certain impact on the world economy. The impact on the market for investments in growth companies consists of lower company valuations for growth companies, which creates business opportunities for investors in this corporate phase. First Venture considers that there are no significant known trends besides what is stated above.

Financing of the Company's activities

First Venture considers that the existing working capital as at 31 March 2021 is sufficient to cover the Company's need for capital for the next twelve (12) months as at the date of this Prospectus. In a longer-term perspective, the Company intends to finance the business through financial investments, dividends or divestment of portfolio companies or, if necessary and according to a commercial assessment, additional share issues.

Statement of working capital

First Venture considers that the existing working capital of 8.2 MSEK as at 31 March 2021 is sufficient to cover the Company's need for capital for the next twelve (12) months as at the date of this Prospectus. The Offer gives First Venture more room for manoeuvre in financial terms, enabling it to continue investing in its business and provide support for continued growth for both First Venture and its portfolio companies.

Risk factors

An investment in securities is associated with risk. When assessing First Venture's future progress, it is important to consider the risk factors associated with the Company and its shares. The Company's business and operational risks, legal risks, financial risks, risks related to the Company's share and risks related to the Offer are described below. When a risk factor is relevant in more than one category, the risk factor is only presented in the category considered to be the most relevant for the risk factor in question. The most significant risk factor in each category is presented first. The risk factors that then follow in each category are not ranked in order of importance. The importance is mainly assessed on the basis of two criteria: (i) the likelihood of the risk occurring and (ii) the extent of the adverse effect that the occurrence of the risk may entail. In order to convey the assessment of the importance of the risk on the basis of the two criteria in a clear and specific way, the risk factors are described on a qualitative scale, being designated as low, medium or high.

Operational and business risks

Risks relating to First Venture's investment portfolio

First Venture invests in both unlisted and listed growth companies in the technology, health and sustainability segments with the ambition to be a long-term, active shareholder with a close collaboration with the portfolio companies' entrepreneurial team. As at the date of this Prospectus, the Company's investment portfolio consists of thirteen (13) portfolio companies, eleven (11) of which are unlisted companies and two (2) are listed companies. The Company's holdings in the portfolio companies amount to approximately 0.05–80 per cent. An investment is always associated with risks and uncertainty factors and the Company's financial position is dependent on the performance of the companies in which the Company has invested and intends to invest in future, which includes price fluctuations in respect of the listed holdings. Should one or more of First Venture's portfolio companies perform negatively, it may have a substantial adverse effect on the Company's activities and financial position.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is high.

Risks relating to new share issues in the portfolio companies

Growth companies in the technology, health and sustainability segments are often dependent on external capital to enable them to develop their business. That capital can be obtained through new share issues or through loan financing. In order to avoid dilution of the Company's holdings, the Company needs to participate in any new share issues in the portfolio

companies, which in some cases are not in line with the Company's own interests and investment strategy. If the Company does not participate in new share issues, there is a risk that the Company will also not be able to receive financial compensation for its dilution through sale of subscription rights, which could have a substantial adverse effect on the Company's financial position.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is low.

Product development in the portfolio companies

The Company is largely dependent on the portfolio companies' ability to successfully develop attractive products. The technology and sustainability segments are industries that are characterised by rapid changes in technology, new technological advances and continuous improvements in industrial know-how. Furthermore, the portfolio companies that operate in health are characterised by rapid upward and downward trends in exercise, diet and lifestyle. The success of the portfolio companies will therefore depend on the ability of the companies to adapt to these external factors, diversify their project portfolios and develop new and competitively priced products and services that meet demand in the constantly changing market. If the portfolio companies' products are not developed in the required direction or are not well received in the commercial markets, it may have a substantial adverse effect on the Company's activities and growth.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.

Risks relating to key personnel

First Venture is a small company with limited resources in terms of management and other key personnel. The company's founders, Peter Werme and Rune Nordlander, have high-level expertise and experience in the Company's area of activity and portfolio holdings. The Company considers that the Company's future growth is dependent on these persons' expertise, experience and commitment. If either of them were to leave the Company, it may mean that knowledge of the Company would be lost and would make it more difficult to achieve certain set targets or the implementation of a business strategy. It may have an adverse effect on the Company's business if the above risks materialise.

The Company considers the probability of the risks described above occurring to be low. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.

Financial risks

Need for financing and future capital requirements

The Company intends to finance the business activities, future development and working capital with proceeds from the Offer. There is a risk that the Company may in future fail to generate sufficient funds to finance the business activities, which may lead to the Company needing to seek new external capital in future. There is a risk that difficulties may arise in obtaining that external financing due to the fact that necessary capital is unavailable or can only be obtained on unfavourable terms for the Company. The acquisition of necessary capital may be affected by a range of factors such as macroeconomic factors, changes in the willingness to invest and non-performance or negative performance of the Company's business. If First Venture chooses to raise additional financing through the issue of shares or share-related instruments, shareholders who do not participate in that issue may suffer dilution. In the case of debt financing, if such is available to the Company, conditions may be imposed that restrict the Company's freedom of action in various respects.

It may have a substantial adverse effect on the Company's operations, financial position and growth if the above risks materialise. The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is high.

Risks relating to the share and the Offer

Stock market risks and liquidity

The Company's shares are expected to be traded on Nasdaq First North Growth Market. An investment in shares can both increase and decrease in value, which is why there is always a risk that investors will not get back all the invested capital, or any capital at all. The performance of a listed share depends on both company-specific events and events relating to the capital market in general. Such events can also increase the volatility of the share price. The price of the Company's shares is dependent, among other things, on the performance of the Company's business, earnings and financial position, how well the Company meets communicated targets and changes in stock market expectations for future earnings and dividends. In addition, the price of the Company's share can be affected by the general performance of the stock market and economic performance in general. If active and liquid trading of the Company's share fails to develop or prove sustainable, that may make it difficult for shareholders to dispose of their shares when the shareholder wishes to do so or at price levels that would be applicable were there satisfactory liquidity in the share.

The Company assesses the probability of the risks described above occurring as medium. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.

Unsecured subscription commitments from anchor investors

In connection with the Offer, the Company has received subscription commitments from anchor investors of a total of approximately MSEK 185, representing approximately 75.5 per cent of the Offer. However, the subscription commitments received are not secured by bank guarantees, blocked funds, pledges or similar arrangements, whereupon there is a risk that the commitments may not be fulfilled in whole or in part. Should these commitments not be fulfilled, in whole or in part, the Company may raise less capital than planned, which in turn could lead to the Company having to revise its growth plans. The Company considers the probability of the risks described above occurring to be low. Should the risks described above materialise, the Company considers that the expected extent of the adverse effects is medium.

Terms and conditions for the securities

General information

The shares in the Offer consist of Class B shares in First Venture, which are issued in accordance with Swedish legislation and in Swedish kronor.

On 8 June 2021, the Board of Directors of First Venture decided to carry out a directed new share issue of a maximum total of 25,128,206 Class B shares, corresponding to a total of approximately MSEK 245. If the Offer is fully subscribed, the Company's share capital will increase by SEK 2,512,820.60 to a total of SEK 3,752,420.60 and the number of shares will increase from 12,396,000 to a total of 37,524,206, 36,689,206 of which are Class B shares and 835,000 are Class A shares. Further, the Board of Directors may also decide to issue a maximum of 2,564,103 additional Class B shares through a so-called overallotment issue to satisfy a large demand. Upon full take-up in the overallotment issue, the number of shares will increase to a total of 40,088,309, whereof 39,253,309 Class B Shares and 835,000 Class A Shares

Certain rights associated with the shares

The rights associated with shares issued by the Company, including the rights deriving from the articles of association, can only be changed in accordance with the procedures set out in the Swedish Companies Act (2005:551). The Company has issued Class A and Class B shares and the ISIN codes are SE0016075444 for the Class A shares and SE0016075451 for the Class B shares. According to the articles of association, Class A shares can be converted to Class B shares after a written statement by the shareholder to the Company's Board of Directors. The conversion must be notified for registration by the Company's Board of Directors without delay and is executed when registration has taken place. There are no provisions on redemption in the Company's articles of association.

Voting rights

Each Class A share confers a right to ten (10) votes and each Class B share confers a right to one (1) vote at the First Venture General Meeting. Each shareholder entitled to vote may vote at a General Meeting for the full number of these shares it owns and represents.

Preferential rights to new shares, etc.

If the Company issues new shares, warrants or convertibles in the event of a cash issue or set-off issue, as a general rule in accordance with the Swedish Companies Act (2005:551)

and the Company's articles of association, the shareholders have preferential rights to subscribe for those securities in proportion to the number of shares they owned before the issue. According to the Company's articles of association, if the Company decides to only issue shares of a particular class, all shareholders, regardless of the class of shares, must have preferential rights to subscribe for new shares in proportion to the number of shares they previously owned. The above does not entail any restriction on the ability of the General Meeting or the Board of Directors, pursuant to authorisation from the General Meeting, to adopt resolutions deviating from the shareholders' preferential rights.

Right to dividends and balance in the event of liquidation

All shares in the Company confer the same right to dividends and to the Company's assets and any surplus in the event of liquidation. Decisions on dividends in limited liability companies are made by the General Meeting. The right to dividends accrues to a person who is registered as a holder of shares in the share register maintained by Euroclear on a record day decided on by the General Meeting. Dividends are usually paid to shareholders in the form of a cash payment per share via Euroclear, but may also be paid out in a form other than cash (payment in kind). If the shareholders cannot be contacted through Euroclear, the shareholders claim on the Company regarding the amount of the dividend remains valid for a period limited by rules on a ten-year statute of limitation. The amount of the dividend accrues to the Company upon limitation. There are no restrictions on the right to dividends for shareholders resident outside Sweden. Shareholders who are not resident in Sweden for tax purposes are normally liable for Swedish coupon tax.

Central securities deposit

First Venture is a public CSD-registered company and the Company's shares are registered in a CSD register in accordance with the Central Securities Depository and Financial Instruments Accounts Act (1998:1479). The register is maintained by Euroclear, which can be contacted at Klarabergsviadukten 63, 111 64 Stockholm. For that reason, no physical share certificates are issued since the accounting and registration of the shares is carried out by Euroclear in the electronic CSD register. Shareholders who are entered in the share register and listed in the CSD register are entitled to exercise all share-related rights.

Authorisation

At the Annual General Meeting held on 11 May 2021, a resolution was adopted to authorise the Board of Directors to decide on new issues of shares during the period up to the next

Annual General Meeting, on one or more occasions and with or without deviation from the shareholders' preferential rights. The Company's share capital, pursuant to the authorisation, may be increased by a maximum total amount that falls within the framework for the Company's maximum share capital in accordance with the articles of association in force at any given time. Payment may be made in cash, through a contribution, by set-off or may otherwise be subject to conditions. The authorisation is intended for the new share issue or issues that the Company plans to carry out prior to and at the time of a planned listing of the Company's shares on Nasdaq First North Growth Market or other equivalent trading platform. A deviation from the shareholders' preferential rights may take place in order to achieve the necessary distribution of ownership in the Company in advance of this planned listing, provide the Company with institutional ownership and otherwise strengthen the Company's financial position. The reason for the proposal and the possibility of deviation from the shareholders' preferential rights is to allow flexibility in the case of listing and when raising capital.

Furthermore, the Annual General Meeting held on 11 May 2021 adopted a resolution to authorise the Board of Directors, within the framework of the current articles of association, with or without a deviation from the shareholders' preferential rights, on one or more occasions up to the next Annual General Meeting, to decide to increase the Company's share capital through decisions to issue shares, warrants and/or convertibles. The total number of shares included in such new share issues may correspond to a maximum total of 10 per cent of the registered number of shares in the Company at the moment when the Board of Directors first makes use of the authorisation. The share issues must take place at a subscription price on market terms, with a reserve for an issue discount on market terms where applicable. Besides in cash, payment may be made by means of a contribution of property, by set-off or otherwise subject to conditions. The aim of the authorisation and the reason for deviation from the shareholders' preferential rights is, if necessary, to be able to strengthen the Company's financial position, broaden the ownership base in the Company and enable the acquisition of companies or business.

Public takeover offers and compulsory redemption

In the event of a public takeover offer being made with regard to the shares in First Venture when the shares are admitted to trading on Nasdaq First North Growth Market, takeover rules for certain trading platforms (the "**Takeover Rules**"), issued by the Swedish Corporate Governance Board apply as at the date of the Prospectus. A public takeover offer may apply to all or part of the shares and may be either voluntary or compulsory (what is referred to as a "mandatory bid obligation"). A mandatory bid obligation arises when a shareholder, either alone or along with related parties, achieves a holding that represents at least three-tenths of the voting rights for all shares in a company.

If the Board of Directors or the Chief Executive Officer of a company has a well-founded reason to believe that such an offer is imminent or if such an offer has been made, the company may only take action that is intended to impair the conditions for issue or implementation of an offer after a resolution by the General Meeting.

A public takeover offer may be made for a cash consideration, for a consideration in the form of newly-issued shares in the purchasing company or for a combination of both. A public takeover offer may be conditional or unconditional. In the event of a public takeover offer, a shareholder must decide whether or not to accept the offer during the acceptance period. A shareholder has the right to either accept or decline the offer. If a shareholder chooses to decline or fails to respond to a public takeover offer, the shareholder's shares may be subject to compulsory redemption in the event that the party making the offer achieves a holding that represents more than nine-tenths of the shares in the limited liability company.

Compulsory redemption may be required by a shareholder holding more than nine-tenths of the shares in a company, regardless of the voting value of the shares, and involves a statutory right for that majority shareholder to redeem all shares not held by the majority shareholder. Similarly, the persons whose shares can be redeemed have a corresponding right to have their shares redeemed by the majority shareholder. The price of shares redeemed through compulsory redemption can be determined in two ways. If compulsory redemption is required by a majority shareholder as a result of the issue of a public takeover offer by that shareholder, the redemption amount, if certain conditions are met, must correspond to the consideration offered for the shares in the takeover offer, unless otherwise justified by specific reasons. In other cases, the redemption amount for the shares must correspond to the price that could be expected in the event of sale of the shares under normal circumstances. The process for determining reasonable compensation for shares that are subject to compulsory redemption forms part of the protection of the minority in company law, which aims to ensure that all shareholders are treated fairly. Any disputes over redemption must be settled by arbitrators.

First Venture's shares are not subject to any offer made as a result of a mandatory bid obligation, right of redemption or settlement obligation. No public takeover bids regarding the Company's shares have been made in the current or previous financial year.

Tax issues relating to the Offer

Investors in the Offer should note that tax legislation in the investor's Member State and the Company's country of registration, which is Sweden, may affect any income from the securities. Investors are encouraged to consult their independent advisor regarding tax consequences that may arise in connection with the Offer.

Terms and conditions for the Offer

Issue volume

The Board of Directors has decided to carry out an ownership spread of the shares in the Company through a new issue of shares. The general public in Sweden, Denmark, Finland and Norway and institutional investors in Sweden and internationally are invited to acquire a maximum of 25,128,206 Class B shares in First Venture. In the case of full take-up of the Offer, the Company will receive approximately MSEK 245, before issue costs of approximately MSEK 18.9. The Board may also decide to issue a maximum of 2,564,103 additional Class B shares through a so-called over-allotment issue to satisfy a large demand. Upon full take-up in the over-allotment issue, the Company will receive an additional subscription amount of approximately MSEK 25 before issue costs.

Offer price and pricing

The Offer price amounts to SEK 9.75 per share at a discount of 24.1 per cent in relation to NAV as at 7 June 2021. The Company announced an updated NAV as at 8 June 2021 in a press release on 8 June 2021. The Offer price per share represents a value for the Company's shares of MSEK 121 before the implementation of the Offer. The Offer price has been determined by the Board of Directors of First Venture in consultation with Naventus Corporate Finance based on a number of factors, including contacts with anchor investors, prevailing market conditions and a comparison with the market price of other comparable listed companies. No brokerage fee is payable.

Minimum acquisition block

Applications for acquisition of shares must be submitted for a minimum of 600 shares, corresponding to SEK 5,850, and thereafter in even blocks of 100 shares.

Application period

Applications for acquisition of shares must be submitted during the period from 11 June 2021 to 23 June 2021. The Board of Directors is entitled to extend the application period and the period for payment. If a decision on such an extension is made, the Company will inform the market in a press release no later than 24 June 2021.

Application via Nordnet

Nordnet clients in Sweden, Norway, Denmark and Finland can apply through Nordnets webservice. Application to acquire shares is made via Nordnet's webservice and can be submitted from 11 June 2021 up to and including 11:59 p.m. on 22 June 2021. To ensure that they do not lose their right to any allotment, Nordnet customers must have sufficient funds available in their account from 11:59 p.m. on 22 June 2021 until the settlement date, which is expected to be 30 June 2021. Full details of how to become a Nordnet customer and the application procedure via Nordnet are available on www.nordnet.se.

www.nordnet.no, www.nordnet.dk and www.nordnet.fi.

For customers that have an investment savings account at the Company, should an application result in allotment, Nordnet will purchase the equivalent number of shares to the Offering and resell the shares to the customer at a price corresponding to the Offering.

Notifications of allotment and payment

Applications received by Nordnet

Clients who have applied through Nordnets webservice will receive information about allotment by the allotted number of shares being booked against payment of funds in the specific account, which is expected on or about 28 June 2021. Note that funds for payment of allotted shares are to be available from 11:59 p.m. on 22 June 2021 up to and including 8:00 a.m. on 30 June 2021.

Nordnet - Information about the processing of personal data

Personal Data

In connection with acquiring shares in the Offering through Nordnets online service personal data may be submitted to Nordnet. Personal Data submitted to Nordnet will be processed and stored in data systems to the extent required to provide services and administer customer arrangements. Personal data obtained from other than the customer in question may also be processed. The personal data may also be processed in the data systems of companies or organisations with which Nordnet cooperates. All relevant personal data will be deleted when the customer relationship ends, in accordance with applicable law. Information on processing of personal data is provided by Nordnet, which also accepts requests for correction of personal data. For further information on how Nordnet processes and stores personal data, please contact Nordnet's customer service, email: info@nordnet.se.

Applications for acquisition of shares

Applications for acquisition of shares must be submitted on an application form obtained during the subscription period. The application form is also available on Aqurat Fondkommission's website, www.aqurat.se, and on the Company's website www.first-venture.se. Completed application forms must have been received by Aqurat Fondkommission no later than 15.00 hours on 23 June 2021. Incomplete or incorrect application forms may be ignored. Application forms sent by post should be sent in good time before the last day of the application period. Only one application per person may be submitted. If multiple application forms are submitted, only the last application registered will be taken into consideration. Please note that the application is binding. An application for acquisition of shares is therefore irrevocable and cannot be withdrawn or modified.

Completed and signed application forms must be sent or submitted to:

Aqurat Fondkommission AB

Case: First Venture

Box 7461

103 92 Stockholm

Tel: 08-684 05 800

Fax: 08- 684 08 801

Email: info@aqurat.se (scanned application forms)

Please note that the application is binding

Applications can also be submitted electronically via BankID on Aqurat Fondkommission AB's website www.aqurat.se.

Persons who apply to acquire shares must have a securities account or a custody account at a bank or other custodian to which the shares can be delivered. Persons who have no securities account or custody account must open one of the above options before submitting the application form to Aqurat Fondkommission. Please note that this may take some time. Please note that if you have a custody account at a custodian, the application to subscribe for shares in the Offer can be submitted through the custodian. In such a case, the application must be submitted in accordance with the respective custodian's procedures.

Important information

Please note that a person with a custody account or account with specific rules for securities transactions such as an Investment Savings Account (ISK) or Kapitalförsäkringskonto (KF) (Capital Insurance Account) must check with the bank/custodian holding the account whether, and if so how, securities may be acquired within the framework of the Offer. In this case, the application must be submitted in agreement with the bank/custodian holding the account.

Principles for allocation

A decision on allocation of shares is made by the Company's Board of Directors in consultation with Naventus Corporate Finance. The allocation is not dependent on the point during the subscription period when the application is submitted. In the event of over-subscription, allocation must take place with the aim of achieving a satisfactory ownership base and a broad spread of the shares among the public to enable regular and liquid trading in the Company's shares on Nasdaq First North Growth Market. However, all persons who have entered into prior subscription commitments with the Company must be guaranteed full allocation in accordance with each commitment, see "*Subscription Commitments*" below for more information. The Board can also decide to issue a maximum of 2 564 103 additional Class B shares through a so-called over-allotment issue to satisfy a large demand. Upon full take-up in the over-allotment issue, the Company will receive an additional subscription amount of approximately 25 MSEK, before issue costs. The price per Class B share in a potential over-allotment issue is the same as in the Offer.

Notification of allocation of shares

Notification of any allocation is received in the form of a sales note, which is expected to be sent out around 28 June 2021. No information will be sent to those who have not been allocated shares.

Payment of shares

Payment must be made in accordance with the sales note sent out. Payment must be made no later than three banking days after the issue of the sales note, i.e. around 1 July 2021. If payment is not made within the prescribed period, the shares may be transferred to another party. If the sale price is below the Offer price, the party that was originally allocated these shares may be liable for the difference. If the acquisition payment is made too late, is insufficient or is paid incorrectly, the application for acquisition may be disregarded. In that case, any payment that has not been used will be refunded. Amounts below 100 SEK will only be refunded on request.

Registration with the Swedish Companies Registration Office and delivery of shares

The offer will technically be carried out as what is referred to as a "quota value issue", in which the shares will be subscribed for by Naventus Corporate Finance at a quota value and then transferred through the Company's issuing institution Aqurat Fondkommission AB to the persons entitled to acquire them at the Offer Price of 9.75 SEK per share. The shares included in the Offer will thus be issued at a price of 0.1 SEK per share. At the time of the settlement date, around 1 July, the Company will receive the remaining amount (net of issue costs), in other words the difference between the Offer Price and the quota value. Persons entitled to acquire the shares who acquire them in the Offer have thus accepted that the Offer Price paid is received by the Company in these two parts. The purpose is to ensure that shares can be delivered to those entitled to acquire them before the first day of trading, provided that payment has been made in time. The quota value issue is expected to be registered with the Swedish Companies Registration Office around week 26.

The shares are delivered to the securities account or custody account at a bank or other custodian specified on the application form as soon as possible after the payment has been registered. In connection with this, a securities notification is received with confirmation that the securities have been recorded in its securities account. Holders who have their holding registered in a custody account at a bank or other custodian receive information from the custodian in question. Please note that delivery of shares before the first day of trading requires payment to have been made in time.

Shareholders residing abroad

Due to restrictions in securities legislation in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland, the USA or other countries where participation requires prospectuses, additional registration or measures other than those resulting from Swedish law, the offer to acquire securities is not intended for persons or others who reside or have a registered address in any of these countries.

Right to dividends

The new shares confer a right to receive a dividend for the first time on the first record day for dividends occurring after the new shares have been registered at the Swedish Companies Registration Office and have been entered in the share register kept by Euroclear Sweden. The new shares have the same right to dividends as the existing shares.

Announcement of the outcome of the Offer

As soon as possible after the application period has ended, the Company will publish the outcome of the Offer in a press

release, which is expected to take place around 28 June 2021. The press release will be available on the Company's website www.first-venture.se.

Admission to trading

The shares issued in connection with the Offer will be subject to trading on Nasdaq First North Growth Market, provided that the application is approved. The approval is conditional, among other things, on compliance with the distribution requirement for the Company's shares. The first trading day is provisionally estimated at 2 July 2021. First Venture's Class B shares will be traded under the ticker symbol FIRST and with ISIN code SE0016075451.

Dilution

Full subscription for the Offer means that the number of shares in the Company increases by 25,128,206 shares, from 11,561,000 Class B shares to 36,689,206 Class B shares, which represents a dilution effect of 67.0 per cent of the capital and 55.8 per cent of the votes. Full take-up in the overallotment issue means that the Company will receive an additional subscription amount of approximately MSEK 25 before issue costs, corresponding to 2,564,103 Class B shares. In the event of a fully subscribed Offer and full utilization of the overallotment issue, the dilution amounts to 69.1 per cent of capital and 58.2 per cent of votes in the Company.

Lock-up agreement

The Company's founders Peter Werme and Rune Nordlander, through their holding company Första Entreprenörsfonden i Norden AB, have undertaken by means of an agreement with Naventus not to sell or carry out other transactions with an effect equivalent to a sale within a period of 365 days from the first day of trading on Nasdaq First North Growth Market without first obtaining consent in writing from Naventus in each individual case. The decision to issue such consent in writing is entirely at the discretion of Naventus and an assessment is carried out in each individual case. Consent may be granted due to both individual and business reasons. Furthermore, lock-up does not apply in the event that the shares in the Company are the subject of a public takeover offer. The lock-up agreements include 100 per cent of holdings before the Offer and of any shares allocated in the Offer.

Lock-up agreement entered into includes a total of approximately 3.5 per cent of the capital and approximately 19.6 per cent of the votes after the implementation of the Offer, provided that there is full take-up of the Offer. At full take-up in the overallotment issue the lock-up agreement include approximately 3.3 percent of the capital and approximately 18.6 percent of the votes.

Important information regarding NID and LEI

In accordance with Directive 2011/61/EU of the European Parliament and of the Council, from 3 January 2018, all investors need a global identification code to be able to carry out a securities transaction. These requirements mean that legal entities need to apply for registration for a LEI code and natural persons need to find out their NID number (National ID or National Client Identifier) to be able to acquire shares in the Offer. Please note that it is the legal status of the acquirer that determines whether an LEI code or an NID number is needed and that Aqrut Fondkommission AB may be prevented from carrying out the transaction for the person in question if no LEI code or NID number (as applicable) is provided. Legal entities that need

to obtain an LEI code can contact one of the existing suppliers on the market. Instructions for the global LEI system are available on the following website: www.gleif.org/en/about-lei/how-to-get-an-lei-find-lei-issuing-organizations. For natural persons who only have Swedish citizenship, the NID number consists of the designation "SE" followed by the person's personal identity number. If the person in question has multiple citizenship or other than Swedish citizenship, the NID number may consist of another type of number. Persons who intend to acquire shares in the Offer are encouraged to apply for registration for an LEI code (legal entities) or to find out their NID number (natural persons) in good time since this information needs to be specified on the application form at the time of submission.

Other

The Board of Directors of First Venture is not entitled to discontinue, recall or suspend the Offer to acquire shares in the Company in accordance with the terms and conditions in the Prospectus. Application for acquisition of shares is irrevocable and cannot be withdrawn or modified after the subscription period has ended. Incomplete or incorrect applications may be disregarded. If the acquisition payment is made too late, is insufficient or is paid incorrectly, the application for acquisition of shares may be disregarded or a lower amount may be allocated.

Subscription commitments

The Offer has subscription undertakings up to approximately MSEK 185, representing approximately 75.5 per cent of the Offer through subscription commitments issued. No payment is made to persons who have issued subscription commitments. The agreements were entered into in June 2021. The subscription commitments issued are unsecured. Consequently, there is a risk that these undertakings may not be fulfilled, see also in the section entitled "Risk Factors – Unsecured subscription commitments". The table below shows the parties that have entered into subscription commitments:

| Name / Company | Subscription Commitment (SEK) |
|---------------------------------------|-------------------------------|
| M2 Asset Management AB | 75,000,000 |
| WMG Advisors LLP | 20,000,000 |
| Movenio Fastigheter AB | 13,000,000 |
| Tham Special Investment AB | 12,000,000 |
| Dafo Brand Aktiebolag | 10,000,000 |
| Björn Wallin | 9,500,000 |
| Wilhelm Risberg | 6,000,000 |
| Hans Isoz | 5,000,000 |
| RoosGruppen AB | 5,000,000 |
| Första Entreprenörsfonden i Norden AB | 3,000,000 |
| Oracle Management Limited | 3,000,000 |
| Altira AB | 2,000,000 |
| NCPA Holding AB (Noel Abdayem) | 2,000,000 |
| Stefan Romlin | 2,000,000 |
| Need Invest AB | 2,000,000 |
| Mikael Lönn | 2,000,000 |
| Bo-Axel Ax:Son Johnson | 1,750,000 |
| Reinhold Dånmark | 1,750,000 |
| Mellanmon Media AB | 1,500,000 |
| Thomas Andersson Borstam | 1,500,000 |
| Curitas AB | 1,000,000 |
| Morgan Sadarangani | 1,000,000 |
| Per Ewert | 1,000,000 |
| Charbel Josefsson | 1,000,000 |
| Seglatsen Consulting AB | 1,000,000 |
| Anders Ehrenblad | 1,000,000 |
| Rodimus Invest AB | 1,000,000 |
| Total | 185,000,000 |

Board of Directors and senior executives

Board of Directors

In accordance with the articles of association, the Board of Directors must consist of a minimum of three (3) and a maximum of six (6) Board members without deputies. As at the date of approval of the Prospectus, the Company's Board of Directors consists of five (5) Board members, including the Chairperson of the Board, without deputies, who have been elected for the period up to the end of the 2022 Annual General Meeting. The Board of Directors has its headquarters in the Municipality of Stockholm. The following list of

Board members contains information on their year of birth, education and experience, the year they were elected to the Board of Directors, their independence in relation to the Company, the Company management and the Company's major shareholders, other current significant assignments outside the Company and shareholdings in First Venture as at the date of the Prospectus. Shareholdings in the Company include their own direct and indirect holdings and related parties' holdings.

| Name | Position | Member since | Independent in relation to | |
|-----------------|-----------------------|--------------|------------------------------------|--------------------|
| | | | The Company and company management | Major shareholders |
| Peter Werme | Chairman of the Board | 2017 | No | No |
| Rune Nordlander | Board member, CEO | 2020 | No | No |
| Karl Brodin | Board member | 2021 | Yes | Yes |
| Elise Fahlén | Board member | 2021 | Yes | Yes |
| Jan Petersson | Board member | 2021 | Yes | Yes |



Peter Werme

Chairman of the Board since 2020, Board member for the period 2017-2020 and co-founder of First Venture.

Born: 1960

Education and experience: Bachelor of Science (Econ.) from Uppsala University. Peter Werme has more than 30 years' experience of the financial markets and has previous experience of founding ABB Investment Management and ABB Fonder, where he worked for ten years. He has been involved with, founded and managed hedge funds at both SEB and Handelsbanken.

Other current assignments: Chairperson of the Board of Humble Group AB (publ), Kiliaro AB, Nutribe Sweden AB, Första Entreprenörsfonden i Norden AB and Peter Werme Konsult AB.

Holding: 835,000 Class A shares and 178,000 Class B shares in the Company through Första Entreprenörsfonden i Norden AB.



Rune Nordlander

Board member since 2020, deputy Board member for the period 2017-2020 and co-founder of First Venture.

Born: 1956

Education and experience: MSc in Engineering from the Royal Institute of Technology (KTH) and Executive MBA from Uppsala University. Rune Nordlander is a partner and founder of First Venture (formerly Första Entreprenörsfonden), where he has been investing in growth companies with strong entrepreneurial teams since 2006. Previously, as founder and CEO, he worked at the IT consulting firm Endevo AB (which is now part of Symbio) and has been a subsidiary CEO and co-owner of the IT consulting firm Frontec (which is currently part of CGI). Before that, he worked in research & development at ABB.

Other current assignments: Chairperson of the Board of Virtual eTraining Software Stockholm, Speedment AB, Neodev AB and Zigrid AB. Board member at Första Entreprenörsfonden i Norden AB, Sprint Bioscience AB, CombiQ AB, and HumanCap Nordic AB.

Holding: 835,000 Class A shares and 178,000 Class B shares in the Company through Första Entreprenörsfonden i Norden AB.



Karl Brodin

Board member since 2021

Born: 1969

Education and experience: MSc in Engineering from the Royal Institute of Technology (KTH) in Stockholm. Karl Brodin has over 25 years' industrial experience in product development, operations and marketing. Karl Brodin has spent his entire career working on developing and launching profitable products and generating business.. Karl Brodin has previous experience from Atlas Copco, where he held posts including Head of Development of the Industrial Technology business area and Business Manager. Karl Brodin was also Head of R&D at Climeon AB.

Other current assignments: Board member at BWISK AB and consulting assignments in renewable energy.

Holding: 70,000 Class B shares in the Company



Jan Petersson

Member of the Board of Directors since 2021

Born: 1964

Education and experience: Bachelor of Science (Econ.) from Stockholm University. Jan Petersson has worked in financial operations since 1988 and has extensive stock market experience from management and equity sales. He gained his management experience from Östgöta Enskilda Bank and Apoteksbolagets Pensionsstiftelse and was later Head of SEB Enskilda Securities' international equity sales and Nordic Head of European Equity Sales at Credit Agricole Cheuvreux Nordic before starting Tellus Fonder in 2006, where he was Chief Executive Officer for 13 years and Head of Investment for 14 years. Senior Portfolio Manager at Fjärde AP Fonden since autumn 2020.

Other current assignments: –

Holding: –



Elise Fahlén

Board member since 2021

Born: 1984

Education and experience: Bachelor of Science (Econ.) from Stockholm School of Economics, specialising in Finance. In addition to her time as a management consultant at Boston Consulting Group, Elise Fahlén has spent her entire career working in investments and M&A in various contexts. These include working in major corporate acquisitions at EQT in Europe and the USA and in VC investments at Blue AB and Curitas AB. She currently works as Investment Manager at H&M CO:LAB, the H&M Group's venture capital division, where her work includes responsibility for the group's sustainable investments.

Other current assignments: Chief Executive Officer and Board member of Pink Shark AB.

Holding: –

Senior executives

The list of the Company's senior executives below contains information on their year of birth, the year their employment began, education and experience, other current significant assignments outside the Company and shareholding in First Venture as at the date of the Prospectus. Shareholdings in the Company include their own direct and indirect holdings and related parties' holdings.

Rune Nordlander

CEO since 2021

For more information see the section entitled "Board of Directors" above.



Pia Johansson

Chief Financial Officer (CFO) since 2021

Born: 1976

Education and experience: MSc in Economics from Uppsala University. Pia Johansson has experience as CFO at Nordic Blocc AB, Mattssons fastighetsutveckling and Lokaltidningen Mitti AB.

Other current assignments: –

Holding: –

Other information on the Board of Directors and senior executives

There are no family relationships between the Board members and/or the senior executives.

In the last five (5) years, none of the Board members or senior executives of the Company have (i) been convicted in a fraud-related case (ii) been made subject to penalties by the regulatory or supervisory authority (including recognised professional associations) on the grounds of a criminal offence or been convicted of a criminal offence, or (iii) been prohibited by a court from being a member of an issuer's administrative, management or supervisory body or from carrying out executive or overall functions at an issuer.

All Board members and senior executives can be contacted through the Company's office at Grev Turegatan 14 in Stockholm.

Remuneration of the Board of Directors, the Chief Executive Officer and the other senior executives in 2020

In view of the fact that the Chief Executive Officer and the other senior executives were employed in 2021 prior to the listing on Nasdaq First North Growth Market, no remuneration has been paid to those persons in 2020. No board fees or other remuneration has been paid to the Board members in 2020. Otherwise, the Company has no amounts set aside or accrued for pensions or similar benefits after Board members' or senior executives' retirement from assignments.

Financial information and key figures

The following sections present First Venture's annual financial statements for 2019 and 2020 and the interim report for the period January–March 2021, with comparative figures for the corresponding period of 2020. The data below for the 2019 and 2020 calendar years has been taken from the Company's annual financial statements, which are audited and reviewed by the Company's auditor. The interim report for the period 1 January to 31 March 2021 has neither been audited nor reviewed by the Company's auditor.

The annual financial statements and the interim report were drawn up in accordance with the Annual Accounts Act and the general guidelines of the Swedish Accounting Standards Board BFAR 2012:1 Annual financial statements and consolidated financial statements (K3). The information below must be read together with the documents incorporated in this Prospectus by reference:

- **First Venture's interim report January - March 2021:** Income statement (page 2), Balance sheet (page 3) and notes (page 4).

First Venture's interim report for the period 1 January 2021–31 March 2021 is available using the following clickable link:

[Interim report January–March 2021](#)

- **First Venture's annual report 2020:** Changes in equity (page 2), summary of income statement (page 3), summary of balance sheet (pages 4–5), notes (pages 6–10) and auditor's report (pages 11–12).

First Venture's annual financial statements for the 2020 financial year are available using the following clickable link:

[Annual report 2020](#)

- **First Venture's annual report 2019:** Changes in equity (page 1), summary of income statement (page 3), summary of balance sheet (pages 4–5), notes (pages 6–9) and auditor's report (pages 10–11).

First Venture's annual financial statements for the 2019 financial year are available using the following clickable link:

[Annual report 2019](#)

Income Statement

| Amounts in SEK | 01/01/2021– 31/03/2021 Unaudited | 01/01/2020– 31/03/2020 Unaudited | 01/01/2020– 31/12/2020 Audited | 01/01/2019– 31/12/2019 Audited |
|---|--|--|--------------------------------------|--------------------------------------|
| Other operating income | - | | 118,750 | - |
| | | | 118,750 | - |
| Operating expenses | | | | |
| Other external expenses | - 1,103,356 | -196,197 | -1,408,943 | -719,595 |
| Operating profit/loss | -1,103,356 | -196,197 | -1,290,193 | -719,595 |
| Profit/loss from financial items | | | | |
| Income from other securities and receivables held as fixed assets | - | 65,487 | 65,487 | 405 |
| Other interest income and similar income | 27,450 | - | 107,272 | 22,140 |
| Impairment of financial assets | 112,347 | - | -4,234,788 | -1,994,722 |
| Profit after financial items | -963,559 | -130,710 | -5,352,222 | -2,691,772 |
| Profit/loss before tax | -963,559 | -130,710 | -5,352,222 | -2,691,772 |
| Profit for the year | -963,559 | -130,710 | -5,352,222 | -2,691,772 |

Balance sheet

| Amounts in SEK | 31/03/2021 Unaudited | 31/03/2020 Unaudited | 31/12/2020 Audited | 31/12/2019 Audited |
|---|-------------------------|-------------------------|-----------------------|-----------------------|
| ASSETS | | | | |
| Fixed assets | | | | |
| <i>Financial fixed assets</i> | | | | |
| Participations in group companies | 63,981,887 | - | 63,981,887 | - |
| Receivables from group companies | 815,000 | - | 650,000 | - |
| Participations in associated companies | 6,238,357 | - | 4,526,110 | - |
| Other securities held as non-current assets | 6,919,190 | 11,500,814 | 6,919,190 | 11,209,727 |
| Other non-current receivables | - | 2,910,000 | - | 2,630,000 |
| | 77,954,434 | 14,410,814 | 76,077,187 | 13,839,727 |
| Total fixed assets | 77,954,434 | 14,410,814 | 76,077,187 | 13,839,727 |
| Current assets | | | | |
| <i>Current receivables</i> | | | | |
| Receivables from group companies | 2,413,750 | 4,411,493 | 2,238,750 | 4,066,210 |
| Receivables from associated companies | 610,000 | - | 610,000 | - |
| Other receivables | 36,653 | 435,000 | 10,613 | 435,000 |
| Prepaid expenses and accrued income | 251,991 | 22,140 | 192,212 | 22,140 |
| | 3,312,394 | 4,768,633 | 3,051,575 | 4,523,350 |
| Cash and bank balances | 8,240,614 | 254,450 | 745,443 | 194,055 |
| Total current assets | 11,553,008 | 5,023,083 | 3,797,018 | 4,717,405 |
| TOTAL ASSETS | 89,507,442 | 19,433,897 | 79,874,205 | 18,557,132 |
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| <i>Restricted equity</i> | | | | |
| Share capital | 1,239,600 | 331,000 | 1,118,700 | 331,000 |
| New share issue in process of registration | - | 27,200 | - | 13,600 |
| Restricted share premium reserve | 120,900 | - | - | - |
| | 1,360,500 | 358,200 | 1,118,700 | 344,600 |
| Non-restricted equity | | | | |
| Share premium reserve | 79,380,263 | 5,518,800 | 68,988,699 | 4,526,000 |
| Profit or loss brought forward | 14,752,532 | 16,378,304 | 18,212,532 | 16,378,304 |
| Profit or loss from previous years | -5,352,222 | -2,691,772 | - | - |
| Profit/loss for the year | -963,559 | -130,71 | -5,352,222 | -2,691,772 |
| | 87,817,014 | 19,074,622 | 78,389,009 | 18,212,532 |
| Total equity | 89,177,514 | 19,432,822 | 79,507,709 | 18,557,132 |
| Current liabilities | | | | |
| Trade creditors | 23,803 | 1,075 | 19,581 | - |
| Liabilities to associated companies | 5 | - | 5 | - |
| Other current liabilities | - | - | 68,915 | - |
| Accrued expenses and deferred income | 301,125 | - | 273 | - |
| | 329,928 | 1,075 | 366,496 | - |
| TOTAL EQUITY AND LIABILITIES | 89,507,442 | 19,433,897 | 79,874,205 | 18,557,132 |

Key figures

The key figures below are presented in accordance with the applied accounting standard, K3, and in the same format as previously reported in the Company's accounts in order to create continuity and allow comparisons with previous periods. These measurements provide valuable supplementary information to the Company's management, investors and other stakeholders for the evaluation of the Company's presentation. The key figures should not be compared with other companies' key indicators with the same name since the definitions may differ.

| | 01/01/2021– 31/03/2021 Unaudited | 01/01/2020– 31/03/2020 Unaudited | 01/01/2020– 31/12/2020 Audited | 01/01/2019– 31/12/2019 Audited |
|--------------------------------|--|--|--------------------------------------|--------------------------------------|
| Nyckeltal | | | | |
| Balance sheet total, SEK | 89,507,442 | 19,433,897 | 79,874,205 | 18,557,132 |
| Return on capital employed (%) | -1.08 | -0.67 | -1.5 | -3.8 |
| Return on equity (%) | -1.08 | -0.67 | -6.7 | -14.5 |
| Equity ratio (%) | 99.63 | 99.99 | 99.5 | 100 |

| Key figures | Definitions | Purpose |
|----------------------------|--|---|
| Balance sheet total | Summary of liabilities and assets at the end of the period | Shows an overview of the Company's assets and liabilities and their amount |
| Return on capital employed | Operating profit and financial income for the period in relation to average capital employed during the period | Shows the return generated on capital employed, which is used to monitor the business' profitability and capital efficiency |
| Return on equity | Profit for the period in relation to average equity during the period | Shows the total return on the owners' capital, which is used to analyse owner profitability |
| Equity ratio | Equity as a percentage of the balance sheet total | Shows financial stability |

Derivation of key figures

| Key figures | 01/01/2021– 31/03/2021 Unaudited | 01/01/2020– 31/03/2020 Unaudited | 01/01/2020– 31/12/2020 Audited | 01/01/2019– 31/12/2019 Audited |
|---|--|--|--------------------------------------|--------------------------------------|
| Equity ratio = Equity / Balance sheet total | 89,177,514 / 89,507,442 = 0.996 | 19,432,822 / 19,433,897 = 0.999 | 79,507,709 / 79,874,205 = 0.995 | 18,557,132 / 18,557,132 = 1.00 |

Significant changes in financial position since 31 March 2021

There has been no significant change in the Company's financial position or position on the market since 31 March 2021.

Dividend policy

In Swedish limited liability companies, dividends must be proposed by the Board of Directors and resolved by the General Meeting in accordance with the Swedish Companies Act (2005:551) and the articles of association. No dividend is intended to be paid in the next few years. No dividend has been paid in the past two financial years, 2019 and 2020. When considering proposals for dividends in future, the Board of Directors will take several factors into consideration, including the Company's activities, operating profit and financial position, current and expected needs for liquidity, investment plans, contractual constraints and other substantial factors. The Company therefore has no dividend policy at present.

Legal information and ownership structure

Shares and share capital

In accordance with the Company's articles of association, the share capital must amount to a minimum of 1,200,000 SEK and a maximum of 4,800,000 SEK, divided into a minimum of 12,000,000 shares and a maximum of 48,000,000 shares. In accordance with the articles of association, two (2) classes of shares may be issued, Class A and Class B. A number of Class A shares and Class B shares may be issued that corresponds to the maximum number of shares that can be issued in accordance with the articles of association. Class A shares will have ten (10) votes and Class B shares will have one (1) vote. Otherwise, Class A and Class B shares confer the same rights to participate in the Company's assets and earnings.

Registered share capital at the balance sheet date of 31 December 2020 amounted to 1,118,700 SEK, divided into a total of 11,187 shares, of which 801 were Class A shares and 10,386 were Class B shares, each with a quota value of 100 SEK. As at 1 January 2020, the number of shares amounted to 3,310, of which 500 were Class A shares and 2,810 were Class B shares, and at year-end the number of shares amounted to 11,187 shares, of which 801 were Class A shares and 10,386 were Class B shares outstanding. As at the date of the Prospectus, the share capital amounts to 1,239,600 SEK and the number of shares amounts to 12,396,000, of which 835,000 are Class A shares and 11,561,000 are Class B shares, with a quota value of 0.1 SEK. The shares in the Company are issued in accordance with Swedish law and are denominated in SEK. The shares have been issued in accordance with the Swedish Companies Act (2005:551) and are fully paid up and freely transferable. On 10 June 2021, Nasdaq Stockholm AB announced that the

Company fulfils Nasdaq First North Growth Market's listing requirements, provided that customary conditions, including the requirement of sufficient number of shareholders for the Company's Class B shares, are fulfilled no later than on the listing date and that the Company applies for the Company's Class B shares to be admitted to trading on Nasdaq First North Growth Market.

Shareholders' agreements

As far as the Board of Directors is aware, there are no shareholder agreements or other agreements between the Company's shareholders aimed at gaining joint influence over the Company. Nor is the Company's Board of Directors aware of any contracts or equivalent agreements that may lead to a change in control of the Company. The Company has not taken any specific action to ensure that the control possessed by the major shareholders is not abused and there are no provisions in the Company's articles of association or statutes that can delay, postpone or prevent a change of control at the Company. However, the rules for the protection of minority shareholders contained in the Swedish Companies Act (2005:551) provide protection against the possible abuse of control over a company by a majority shareholder.

Major shareholders

The following table lists the shareholders who have a holding in excess of five (5) per cent of the shares in the Company or five (5) per cent of the voting rights for all shares as at the date of the Prospectus. Each Class A share confers a right to ten (10) votes and each Class B share confers a right to one (1) vote at the First Venture General Meeting.

| Shareholders | Class A shares | Class B shares | Percentage of number of shares | Percentage of votes |
|---|----------------|-------------------|--------------------------------|---------------------|
| Första Entreprenörskörfonden i Norden AB* | 835,000 | 178,000 | 8.17 | 42.83 |
| Roosgruppen AB | | 2,633 000 | 21.24 | 13.22 |
| Tham Special Investment AB | | 940,000 | 7.58 | 4.72 |
| Need Invest AB | | 782,000 | 6.31 | 3.93 |
| WTS Invest AB | | 782,000 | 6.31 | 3.93 |
| Mikael Lönn | | 641,000 | 5.17 | 3.22 |
| Other | | 5,605 000 | 45.22 | 28.15 |
| Total | 835,000 | 11,561 000 | 100 | 100 |

* Första Entreprenörskörfonden i Norden AB is owned indirectly through a holding company – 50 per cent by Peter Werme and 50 per cent by Rune Nordlander.

Share-based incentive programmes

As at the date of the Prospectus, the Company has no outstanding share-based incentive programmes. The Company may in future decide on share-based incentive programmes.

Legal proceedings and arbitration procedures

During the past twelve (12) months, the Company has not been a party to any legal proceedings, arbitration procedures or public authority procedures (including pending matters or matters that the Company is aware may arise) and which have recently had or could have had a significant effect on the Company's or the Group's financial position or profitability.

Interests and conflicts of interest

Except as set out below in "Related Party Transactions" and the fact that some Board members have financial interests in First Venture through shareholdings, there are no conflicts of interest between the obligations of the Board members or senior executives towards the Company and their private interests and/or other assignments.

Significant agreements

Except as set out below, neither the Company nor any other Group company, with the exception of agreements entered into in the ordinary course of business, has entered into any agreement of substantial importance to the Group for a period of one (1) year immediately prior to the publication of this Prospectus.

Management agreement

On 27 August 2020, the Company entered into an agreement with Första Entreprenörsfonden i Norden AB, a company whose business consists of carrying out financial and consultancy activities in business development (the "**Manager**"), in which the Company entrusts the Manager with analysing, evaluating and carrying out purchases and sales of securities in listed and unlisted companies on behalf of the Company and monitoring the investments made. For the performance of the assignment, the Manager receives remuneration from

the Company on a quarterly basis of an amount equivalent to two (2) per cent of that capital per year (the "**Management Fee**"). The Management Fee is based on the value of all assets minus liabilities in the Company at the end of each quarter, calculated on the basis of the most recent quarterly report. The agreement runs until 31 December 2023 and is thereafter extended for one (1) year at a time if neither party gives notice of termination of the agreement three (3) months before the agreement ceases.

Related-party transactions

As stated above under "Management agreements", the Company has entered into an agreement with Första Entreprenörsfonden i Norden AB, a company that is under the joint control of Peter Werme, Chairperson of the Board of Directors of the Company, and Rune Nordlander, Board member at the Company, in which Första Entreprenörsfonden i Norden AB receives a management fee for the performance of the assignment. Furthermore, the General Meeting of the Company held on 22 September 2020 adopted a resolution, as part of a proposal regarding changes in the financial rights at the Company which affected Första Entreprenörsfonden i Norden AB's rights, to remit a debt of 3,460,000 SEK that Första Entreprenörsfonden i Norden AB had with the Company. Transactions with Första Entreprenörsfonden i Norden AB in 2019 amounted to approximately SEK 400,000. The Company's total sales amounted to SEK 0 during 2019. During 2020, transactions with Första Entreprenörsfonden i Norden AB amounted to SEK 3,860,000 (incl. above described debt that has been remitted) and the Company's total sales amounted to approximately SEK 118,000. Transactions from 1 January 2021 up to the date of the Prospectus amounted to approximately SEK 880,000.

Besides the above, no transactions with related parties took place from 1 January 2019 up to the date of the Prospectus.

Available documents

Copies of the following documents may be reviewed throughout the validity period of the Prospectus at the Company's offices at Grev Turegatan 14, 114 46 Stockholm during ordinary office hours. First Venture's articles of association are also available on the Company's website, www.first-venture.se. Please note that the information on the website is not included in the Prospectus unless the information is incorporated into the Prospectus by reference.

- First Venture's memorandum of association, registration certificate and articles of association.



www.first-venture.se