

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE "DISCLAIMER" AT THE END OF THIS ANNOUNCEMENT.



PRESS RELEASE

CM.com launches an accelerated bookbuild offering of new shares of up to 8% of issued share capital

15 SEPTEMBER 2020

- Equity offering through an accelerated bookbuild for up to 8% of CM.com's issued share capital
- CM.com intends to raise capital to fund potential acquisition opportunities and for general corporate purposes

Breda, the Netherlands - CM.com (together with its subsidiaries, "CM.com" or the "Company", or "we"), a global Conversational Commerce platform launches an accelerated bookbuild offering (the "Offering") of new ordinary shares in the Company (the "New Shares").

Transaction rationale

Following the listing in February 2020 and the completion of the acquisition of CX Company in July 2020, CM.com is well capitalized with a cash position of over EUR 20 million¹ and no external debt and will continue its ongoing rollout of the accelerated autonomous growth strategy. Fueled by the changing environment, we have seen companies increase their investments in virtual customer communication and reshape their customer journeys with our technology as customer engagement has become critical in the current environment.

We currently also see attractive acquisition opportunities arise in the markets in which we operate, that could support the acceleration of the rollout of our global growth strategy. Our M&A team has identified a pipeline of potential acquisition targets that could complement our platform capabilities, create additional cross-sell opportunities and/or provide access to new (geographical) markets. Given our comprehensive Conversational Commerce proposition there are various funnels we can tap for potential value-adding acquisitions.

The net proceeds of the Offering are expected to provide CM.com with sufficient financial flexibility to seize such potential acquisition opportunities in addition to the autonomous growth plans.

The Offering

The Offering will be executed by way of a private placement of the New Shares on a non-pre-emptive basis. The New Shares will rank pari passu in all respects with the existing shares of CM.com and will be issued under the Company's shareholder authorisation as provided by the General Meeting. The New Shares will be offered exclusively to qualified investors in the European Economic Area ("EEA") and the United Kingdom, to qualified institutional buyers in the United States pursuant to an applicable exemption from the registration requirements under the U.S. Securities Act of 1933, as amended (the "Securities Act") and outside the United States pursuant to Regulation S under the Securities Act, and to certain qualified investors in other jurisdictions.

¹ Following the completion of the acquisition of CX Company in July 2020, for which part of the consideration was paid in cash (EUR 11.5 million) and part in shares (EUR 4.0 million or approximately 1% of the Company's issued and outstanding share capital).

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE "DISCLAIMER" AT THE END OF THIS ANNOUNCEMENT.

The New Shares will be subject to an application for listing and admission to trading on Euronext Amsterdam under the symbol "CMCOM" with ISIN code NL0012747059. Settlement of the transaction as well as admission to listing and trading of the New Shares are expected to take place on 18 September 2020.

In relation to the Offering, CM.com and the founders are subject to a market customary lock-up period ending 90 calendar days after the issue date, waivable by the Joint Global Coordinators and subject to certain customary exceptions, including, for CM.com, in relation to the issuance of shares to (partially) finance potential acquisitions within the remaining headroom available under the management board's current authority to issue shares. The two founders of the Company also remain bound to a lock-up with Dutch Star Companies One (DSCO) until February 2021 following the merger and listing in February 2020.

Advisory, syndicate and bookbuilding

ABN AMRO Bank N.V., Coöperatieve Rabobank U.A. (together with its distribution partner Kepler Cheuvreux S.A.) and Jefferies International Limited are acting as Joint Global Coordinators and Joint Bookrunners for the Offering.

The Joint Global Coordinators and Joint Bookrunners will commence the accelerated bookbuilding immediately, and books will open with immediate effect, following the release of this announcement. The timing of the closing of the book, pricing and allocation are at the discretion of CM.com and the Joint Global Coordinators and Joint Bookrunners.

The final number of New Shares and the issue price will be announced by CM.com as soon as possible after closing of the bookbuilding in a subsequent press release, which is expected to be published before markets open on Euronext Amsterdam on Wednesday 16 September 2020, subject to acceleration.

Investor Relations:

Anneke Hoijtink

E: anneke.hoijtink@cm.com

T: +31 643280788

Media Contact:

Frank Jansen, CFF Communications

E: frank.jansen@cffcommunications.nl

T: +31 621542369

CM.com is listed on the Euronext Amsterdam in the Netherlands

ISIN: NL0012747059

Symbol: CMCOM

For more information please visit: <https://www.cm.com/investor-relations/>

This press release contains information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE “DISCLAIMER” AT THE END OF THIS ANNOUNCEMENT.

About CM.com

CM.com is a listed company (Euronext Amsterdam: CMCOM) and provides Conversational Commerce services from its cloud platform that connects enterprises and brands to the mobile phones of billions of consumers worldwide. Conversational Commerce is the convergence of messaging and payments. CM.com provides messaging and voice channels, such as SMS, Over The Top (OTT) (e.g. WhatsApp Business, Apple Business Chat, Google RCS, Facebook Messenger, and Viber), Voice API and SIP. These messaging channels can be combined with cloud platform features, like Ticketing, eSignature, Customer Contact, identity services and a Customer Data Platform. CM.com is a licensed Payment Service Provider (PSP) offering card payments, domestic payment methods and integrated payment methods like WeChat Pay. CM.com has approximately 300 employees and 20 offices globally.

The platform of CM.com delivers fully integrated solutions, based on a privately owned cloud and 100% in-house developed software. By doing so, CM.com can guarantee scalability, time-to market and, global redundancy and delivery.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE “DISCLAIMER” AT THE END OF THIS ANNOUNCEMENT.

Disclaimers

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by CM.com N.V. (the “Company”) in any jurisdiction where such offer or sale would be unlawful.

Neither this announcement nor the publication in which it is contained is for publication or distribution, directly or indirectly, in whole or in part, in or into the United States of America, including its territories and possessions, any state of the United States and the District of Columbia (the “United States”). The information in this announcement does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, subscription rights or other securities in the Company in any jurisdiction. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

Solely for the purposes of the product governance requirements of Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”) and local implementing measures, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the product governance requirements) may otherwise have with respect thereto, the new shares in CM.com have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the new shares in CM.com may decline and investors could lose all or part of their investment; the new shares in CM.com offer no guaranteed income and no capital protection; and an investment in the new shares in CM.com is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the new shares in CM.com.

Each distributor is responsible for undertaking its own target market assessment in respect of the new shares in CM.com and determining appropriate distribution channels.

The Joint Global Coordinators, are acting exclusively for the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this press release or any transaction, arrangement or other matter referred to herein.

None of the Joint Global Coordinators or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from the press release) or any other information relating the Company or any of their subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this press release or its contents or otherwise arising in connection therewith.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE "DISCLAIMER" AT THE END OF THIS ANNOUNCEMENT.

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, ordinary shares in the share capital of CM.com N.V. (the "Issuer", and such shares, the "Securities") in the United States of America (the "United States") or in any other jurisdiction. No offer to sell or subscribe for Securities, or announcement of a forthcoming offer to sell or subscribe for Securities, or solicitation of any offer to buy or subscribe for Securities, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Securities will be made in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction.

Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the Issuer. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could," "may" or "might", the negative of such terms or other similar expressions. The Issuer wishes to caution you that these statements are only predictions and that actual events or results may differ materially. The Issuer does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Issuer, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries the Issuer operates in, as well as many other risks specifically related to the Issuer and its operations.

Neither these materials nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada or Japan. These materials do not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The offer and the distribution of these materials and other information in connection with the listing and offer in certain jurisdictions may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Issuer has not authorized any offer to the public of Securities in any Member State of the European Economic Area or the United Kingdom. With respect to any Member State of the European Economic Area and the United Kingdom (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of Securities shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Securities or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a "qualified investor" within the meaning of the Prospectus Regulation.

For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and amendments thereto.

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OR BREACH OF ANY APPLICABLE LAW OR REGULATION OR TO ANY NATIONAL, RESIDENT OR CITIZEN THEREOF. PLEASE SEE “DISCLAIMER” AT THE END OF THIS ANNOUNCEMENT.

Any such investor will also be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation and who are also: (i) persons who have professional experience in matters relating to investments and who are “investment professionals” within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or high net worth entities falling within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those articles have been, or will at the relevant time be, satisfied) or (ii) other persons to whom they may otherwise lawfully be directed (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.