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Direct Listing

A faster route to Scandinavian public markets



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An alternative to private markets as a platform for growth.

A company does not have to be Scandinavian to benefit from Scandinavian capital markets. A Swedish listed structure can give companies and their owners access to public investors, potential shareholder liquidity and a platform for growth, while retaining the operating business in its existing jurisdiction.

For an ambitious business, the challenge is often how to access those benefits without the time and expense of a conventional IPO. A purpose-built Swedish company already listed on Spotlight Stock Market offers a focused and potentially more cost-efficient route. In this Insight, “Spotlight Direct Listing” refers to that reverse takeover structure.

SPOTLIGHT DIRECT LISTING AT A GLANCE
Existing owners exchange their operating-company shares for shares in a Swedish listed parent. The parent owns the operating business; investors trade shares in the parent. Financing can be arranged as a separate, coordinated transaction.

Indicative execution parameters

8–12 WEEKS	EUR 100,000–150,000
Target timetable to trading for a suitably prepared company.	Indicative initial listing budget, excluding fundraising and placement fees.

Approximately 16 weeks is the planning target where a subsequent capital raise is included. Timing and costs depend on readiness, transaction scope, banking and approvals. The objective is a durable public-market platform for successive stages of growth.

Put the business within reach of a wider investor base

A private company typically raises equity from a relatively limited investor network, negotiating each round individually. A listed company can reach a broader audience and provides an established mechanism for investors to buy, hold and sell its shares.

Scandinavian public markets offer an established ecosystem of private investors, family offices, funds and advisers familiar with growth companies. For an overseas business, a Swedish listing creates an opportunity to build recognition and investor relationships beyond its domestic market.

More flexibility in financing growth

Private placements can introduce selected investors; rights issues can invite existing shareholders to fund the next stage; and public offers can broaden the shareholder base. Management can plan successive raises around commercial milestones, production expansion, acquisitions or entry into new markets.

Greater strategic flexibility for owners

Publicly traded shares can support potential partial exits without requiring a sale of the entire business. They can also serve as acquisition consideration where sellers are willing to accept shares, preserving cash for operations. Share-based incentives can help align key employees with the group's long-term development.

A public track record for future funding

Regular disclosure and an observable share price give investors a continuing basis for assessing the business. As management demonstrates progress, it can approach subsequent financing with a public track record already established. Financing terms and shareholder liquidity remain dependent on investor demand and market conditions.

CAPITAL ACCESS	OWNER FLEXIBILITY	STRATEGIC CAPACITY
A wider investor audience and successive funding opportunities.	Potential liquidity and a platform for future exit decisions.	Acquisition shares, employee incentives and greater market visibility.

A listed parent. An operating business that stays in place.

A purpose-built Swedish listed company acquires the operating company through a share exchange. The operating company's owners receive newly issued shares in the Swedish parent and, under the contemplated structure, become its controlling shareholders. The parent then owns 100% of the operating company.

The operating business retains its legal entity and jurisdiction. Its shares are transferred to the Swedish parent without being admitted to trading in Sweden. Investors trade the parent's shares, gaining exposure to the underlying business through the listed group.

BEFORE THE TRANSACTION	AFTER THE TRANSACTION
Existing owners	Former operating-company owners Controlling interest* + existing vehicle shareholders
↓ Own the business	↓ Hold publicly traded shares
Operating company **Existing domicile and operations**	Swedish listed parent Shares traded on Spotlight
	↓ Owns 100% Operating company Existing domicile and operations

*The final ownership split is agreed in the share exchange and any accompanying financing. The contemplated vehicle has approximately 2,000 existing shareholders; the actual register must be confirmed for the selected vehicle.

Simplify the cross-border workstream

The structure avoids having to admit the foreign operating company's own shares to Swedish trading and settlement. Local corporate, tax, audit and sector-specific requirements continue to apply to the operating company. The Swedish parent is subject to Swedish issuer requirements, while cross-border and group reporting obligations are assessed for the combined group.

The parent is established within the European Union. This gives investors an EU-incorporated holding company through which to invest; it does not change the operating company's own domicile or automatically confer eligibility for EU programmes.

Four routes to public markets

The principal distinction is how a company becomes publicly traded and when capital is raised. Spotlight Direct Listing uses an existing listed vehicle with limited cash; financing is structured around the transaction rather than assumed to be available in the vehicle.

ROUTE	ENTRY MECHANISM	CAPITAL AT ENTRY	SHARES TRADED
Conventional IPO Initial public offering	Admission alongside a share offering.	New shares can fund the company; existing-share sales pay selling owners.	Shares in the issuer applying for admission.
Traditional direct listing	Admission of the company's existing shares.	Typically no simultaneous new capital raised by the company.	The company's own shares.
SPAC Special purpose acquisition company	Combination with a listed acquisition company.	Capital is raised beforehand; available cash depends on redemptions and transaction terms.	Shares in the combined listed group.
Spotlight Direct Listing	A listed Swedish vehicle acquires the operating company through a share exchange.	Limited cash in the vehicle. Financing is coordinated separately or alongside completion, where permitted.	Swedish parent shares; the operating company is its subsidiary.

RTO means reverse takeover: the operating company's owners obtain control of the listed group through the share exchange. The resulting group must meet Spotlight's listing requirements. The comparison describes typical structures; terms vary.

A focused process and a defined initial budget

The efficiency comes from coordinating the acquisition, listing documentation, banking and market preparation around a Swedish issuer. The operating company can concentrate on presenting its business and financial information within a single coordinated process.

The indicative initial listing budget is EUR 100,000–150,000, excluding fundraising and placement fees. Scope and budget are agreed following a readiness review. Vehicle consideration, resulting ownership dilution and recurring listed-company costs are assessed alongside the cash budget.

A Scandinavian platform for international growth capital

For companies seeking capital beyond their domestic networks, a Swedish listed parent provides Scandinavian investors with a familiar framework for investing in an overseas business. The operating company retains its domicile and operations while the group develops a new investor base.

Listing and financing can be planned as one coordinated process. A private placement alongside the transaction may combine market entry with new capital, subject to the applicable requirements. This can deliver both objectives within a focused execution plan.

Sector agnostic, with investor appeal at the centre

The route is relevant across sectors. The strongest candidates combine a clear investment case with a business that resonates with public-market investors, including retail investors. Relevant sectors may include defence technology, AI, data centres, cybersecurity, e-commerce, renewable energy and life sciences. Growth prospects, valuation and credible communication of progress remain central.

Build a platform for successive capital raises

Once a listed platform and market price are established, financing can be aligned with the growth strategy: fund a milestone, demonstrate delivery and return to investors as further opportunities emerge. Kapital Partner develops the investment case, identifies relevant investors and prepares the financing structure from the outset.

GROWTH OBJECTIVE[1]	FUNDING ROUTE	PROCEEDS / PARTICIPATION
Expand production	Private placement	Selected investors subscribe for new shares; proceeds go to the issuer.
Enter a new market	Rights issue	Existing shareholders are offered the opportunity to subscribe.
Fund further expansion	Public offer	New shares are offered to eligible investors under the applicable rules.
SEPARATE OWNER OPTION: SALE OF EXISTING SHARES		
Proceeds go to the selling shareholders. A secondary sale does not itself raise capital for the company.		

[1]Illustrative objectives and routes, not a prescribed sequence. Financing is subject to eligibility, approvals and investor demand. Admission itself neither raises capital nor guarantees trading liquidity.

A clear route from assessment to public trading

Kapital Partner coordinates overlapping workstreams against an agreed execution plan. The indicative target is 8–12 weeks to trading for a prepared company, or approximately 16 weeks including a subsequent capital raise.

STAGE	INDICATIVE TIMING	PRINCIPAL WORKSTREAMS
01 Define objectives	Weeks 1–2	Agree capital needs and owner priorities; assess financial reporting, governance and readiness; establish valuation, structure and budget.
02 Structure and onboard	Weeks 2–4	Engage Spotlight, banks and settlement providers. Address corporate approvals and material legal, tax and ownership matters.
03 Prepare documentation	Weeks 3–7	Complete due diligence, agreements, financial information and the listing memorandum; prepare investor materials and financing.
04 Review and approve	Weeks 6–10	Complete market review and corporate approvals; finalise banking, share registration and shareholder-distribution arrangements.
05 Complete and trade	Target: weeks 8–12	Complete the share exchange and registrations once conditions are met; commence trading under approved arrangements and launch investor communication.
06 Execute financing	Where required: approximately weeks 10–16	Execute the agreed placement or public offer when permitted, followed by settlement and continued investor engagement.

Workstreams overlap; the ranges do not represent sequential periods. Readiness, due diligence, banking, market review, prospectus requirements and investor demand may affect timing. Public fundraising by the RTO vehicle before completion is restricted unless Spotlight grants the relevant permission.

One partner throughout the transaction and beyond

A successful listing requires coordinated execution and a clear capital strategy. Kapital Partner acts as the full-service coordinating adviser, enabling management to remain focused on the business while the transaction moves forward.

We assess suitability, structure the transaction and coordinate the listed vehicle and market dialogue. We arrange banking introductions and coordinate onboarding, share registration and settlement. Listing documents and investor materials are prepared with management, lawyers, auditors and other relevant specialists.

KAPITAL PARTNER	OUR ROLE
01 Listing and transaction	Readiness assessment, structuring, vehicle coordination and market dialogue.
02 Banking and settlement	Bank introductions, onboarding, share registration and settlement arrangements.
03 Documentation	Listing memorandum, financial presentation and investor materials.
04 Capital raising	Financing structure, investor approach, private placements and public offers.
05 Post-listing assistance	Investor communication, continuing obligations, subsequent financing and corporate transactions.

Our involvement continues after trading begins. We help management use the listed platform as the business develops, connecting ongoing market obligations with investor communication, further financing and strategic transactions.

Assess the opportunity for your business

Discuss your company, funding ambitions and shareholder objectives with Kapital Partner. We can assess suitability and develop an indicative structure, timetable and budget for a Scandinavian listing.

Kapital Partner A/S
kapitalpartner.dk | info@kapitalpartner.dk | +45 89 88 78 46

Structure reference: Spotlight Stock Market, RTO listing framework
spotlightstockmarket.com/en/join-spotlight/rto-listing/