
Issuer/Manager THE TRENDLINES GROUP LTD.

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Announcement Subtitle Definitive Agreement for Purchase of E.T.View
Medical Ltd.

Announcement Reference SG160622OTHL18U

Submitted By (Co./Ind. Name) Yosef Ron

Designation Joint Company Secretary

Description Please see attached.

Attachments [Announcement Regarding the Sale of E.T.View Medical Ltd.](#)



THE TRENDLINES GROUP LTD.

(Incorporated in Israel)

(Company Registration No. 513970947)

E.T. View Medical Ltd. And Ambu A/S Sign Definitive Agreement for Purchase of E.T.View Medical Ltd.

The board of directors (the "**Board**") of The Trendlines Group Ltd. (the "**Company**" or "**Trendlines**") and together with its subsidiaries and associated companies, the "**Group**") refers to the Company's announcement dated 17 June 2016 regarding the negotiations towards a definitive agreement for the sale of the Group's 26.46% owned (fully diluted as of 20 June 2016) associated company, E.T.View Medical Ltd. ("**ETView**").

The Board wishes to announce that on 22 June 2016, ETView reported to the Tel Aviv Stock Exchange ("**TASE**") that it signed a definitive agreement ("**Merger Agreement**") with Ambu A/S (the "**Buyer**") and Respiratory Systems – Medical Devices (2016) Ltd. (the "**Merger Sub**") (an Israel-incorporated company wholly owned by the Buyer) to sell ETView to the Buyer by way of a reverse triangular merger following the unanimous approval of the transaction by ETView's board and subject to approvals stated below.

Based on the reverse triangular merger structure, the Merger Sub will merge with and into ETView (the "**Merger**") so that all the shares of ETView issued immediately prior to the closing of the Merger, will be converted to a right to receive cash from the consideration for the Merger. Upon the closing of the Merger, ETView will become a private company which is wholly owned by the Buyer and its shares will be removed from trading on the TASE.

Under the Merger Agreement, the consideration for the Merger will be US\$16 million (including the cash consideration of approximately US\$12.3 million and assumption of certain debts and liabilities and expenses of ETView, transaction costs and employee bonuses, totaling approximately US\$3.4 million and an "Expense Fund" of US\$0.3 million that if not used, will be paid to the shareholders of ETView).

The Buyer is a Denmark-based company in the field of medical devices whose securities are listed on the NASDAQ OMX NORDIC stock exchange in Copenhagen.

According to the report to the TASE, ETView will now act to complete the merger as soon as possible, subject to the completion of certain conditions contained in the Merger Agreement, including, among others, receipt of the approval of the Office of the Chief Scientist in the Israeli Ministry of Economy, approval of the shareholders of the merging companies to the Merger, approval of the meeting of the holder of the ETView's tradable warrants (series 4) regarding the cancellation of tradeable warrants as part of the Merger and/or moving up of the date of exercise of the warrants (series 4), the issuance of a merger certificate by the Israeli Companies Registrar, and the accuracy of the representations of ETView in the Merger Agreement.

ETView will publish a detailed material Merger report in due course to summon the meetings of the shareholders and tradable warrants (series 4) of ETView to, *inter alia*, approve the Merger. Trendlines, and other ETView shareholders holding a total of more than 50% of ETView's shares,

have undertaken to vote for the Merger in the meeting to be convened and the approval of the cancellation of tradeable warrants as part of the Merger and/or moving up of the date of exercise of the warrants (series 4), in the meeting of the holders of ETVView's tradable warrants (series 4).

Financial effects

The financial effects of the Merger are detailed in Company's announcement dated 17 June 2016.

Interest of Directors and Substantial Shareholders

None of Trendlines' Directors, substantial shareholders and/or any of their respective associates has any interest, direct or indirect (other than through their shareholdings in Trendlines and in ETVView), in the Merger.

Further Announcement(s)

Trendlines will make further announcement(s) as and when there are any material updates on the Merger.

BY ORDER OF THE BOARD

Yosef Ron
Joint Company Secretary
22 June 2016

*The Trendlines Group Ltd. ("**Trendlines**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 26 November 2015. The initial public offering of Trendlines was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").*

This announcement has been prepared by Trendlines and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.