

The Offer will not, and this press release may not, be distributed, directly or indirectly, forwarded or transmitted to, from or within, and no acceptance forms will be accepted by shareholders or anyone else on behalf of the shareholders in especially Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or USA, or any jurisdiction in where the submission of the Offer, distribution of this press release or the acceptance of the Offer would be contrary to applicable laws or regulations or require further offer document being established or registration occur or that any other measures in addition to those required by Swedish law.

DIMESILIA HOLDINGS LTD. ANNOUNCES A PUBLIC OFFER TO THE SHAREHOLDERS OF RUSFOREST AB

Stockholm October 24, 2016, 08:00 (CET)

Dimesilia Holdings Ltd., Cypriot corporate registration number HE 330563 ("**Offeror**" or "**Dimesilia**"), hereby announces a public offer to the shareholders of RusForest AB, corporate registration number 556694-6421 ("**RusForest**" or the "**Company**") to tender all outstanding shares in RusForest to the Offeror. As compensation, the Offeror offer SEK 2.12 in cash per share in RusForest (the "**Shares**") (the "**Offer**"). The Shares are traded on NASDAQ First North ("**First North**"). The decision to make the Offer was made by the Directors of the Offeror on October 20, 2016 and is conditional upon the conditions that are described under "Conditions to the Offer", among others.

The Offer in brief

- At the announcement of the Offer, the Offeror owns 20 397 152 Shares, representing approximately fifteen point six percent (15.6%) of the share capital and votes in RusForest.
- The shareholders in RusForest are offered SEK 2.12 in cash per Share in RusForest that are not already owned by the Offeror, i.e. 110 258 319 Shares, corresponding to a total value of the Offer of approximately SEK 233 747 636.
- The Offer represents a premium of approximately 4 percent to the closing price on First North for the Share in RusForest on October 21, 2016, last trading day prior to the announcement of the Offer on the October 24, 2016. Further, the Offer represents a premium of approximately 8 percent to the volume weighted average price per Share in RusForest during a period of ninety (90) trading days prior to the announcement of the Offer.
- The Offer will not be subject to any financing condition. The Offer is fully financed by existing and available cash and through loans from affiliates of the Offeror.
- The acceptance period of the Offer is expected to commence on October 25, 2016, and expire on November 21, 2016.
- The preliminary date for settlement is expected to be November 23, 2016.
- The Offer is governed by the Takeover Rules for certain trading platforms, adopted on February 1, 2015 by the Swedish Corporate Governance Board (the "**Takeover Rules**") and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules.

Background and reasons for the Offer

RusForest is a Swedish company focusing on timber harvesting and sawn wood production in Russia. RusForest therefore holds certain assets that are of great interest to the Offeror and its owners, Andrey Tarasov and Ilya Korbashov, who are Russian citizens and interested in the potential of the forestry industry.

The Offeror has noted, according to published financial reports, that the Company recently has been taken necessary steps in a positive direction by divesting non-core assets, increasing the strategic focus of production in Siberia while the Company at the same time has achieved

certain financial results. These circumstances constitutes the basis for the Offeror's investment in RusForest, and is one of the the reasons to make a voluntary public offer and hopefully acquire a significant shareholding in the Company.

Dimesilia are of the opinion that the Company and its shareholders, Board of Directors and management should aim to create a long term sustainable business model for RusForest's operations and development. At the same time, the Offeror believe that this can be achieved by:

- Further reduction of costs
- Minimization of technical risks
- Investment in additional production capacity
- Future investment to increase the harvesting capacity of the forest leases

The Offeror hopes that this strategy will also be supported by the management of RusForest. Furthermore, the Offeror has no intensions to implement any changes regarding the Company's management and/or employees or their conditions of employment.

The Offeror believe that a realization of the above objectives will result in further improved financial performance, which in turn is expected to increase the value of RusForest.

The Offer

The Offeror offers SEK 2.12 in cash per Share in RusForest that is not already owned by the Offeror, i.e. 110 258 319 Shares. No commission will be charged in connection with the Offer.

Premium

The Offer represents a premium of approximately 4 percent to the closing price on First North for the Share in RusForest on October 21, 2016, which was the last trading day prior to the announcement of the Offer. Furthermore, the Offer represents a premium of approximately 8 percent to the volume weighted average price per Share in RusForest during a period of ninety (90) trading days prior to the announcement of the Offer.

Total value of the Offer

The Offer includes all ordinary Shares in RusForest that are not already owned by the Offeror, i.e. 110 258 319 Shares, corresponding to a total value of the Offer of approximately SEK 233 747 636, based on a total of 130 655 471 outstanding Shares in RusForest.

Commitments from shareholders in RusForest

The Offeror has received binding commitments for acceptance of the Offer by shareholders of RusForest, whose total ownership is approximately twenty seven point ninety percent (27.9%) of the Shares and the votes in RusForest. No bonus arrangements or similar has been offered to any employees in RusForest prior to the announcement of the Offer.

Conflict of interest

The shareholder Alexander Rudik, who is also the Chairman of the board in RusForest and the beneficiary of the shareholder Lasnerio Commercial Ltd., has committed to irrevocably accept the Offer. Thus, Alexander Rudik has, on the grounds that he entered into such commitments, a conflict of interest and will therefore not be part of the handling of the Offer by RusForest or any questions related to the Offer, in accordance with sections II.18 and II.19 paragraph three in the Takeover Rules. The commitments are conditional upon the Offer being published no later than October 25, 2016.

The Offeror's ownership in RusForest

At the time of the announcement of the Offer, the Offeror owns 20 397 152 Shares, representing approximately fifteen point six percent (15.6%) of the share capital and votes in RusForest. The Offeror has acquired Shares in RusForest during a period of six months prior to the announcement of the Offer with a highest price per share of SEK 2.05. The Offeror owns or control no other financial instruments in RusForest carrying a financial exposure equivalent to a shareholding in RusForest at the time of the announcement of the Offer.

During the acceptance period of the Offer the Offeror may acquire, or enter into arrangements to acquire Shares in RusForest. All such purchases or arrangements will be in accordance with the Takeover Rules and the Swedish law and disclosed in accordance with applicable rules.

The financing of the Offer

The Offer will not be subject to any financing condition. The Offer is fully financed by existing and available cash and through loans from affiliates of the Offeror.

Due Diligence

The Offeror has not conducted any so-called due diligence of the Company in connection with the preparation of the Offer, in addition to the public information about the Company.

Indicative timetable

Publication of the offer document: October, 24 2016

Acceptance period: October 25, 2016 – November 21, 2016

Settlement date: around November 23, 2016

The Offeror reserves the rights to extend the acceptance period for the Offer, as well as to bring forward or postpone the date of settlement. In case the acquisition of Shares in the Company, directly or indirectly, require the approval or authorization from any authority, the Offeror reserves the right to adjust the Offer with relation to potential regulatory requirements.

Recommendation by the Board of Directors of RusForest

Any statement from the Board of Directors of RusForest regarding the Offer was not present at the time of announcement of this press release. The Board of Directors of RusForest shall according to the Takeover Rules, announce the Board of Directors statement regarding the Offer no later than two (2) weeks before the expiration of the acceptance period, on November 7, 2016.

Conditions to the Offer

Completion of the Offer is conditional upon:

- i) no other party announcing an offer to acquire shares in RusForest on terms that are more favorable to the shareholders of RusForest than the Offer;
- ii) neither the Offer nor the acquisition of RusForest being wholly or partly prevented or materially adversely affected by any legislation or other regulation, any decision of court or public authority, or similar circumstance, which is actually or can reasonably be anticipated to be, outside the control of Dimesilia and which Dimesilia could not reasonably have foreseen at the time of announcement of the Offer;
- iii) no circumstances, other than any circumstances that Dimesilia had knowledge of, or could have reasonably anticipated at the time of the Offer was announced, having occurred that have or could reasonably be expected to have a material adverse effect upon RusForest's sales, results, liquidity, solidity, equity or assets;

- iv) with respect to the Offer and completion of the acquisition of RusForest, the receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions or similar, in each case on terms, which, in Dimesilia's opinion, are acceptable; and
- v) no proceedings challenging or seeking to restrain, limit, or prohibit the transaction are pending or are threatened.

The Offeror reserves the right to withdraw the Offer if any of the conditions set out above are not fulfilled or can be fulfilled.

The Offeror reserves the right to waive, in whole or in part, one or more of the conditions set out above in accordance with applicable laws, rules and regulations.

Compulsory acquisition and de-listing

In the event that Offer is accepted to such extent that Dimesilia becomes the owner of more than 90 per cent of the shares of RusForest, Dimesilia may initiate a compulsory acquisition procedure under the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) to acquire all remaining shares in RusForest. In connection therewith, Dimesilia intends to promote a de-listing of the RusForest shares from First North.

Applicable law, disputes etc.

Swedish law is applicable to the Offer. The Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules also applies to the Offer. Disputes relating to the Offer shall be settled exclusively by Swedish court, with the Stockholm District Court as the first instance.

The Offer is not being made (nor will any acceptance by shareholders or anyone else on behalf of the shareholders be approved) in any jurisdiction in where the submission of the Offer or the acceptance of the Offer cannot occur, in accordance with laws and regulations of the jurisdictions.

The Offer is not being made, directly or indirectly, by use of mail or any other means or instrumentality (including, without limitation, facsimile transmission, e-mail, telex, telephone and the Internet) in or into especially Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or USA, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within especially Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or USA.

As a result, this press release, the offer document, the acceptance form or other documentation relating to the Offer will not, and may not, be sent by mail or in any other way be distributed, forwarded or transmitted to, from or within especially Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or USA. The Offeror will not pay any consideration pursuant to the Offer to, or accept acceptance forms from especially Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or USA.

Advisors

Mangold Fondkommission AB is acting as financial advisor to the Offeror and transaction advisor in relation to the Offer, and Northlaw AB is acting as legal advisor to the Offeror in relation to the Offer.

Additional information

The information was submitted for publication on October 24, 2016 at 08:00 CET.

For additional information about the Offer, please visit www.dimesilia.com. All inquiries related to the Offer should be directed to: Ekaterina Tsyganova, Investor Relations, phone: +35 7 253 833 05, e-mail: info@dimesilia.com.

Dimesilia Holdings Ltd. in brief

Dimesilia is a holding company registered in Cyprus with Cypriot registration number HE 330563. Dimesilia was founded in 2014 and is a special purpose vehicle that will be used for the purpose to make the Offer to the shareholders of RusForest. The Offeror is owned by Andrey Tarasov and Ilya Korbashov who are Russian citizens.