

## **B. Riley Financial Commences Tender Offer for All Outstanding Shares of National Holdings Corporation**

*B. Riley offers to purchase remaining shares of common stock of National Holdings at \$3.25 per share*

LOS ANGELES, Jan. 27, 2021 /PRNewswire/ -- B. Riley Financial, Inc. (NASDAQ: RILY) ("B. Riley"), a diversified financial services and business advisory company, through its wholly owned subsidiary ("Purchaser"), today commenced its previously announced cash tender offer to purchase the remaining outstanding shares of National Holdings Corporation (NASDAQ: NHLN) ("National") common stock ("Shares"), not currently owned by B. Riley and its subsidiaries, for \$3.25 per share, upon the terms and subject to the conditions set forth in the offer to purchase, dated January 27, 2021 (the "Offer to Purchase"), and in the related letter of transmittal (the "Letter of Transmittal" and, together with the Offer to Purchase, the "Offer"). The Offer is being made pursuant to the Agreement and Plan of Merger entered into among B. Riley, Purchaser and National, dated January 10, 2021 (the "Merger Agreement"). Complete terms and conditions of the Offer are set forth in the Offer to Purchase, Letter of Transmittal and other related materials, which have been filed by B. Riley and Purchaser with the Securities and Exchange Commission (the "SEC") today.

National's Board of Directors, acting on the recommendation of an independent special committee, has unanimously recommended that National shareholders accept the Offer and tender their shares to Purchaser, as filed in a Solicitation/Recommendation Statement on Schedule 14D-9 by National with the SEC.

The Offer is scheduled to expire at 12:00 midnight, New York City time, at the end of the day on February 24, 2021 (the "Expiration Date") unless the Offer is extended or earlier terminated. Any extension of the Offer will be announced publicly on the first business day after the Expiration Date.

The completion of the tender offer is conditioned upon, among other things, that at least a majority of Shares (not currently owned by B. Riley, its subsidiaries, and B. Riley's directors and executives and excluding Shares tendered pursuant to guaranteed delivery procedures that were not received prior to the Expiration Date) are validly tendered and not validly withdrawn before the Expiration Date. There is no financing condition to the Offer.

As soon as practicable following the consummation of the Offer, and subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Purchaser will merge with and into National, with National continuing as the surviving corporation as a wholly owned subsidiary of B. Riley (the "Merger"). The Merger will become effective without a meeting of the shareholders of National in accordance with Section 251(h) of the Delaware General Corporation Law.

Copies of the Offer to Purchase, Letter of Transmittal and other related materials are available free of charge from Innisfree M&A Incorporated, the information agent for the Offer. National shareholders should direct any questions regarding the Offer to Innisfree by contacting (888) 750-5834 (toll-free). Banks and brokerage firms may contact Innisfree at (212) 750-5833 (collect). Computershare Trust Company, N.A. is acting as depository for the Offer.

### **Additional Information**

**This press release is provided for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell any securities, and it is not a substitute for the Offer materials that B. Riley and National have filed with the SEC. B. Riley and Purchaser have filed a tender offer statement on Schedule TO containing the Offer to Purchase, the Letter of Transmittal, and other materials relating to the Offer, National has filed a solicitation/recommendation statement on Schedule 14D-9 and B. Riley, Purchaser and National have jointly filed a transaction statement satisfying the requirements of Schedule 13E-3 with the SEC with respect to the Offer. B. Riley, Purchaser and National will mail these documents free of charge to National shareholders. NATIONAL SHAREHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. Those documents as well as B. Riley's other public filings may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at B. Riley's investor relations website at [ir.brileyfin.com](http://ir.brileyfin.com) or by contacting B. Riley's investor relations at [ir@brileyfin.com](mailto:ir@brileyfin.com). The Offer to Purchase and related materials may also be obtained free of charge by contacting Innisfree M&A Incorporated, the Information Agent for the Offer at (888) 750-5834 (toll-free). Banks, brokerage firms or otherwise may contact Innisfree at (212) 750-5833 (collect).**

### **About B. Riley Financial**

B. Riley Financial (NASDAQ: RILY) provides collaborative financial services solutions tailored to fit the capital

raising, business, operational, and financial advisory needs of its clients and partners. B. Riley operates through several subsidiaries which offer a diverse range of complementary end-to-end capabilities spanning investment banking and institutional brokerage, private wealth and investment management, corporate advisory, restructuring, due diligence, forensic accounting, litigation support, appraisal and valuation, and auction and liquidation services. Certain registered affiliates of B. Riley originate and underwrite senior secured loans for asset-rich companies. B. Riley also makes proprietary investments in companies and assets with attractive return profiles. For the latest Company news and developments, follow B. Riley on Twitter @BRileyFinancial and on LinkedIn. For more information about B. Riley and our affiliated companies, visit [www.brileyfin.com](http://www.brileyfin.com).

### **Forward-Looking Statements**

Statements in this press release regarding the business of B. Riley or National that are not descriptions of historical facts are "forward-looking statements" that are based on B. Riley's current expectations and assumptions and are subject to risks and uncertainties. If such risks or uncertainties materialize or such assumptions prove incorrect, the business, operating results, financial condition and stock price of B. Riley could be materially negatively affected. You should not place undue reliance on such forward-looking statements, which are based on the information currently available to us and speak only as of the date of this press release. Such forward looking statements include, but are not limited to, risks related to the satisfaction or waiver of the conditions to closing the proposed acquisition in the anticipated timeframe or at all, including uncertainties as to how many of National's shareholders will tender their Shares in the Offer and the possibility that the Merger does not close; disruption from the transaction making it more difficult to maintain business and operational relationships; risks that anticipated synergies will not be realized or may be delayed; the magnitude of transaction costs; statements regarding B. Riley's and National's anticipated results of operations for 2021. Factors that could cause such actual results to differ materially from those contemplated or implied by such forward-looking statements include, without limitation, the risks associated with the unpredictable and ongoing impact of the COVID-19 pandemic, the other risks described from time to time in B. Riley Financial, Inc.'s periodic filings with the SEC, including, without limitation, the risks described in B. Riley Financial, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020, June 30, 2020 and September 30, 2020 under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" (as applicable). These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although B. Riley's forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by B. Riley. All information is current as of the date this press release is issued, and B. Riley does not undertake any duty to update this information, except as required by law.

### **Contacts**

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