



The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States, or any other jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law or otherwise contemplated in connection with the Offer. Shareholders should refer to the offer restrictions included in the section titled “Important information” at the end of this press release and in the Offer Document.

KINGSPAN ANNOUNCES FINAL OUTCOME IN THE MANDATORY CASH OFFER TO THE SHAREHOLDERS OF NORDIC WATERPROOFING

On 10 October 2023, Kingspan Holdings (IRL) Limited (“**Kingspan**”) announced a mandatory cash offer to the shareholders of Nordic Waterproofing Holding AB (publ) (“**Nordic Waterproofing**” or the “**Company**”) to tender any and all shares in Nordic Waterproofing to Kingspan at a price of SEK 160 in cash per share (the “**Offer**”). On 15 March 2024, Kingspan announced that the condition for completion of the Offer had been satisfied and that the Offer was thereby declared unconditional. The last day to accept the Offer was 27 March 2024.

During the acceptance period for the Offer, which ended on 27 March 2024, the Offer has been accepted by shareholders representing a total of 1,144,220 shares in Nordic Waterproofing, corresponding to approximately 4.8 per cent of the total number of shares and votes in the Company.¹ Kingspan has not acquired any shares in Nordic Waterproofing outside the Offer. Hence, following the Offer Kingspan controls, together with the 7,453,730 shares in Nordic Waterproofing already owned by Kingspan, a total of 8,597,950 shares in the Company, corresponding to approximately 35.7 per cent of the total number of shares and votes in the Company. Neither Kingspan nor any of its affiliates or other closely related parties own or control any other financial instruments in Nordic Waterproofing that give a financial exposure to the Company’s shares.

As previously announced, completion of the Offer is no longer subject to any conditions. Kingspan has decided not to extend the acceptance period for the Offer, which means that the Offer is thereby closed. Settlement for the shares tendered in the Offer is expected to occur on or about 5 April 2024.

Lazard is financial advisor and Advokatfirman Cederquist is legal advisor to Kingspan in connection with the Offer. Linklaters is legal advisor to Kingspan in relation to competition law in connection with the Offer.

The shares in Nordic Waterproofing are listed on Nasdaq Stockholm, Mid Cap.

For additional information please contact:

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Information about the Offer is available at: www.kingspan.com/NWG-OFFER

The information was submitted for publication on 28 March 2024, at 11.00 (CET).

¹ The numbers regarding percentages set out herein are based on a total of 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by the Company).



Important information

The Offer, pursuant to the terms and conditions presented in this press release, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law and regulations or otherwise contemplated in connection with the Offer.

This press release and any other documentation related to the Offer are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by Kingspan. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being and will not be made, directly or indirectly, in or into, by use of mail or any other means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States. This includes, but is not limited to e-mail, social media, telephone, the internet, and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States or by persons located or resident in any of these jurisdictions. Accordingly, this press release and any other documentation related to the Offer are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States or to any Australian, Canadian, Hong Kong, Japanese, New Zealand, South African or U.S. persons or any persons located or resident in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States.

Any purported tender of shares in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of shares made by a person located in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from or within any of these jurisdictions will be invalid and will not be accepted. Each person who holds shares and participates in the Offer will certify to not being an Australian, Canadian, Hong Kong, Japanese, New Zealand, South African or U.S. person, not being located or participating in the Offer from Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States and not acting on a non-discretionary basis for a principal in any of these jurisdictions, or that is located in or giving order to participate in the Offer from any of these jurisdictions. Kingspan will not deliver any consideration relating to the Offer to Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States.

Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States must not forward this press release or any other document related to the Offer to such persons.

The “United States” and “U.S.” in this section refers to the United States of America (its territories and possessions, any state of the United States and the District of Columbia).

The Offer, the information and documents contained in this press release are not being made, and have not been approved, by an authorised person for the purposes of section 21 of the UK Financial Services and Markets Act 2000, as amended (the “FSMA”). The communication of the information and documents contained in this press release to persons in the United Kingdom is exempt from the restrictions on financial promotions in section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire shares in a body corporate and the object of the transaction may reasonably be regarded as being the acquisition of day to day control of the affairs of that body corporate within article 62 (Sale of body corporate) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.



Forward-looking information

Information in this press release relating to future events or circumstances, including information regarding future results, growth and other projections as well as benefits of the Offer, are forward-looking information. Such information may generally, but not always, be identified by the use of words such as “anticipates”, “expects”, “believes”, or similar expressions.

By its nature, forward-looking information involves risk and uncertainty, because it relates to events which depend on circumstances that may occur in the future. Due to several factors, of which a number of them are outside Kingspan’s control, there are no guarantees to that actual results will not materially differ from the results expressed or implied by the forward-looking information. Any such forward-looking information only applies as per the date it was given and Kingspan has no obligation (and undertakes no such obligation) to update or revise it, whether as a result of new information, future events or otherwise, except as required by applicable laws and regulations.