



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 EXTENDS THE INITIAL ACCEPTANCE PERIOD FOR THE OFFER TO THE SHAREHOLDERS IN NORDIC WATERPROOFING HOLDING

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**"). An offer document regarding the Offer was published on 22 November 2023 (the "**Offer Document**"). The initial acceptance period for the Offer commenced on 23 November 2023 and was initially expected to end on 1 February 2024. Today, Kingspan announces that the initial acceptance period for the Offer is extended until 27 March 2024.

As set out in the Offer Document, completion of the Offer is conditional upon receipt of all necessary regulatory approvals, including competition clearances. Kingspan has assessed that the transaction requires merger approval from the EU Commission. The transaction is in the customary pre-notification phase with the European Commission. As a result of these discussions, Kingspan's current estimate is that the formal notification can be submitted in time to obtain approval in the first phase of the merger control process by the end of March 2024. Kingspan has therefore applied to the Swedish Securities Council (the "**SSC**") for an exemption from Rule II.7 of Nasdaq Stockholm's takeover rules to enable Kingspan to extend the initial acceptance period for a longer period than ten weeks, i.e., beyond 1 February 2024.

The SSC has, in its ruling AMN 2024:01, granted such exemption and allowed Kingspan to extend the initial acceptance period in the Offer to a maximum of 18 weeks, thus enabling Kingspan to already now extend the acceptance period until 27 March 2024 to allow for the necessary competition clearance from the EU Commission to be granted within the initial acceptance period. The complete statement from the SSC is available in Swedish at www.aktiemarknadsnamnden.se.

For shareholders in Nordic Waterproofing who have already accepted the Offer, as well as shareholders who will accept the Offer no later than 17:00 CET on 27 March 2024, settlement is expected to occur on or about 5 April 2024, provided that the condition for the Offer has been fulfilled or waived at that time. Kingspan reserves the right to further extend the acceptance period for the Offer and to postpone the settlement date. A notice of any such extension and/or postponement will be announced by Kingspan by means of a press release in accordance with applicable laws and regulations.

For additional information please contact:

Lorcan Dowd
Company Secretary
+ 353 (0)42 9698000

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

The information was submitted for publication on 9 January 2024, at 12.00 (CET).



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 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.