

# LENNER & PARTNERS

Stockholm, 16 April 2023

## **To the independent bid committee of SignUp Software AB (publ)**

Insight Partners (“Insight”)<sup>1</sup>, through SUS Intermediate Company AB<sup>2</sup>, intends to announce a public cash offer to the shareholders of SignUp Software AB (“SignUp”) to acquire all outstanding shares in SignUp.

The consideration to be offered to the shareholders in SignUp values each SignUp share at SEK 104 and the total cash offer value amounts to approximately SEK 2,362 million<sup>3</sup> (the “Offer”).

The independent bid committee of SignUp has engaged Lenner & Partners Corporate Finance AB (“Lenner & Partners”) to provide an opinion, as to the fairness, from a financial point of view, of the Offer proposed to be received by the shareholders of SignUp.

In the analysis of the Offer, Lenner & Partners has reviewed the following (but not exclusively):

- publicly available information, such as annual reports, interim reports, presentations, IPO prospectus and broker reports regarding SignUp;
- limited discussion with SignUp’s management and representatives of its financial advisers;
- trading statistics and certain financial and stock market related information concerning SignUp and similar information for certain other comparable companies;
- selected mergers and acquisitions deemed comparable to the Offer;
- indicative offer terms and a draft of the press release from Insight.

Lenner & Partners’ fairness opinion is based on several generally accepted valuation methods that are typically used in this type of analysis. The analyses have been produced solely to enable Lenner & Partners to provide the independent bid committee of SignUp with a fairness opinion whether or not the Offer is fair from a financial point of view.

Lenner & Partners’ assignment does not include expressing an opinion on the relative merits of the Offer as compared to any alternative business strategies that might exist for SignUp, including whether any other transaction would potentially be more favourable for the shareholders of SignUp, or the effect of any other transaction in which SignUp might engage.

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<sup>1</sup> Insight is a global investor focusing on growth-oriented software companies, headquartered in New York City, USA.

<sup>2</sup> Pending name change from Goldcup 33000 AB.

<sup>3</sup> Based on approximately 22.7 million outstanding shares in SignUp.

Lenner & Partners has not conducted a due diligence in order to control or verify the received information. Lenner & Partners has relied on the information received from SignUp. The information is assumed to be true, fair and complete.

Lenner & Partners' opinion is based on current market, economic, financial and other conditions as in effect on, and upon the information made available as of the date hereof. Any change in such conditions or information may require a revaluation of this opinion. Although subsequent developments may affect this opinion, Lenner & Partners assumes no obligation to update, revise or reaffirm this opinion.

Lenner & Partners' fairness opinion has been provided as information and documentation to the independent bid committee of SignUp. This fairness opinion is not a recommendation whether or not shareholders in SignUp should tender their shares in the Offer.

Lenner & Partners will be paid a fixed fee for this fairness opinion and the fee is not dependent on the outcome of the Offer.

Based on above and other circumstances, that Lenner & Partners considers being relevant, Lenner & Partners' opinion, as per the date hereof, is that the Offer is fair from a financial point of view for the shareholders in SignUp.

Swedish law is applicable on this fairness opinion.

*This is a translation of the fairness opinion written in Swedish. It is for information purposes only and does not constitute a part of the opinion. For the avoidance of doubt, in the case of any inconsistency or ambiguity between the Swedish language version and the English translation, the Swedish language version shall prevail.*

Lenner & Partners Corporate Finance AB

Lars Lenner

Tom Wikström