

# Statement from the Independent Bid Committee of Byggfakta Group in relation to the increased public cash offer from Giant BidCo

**This statement is made by the Independent Bid Committee of Byggfakta Group Nordic Holdco AB ("Byggfakta Group", "Byggfakta" or the "Company") pursuant to section II.19 of Nasdaq Stockholm's Takeover Rules (the "Takeover Rules"). The Independent Bid Committee unanimously recommends that the shareholders of Byggfakta to accept the increased offer.**

## Background

On 5 January 2024, a consortium comprising Macquarie European Investment Holdings Limited (acting as a wholly owned subsidiary of Macquarie Group Limited, "**Macquarie Capital**"), SSCP Byggest S.à r.l (where applicable, together with its affiliates and their respective funds under management, "**Stirling Square Capital Partners**" or "**SSCP**") and Bock Capital EU Luxembourg Tricycle II S.à r.l (where applicable, together with its affiliates and their respective funds under management, "**TA Associates**" or "**TA**") (**Macquarie Capital, SSCP and TA, together the "Consortium"**) announced that it will make a recommended voluntary public cash offer through Giant Sweden Bidco AB[1] ("**Giant BidCo**", or "**The Offeror**") for all the outstanding shares in Byggfakta (the "**Offer**").

On 2 April 2024, Giant BidCo announced an increase of the price in the Offer to SEK 52 per share (the "**Revised Offer**") and that the acceptance period was extended until 18 April 2024 at 17:00 CEST.

The price per share in the Revised Offer represents a premium of[2]:

- 48 per cent compared to the closing price of SEK 35.2 for Byggfakta's shares on Nasdaq Stockholm on 4 January 2024 (which was the last trading day prior to the announcement of the Offer);
- 73 per cent compared to the volume-weighted average trading price of SEK 30.0 per share on Nasdaq Stockholm during the last 30 trading days ended on 4 January 2024; and
- 75 per cent compared to the volume-weighted average trading price of SEK 29.7 per share on Nasdaq Stockholm during the last 60 trading days ended on 4 January 2024; and
- 76 per cent compared to the volume-weighted average trading price of SEK 29.5 per share on Nasdaq Stockholm during the last 90 trading days ended on 4 January 2024.

The total value of the Revised Offer based on all 70,193,052 shares in Byggfakta that are not directly or indirectly held by the Consortium or in treasury by Byggfakta and based on the Revised Offer price of SEK 52 per share, amounts to approximately SEK 3.7 billion. The Revised Offer entails that the shares in Byggfakta are valued at approximately SEK 11.4 billion based on all 218,666,667 shares in Byggfakta (including the shares already owned by the Consortium[3] and the treasury shares held by the Company[4]) based on the Revised Offer price of SEK 52 per share.

Except as set out above, the terms and conditions of the Offer are unchanged.

The Board of Directors of Byggfakta has, within the Board, appointed an Independent Bid Committee, which represents the Company in connection with the Offer. The Independent Bid Committee consists of Helene Willberg (chairperson), Arash Sundin Alidoost and Louise Shaljean Ellison.

The Independent Bid Committee notes that Första AP-fonden and AMF (through AMF Aktiefond Småbolag and AMF Tjänstepension AB) have undertaken to accept the Revised Offer, which together corresponds to approximately 11.6 per cent of the total number of shares and votes in Byggfakta. Stefan Lindqvist's (indirectly through Kvarteretsbolaget 2 i Ljusdal AB) undertaking that was entered into in connection with the announcement of the Offer on 5 January 2024 continues to apply to the Revised Offer, which corresponds to 1.2 per cent of the total number of shares and votes in Byggfakta. This means that shareholders who in aggregate control 12.8 per cent of all shares and votes in Byggfakta, have irrevocably undertaken to accept the Revised Offer.

The Independent Bid Committee has appointed Carnegie Investment Bank AB ("**Carnegie**") as financial adviser and Advokatfirman Vinge KB ("**Vinge**") as legal adviser in connection with the Offer.

### **The Independent Bid Committee's assessment of the Revised Offer**

The Independent Bid Committee has previously recommended Byggfakta's shareholders to accept the Offer in accordance with its statement announced on 5 January 2024. The recommendation was supported by an opinion from Deloitte AB that the offer was fair from a financial point of view to the shareholders of Byggfakta, based on the assumptions and considerations included in the statement. For more information about the Independent Bid Committee's assessment of the Offer and the reasons for its recommendation, including its opinion on the effects the implementation of the Offer may have on Byggfakta, specifically employment, and its views on Giant BidCo' strategic plans for Byggfakta and the effect these may be expected to have on employment and the places where Byggfakta conducts its business, please refer to the Independent Bid Committee's statement of 5 January 2024, which is available at [www.byggfaktagroup.com](http://www.byggfaktagroup.com).

***Based on the above and consistent with its recommendation on 5 January 2024, the Independent Bid Committee unanimously recommends the shareholders of Byggfakta to accept the Revised Offer.***

This statement shall in all respects be governed by and construed in accordance with Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts.

This statement has been made in a Swedish and English version. In case of any discrepancies between the Swedish and the English version, the Swedish version shall prevail.

Ljusdal, 2 April 2024  
Byggfakta Group  
Independent Bid Committee

### For more information

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- [1] Giant Sweden Bidco AB, company registration number 559462-7118, a newly established Swedish private limited liability company that currently is owned by Stirling Square and TA, and will, at completion of the Offer, become co-owned by all members of the Consortium.  
[2] Source for Byggfakta's share price: Nasdaq Stockholm.  
[3] The Consortium owns in aggregate 145,343,615 shares in Byggfakta.  
[4] Byggfakta holds 3,130,000 treasury shares.

### About Byggfakta Group

Byggfakta Group is a global data and software company with roots stretching back to 1936, more than 2,000 employees and operations in 26 countries. We offer services that connect the construction sector, thereby increasing total growth and promoting better construction. Our unique data, insights and software solutions help customers to maximise sales, increase efficiency and build more sustainably. Our core operations encompass five areas: Project Information, Specification, Market Intelligence, Product Information and E-tendering. We mainly generate subscription revenue, which currently exceeds SEK 2 billion annually. Our goal is to grow organically by 10% per year and to grow an additional 5–15% per year through acquisitions. Byggfakta Group has been listed on Nasdaq Stockholm since 2021.

*This information is information that Byggfakta Group is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-04-02 00:20 CEST.*

### Attachments

[Statement from the Independent Bid Committee of Byggfakta Group in relation to the increased public cash offer from Giant BidCo](#)