

SNARK BIDCO AB ANNOUNCES A CASH OFFER OF SEK 24.50 PER SHARE TO THE SHAREHOLDERS OF SLEEP CYCLE AB (PUBL)

Snark BidCo AB^[1] (“Snark BidCo” or the “Offeror”), a company controlled by Altor Fund V (No. 1) AB and Altor Fund V (No. 2) AB (“Altor Fund V”),^[2] hereby announces a public offer to the shareholders of Sleep Cycle AB (publ) (“Sleep Cycle” or the “Company”) to tender all their shares at a price of SEK 24.50 in cash per share (the “Offer”). The shares in Sleep Cycle are admitted to trading on Nasdaq Stockholm, Small Cap.

The Company’s largest shareholders, Maciej Drejak (also the founder and inventor of Sleep Cycle), through holding companies h265 AB and MCGA AB, and GLA Invest SA (the “Major Shareholders”), representing approximately 62.9 percent of the shares and votes in Sleep Cycle, have irrevocably undertaken to accept the Offer.

Summary of the Offer

- Snark BidCo offers SEK 24.50 in cash per Sleep Cycle share (the “Offer Price”). The total value of the Offer is approximately SEK 497 million.^[3]
- The Offer Price represents a premium of:
 - approximately 47 percent compared to the closing price of SEK 16.7 of Sleep Cycle shares on Nasdaq Stockholm on 8 May 2026, which was the last trading day prior to the announcement of the Offer;
 - approximately 46 percent compared to the volume-weighted average trading price of SEK 16.8 of Sleep Cycle shares on Nasdaq Stockholm during the last 30 trading days prior to the announcement of the Offer; and
 - approximately 49 percent compared to the volume-weighted average trading price of SEK 16.4 of Sleep Cycle shares on Nasdaq Stockholm during the last 60 trading days prior to the announcement of the Offer.
- The Major Shareholders, representing approximately 62.9 percent of the shares and votes in Sleep Cycle, have entered into an undertaking to accept the Offer.
- The Offer is conditional upon the Offer being accepted to such extent that Snark BidCo becomes the owner of shares representing more than 90 percent of the total number of shares in Sleep Cycle. In addition, the Offer is made on the terms and subject to the conditions (ii)–(vii) set out below in this announcement.

- The acceptance period is expected to commence on or around 28 May 2026 and expire on or around 22 June 2026 to allow for receipt of customary regulatory approvals. Snark BidCo reserves the right to extend and shorten the acceptance period, one or several times, as well as to postpone the time for settlement.

Andreas Källström Säfweräng, Partner and Head of the Consumer Sector at Altor, says:

"We find Sleep Cycle's core assets, among them a market leading technology and extensive experience of sleep science and related research, very attractive. However, Sleep Cycle's long-term strategic flexibility and financial development would benefit from a period of private ownership. This offer is a stepping stone for Altor towards building a group of businesses addressing the wellness market. We are confident that this represents a highly attractive offer for Sleep Cycle's shareholders."

Background to and reasons for the Offer

Altor views the acquisition of Sleep Cycle as the starting point in the building of a group of businesses addressing the wellness market. Alongside Sleep Cycle, Altor has previously invested in Audiowell, a lifestyle music company, which is also intended to become part of this new group. Bringing these and future businesses together is expected to create mutual benefits and shared capabilities catering to the general global trend of growing interest in wellbeing and health awareness.

Based on the challenging situation and related financial development for the core business, as well as the venture nature of the new business areas that the Company is pursuing, the execution of key strategic initiatives will require years of patience and financial commitments and is therefore less suited for public ownership. In addition, Altor can provide Sleep Cycle with relevant experience in developing companies across the consumer and tech sectors, strong financial resources to support future investments, and the long-term perspective required to ensure the successful execution of strategic initiatives.

Altor therefore believes that Sleep Cycle's long-term strategic flexibility and financial success would be better secured under a period of private ownership in a wellness group context.

Management and employees

There are currently no decisions on any material changes that may impact Sleep Cycle's employees and management or the existing organization and operations. However, the integration of Sleep Cycle in a future wellness group may give rise to organisational and operational changes, including changes affecting management and employees in Sleep Cycle. Any such measures would be determined following completion of the Offer and a comprehensive evaluation of the combined operations. Furthermore, there are no employees in Snark BidCo, which means that the Offer does not entail any changes for the management and employees in Snark BidCo.



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The Offer

Consideration

Snark BidCo offers SEK 24.50 in cash per Sleep Cycle share.

Should Sleep Cycle, prior to settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the Offer Price will be reduced accordingly.

Certain employees hold warrants in Sleep Cycle, issued within incentive programs. Such financial instruments are not included in the Offer. However, Snark BidCo will procure that the holders of such warrants in Sleep Cycle will receive reasonable treatment.

No commission will be charged in connection with settlement of the Offer.

Premiums

The Offer Price represents a premium of:

- approximately 47 percent compared to the closing price of SEK 16.7 of Sleep Cycle shares on Nasdaq Stockholm on 8 May 2026, which was the last trading day prior to the announcement of the Offer;
- approximately 46 percent compared to the volume-weighted average trading price of SEK 16.8 of Sleep Cycle shares on Nasdaq Stockholm during the last 30 trading days prior to the announcement of the Offer; and
- approximately 49 percent compared to the volume-weighted average trading price of SEK 16.4 of Sleep Cycle shares on Nasdaq Stockholm during the last 60 trading days prior to the announcement of the Offer.

Total value of the Offer

The total value of the Offer is approximately SEK 497 million.[4]

Snark BidCo's shareholding in Sleep Cycle

Neither Snark BidCo nor any closely related companies or closely related parties own any shares or other financial instruments in Sleep Cycle that give financial exposure to Sleep Cycle shares at the time of this announcement, nor has Snark BidCo acquired or agreed to acquire any Sleep Cycle shares or any financial instruments that give financial exposure to Sleep Cycle shares during the six months preceding the announcement of the Offer.



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Snark BidCo may acquire, or enter into agreements to acquire, shares in Sleep Cycle (or any securities that are convertible into, exchangeable for or exercisable for such shares) outside the Offer, but in any event, at a price per share not more than the Offer Price. Any purchases made or agreed will be in accordance with Swedish law and the Swedish Stock Market Self-Regulation Committee's Takeover rules for Nasdaq Stockholm and Nordic Growth Market NGM (the "**Takeover Rules**") and will be disclosed in accordance with applicable rules.

Statement from the Board of Directors of Sleep Cycle

The Board of Directors of Sleep Cycle shall announce its opinion on the Offer, and the reasons for this opinion, no later than two weeks prior to the expiry of the acceptance period.

The Board of Directors of Sleep Cycle consists of the board members Anne Broeng, Mathias Høyer, Maciej Drejak and Christian Kanstrup. The board member Maciej Drejak is also a board member and a shareholder of MCGA AB and h265 AB, which have entered into an undertaking to accept the Offer (please see "*Undertakings from shareholders of Sleep Cycle*" below). Consequently, Maciej Drejak is deemed to have a conflict of interest pursuant to Rule II.18 of the Takeover Rules and he has for this reason not participated in and will not participate in the Board of Directors' assessment of the Offer.

Undertakings from shareholders of Sleep Cycle

Snark BidCo has obtained irrevocable undertakings to accept the Offer from the Major Shareholders. The Major Shareholders have undertaken to tender 12,755,670 shares (62.9 percent of the shares and votes in Sleep Cycle). If, prior to the expiry of the acceptance period of the Offer, a third party makes a public offer to acquire all outstanding shares in Sleep Cycle, which corresponds to an offer value in SEK exceeding ten (10) percent of the Offer Price (a "**Competing Offer**"), the Major Shareholders shall be entitled to withdraw their acceptances of the Offer and to accept a Competing Offer subject to a right for the Offeror to match such Competing Offer within ten (10) business days of such Competing Offer being publicly announced. The irrevocable undertakings will terminate if the Offer is not declared unconditional on or before 11 September 2026 or such later date which be the necessary end date of the acceptance period to receive necessary regulatory approvals for the Offer.

Conditions for completion of the Offer

The completion of the Offer is conditional upon:

(i) the Offer being accepted to such an extent that Snark BidCo becomes the owner of shares in Sleep Cycle representing more than 90 percent of the total number of shares in Sleep Cycle (on a fully diluted basis);

(ii) the receipt of all regulatory, governmental or similar clearances, approvals, decisions and other measures that are necessary for the Offer and the acquisition of Sleep Cycle, including from competition authorities and authorities for foreign direct investments (FDI), in each case on terms which, in Snark BidCo's opinion, are acceptable;

(iii) no circumstances having occurred which could have a material adverse effect or could reasonably be expected to have a material adverse effect on Sleep Cycle's financial position, prospects or operations, including Sleep Cycle's sales, results, liquidity, equity ratio, equity or assets;

(iv) neither the Offer nor the acquisition of Sleep Cycle being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance;

(v) Sleep Cycle not taking any action that is likely to impair the prerequisites for making or completing the Offer;

(vi) no information made public by Sleep Cycle or disclosed by Sleep Cycle to Snark BidCo being materially inaccurate, incomplete or misleading, and Sleep Cycle having made public all information which should have been made public by Sleep Cycle; and

(vii) no other party announcing an offer to acquire shares in Sleep Cycle on terms more favorable to the shareholders of Sleep Cycle than the Offer.

Snark BidCo reserves the right to withdraw the Offer in the event that it becomes clear that any of the above conditions is not satisfied or cannot be satisfied. However, with regard to conditions (ii)–(vii) above, the Offer may only be withdrawn where the non-satisfaction of such condition is of material importance to Snark BidCo's acquisition of Sleep Cycle or if otherwise approved by the Swedish Securities Council.

Snark BidCo reserves the right to waive, in whole or in part, one or more of the conditions above, including, with respect to condition (i) above, to complete the Offer at a lower level of acceptance.

Information about Snark BidCo and Altor

Snark BidCo is a newly established Swedish limited liability company (with corporate registration number 559583-2998, domiciled in Stockholm, Sweden), owned by Altor Fund V. Snark BidCo was founded on 14 April 2026 and registered with the Swedish Companies Registration Office on 27 April 2026. Snark BidCo has never conducted, and at present does not conduct, any business, and its sole business purpose is to make the Offer.

Since inception, the family of Altor funds has raised more than EUR 12 billion in total commitments. The funds have invested in more than 100 companies. The investments have been made in medium-sized companies predominantly in Nordic and DACH with the aim to create value through growth initiatives and operational improvements. Among current and past investments are Audiowell, CCM, Meltwater and Toteme. For more information visit altor.com.

Financing of the Offer

The cash consideration payable in respect of the Offer is financed by funds available to Snark BidCo by way of debt financing provided to Snark BidCo on terms customary for financing of public offers on the Swedish market. The above-mentioned financing provides Snark BidCo with sufficient funds to satisfy in full the consideration payable in respect of the Offer and, accordingly, the completion of the Offer is not subject to any financing condition.

Due diligence in connection with the Offer

Snark BidCo has, in connection with the preparations of the Offer, conducted a limited confirmatory due diligence review of Sleep Cycle. Sleep Cycle has confirmed that Snark BidCo has not been provided with any inside information regarding Sleep Cycle in connection with the due diligence review, except for information published by Sleep Cycle on 29 April 2026 through a press release containing Sleep Cycle's interim report for January – March 2026.

Approvals from authorities

According to Snark BidCo's assessment, the transaction will require approval from the Inspectorate of Strategic Products (ISP) in Sweden. Snark BidCo has commenced the process of filing a notification of the transaction with the ISP. Snark BidCo expects the relevant approval to be granted prior to the expiry of the acceptance period.

Preliminary timetable

Publication of the offer document 27 May 2026

Acceptance period 28 May 2026–22 June 2026

Commencement of settlement On or about 30 June 2026

As set out above, the completion of the Offer is conditional upon, *inter alia*, the receipt of all regulatory, governmental or similar clearances, approvals and decisions that are necessary for the Offer and the acquisition of Sleep Cycle. Such clearances, approvals and decisions are expected to have been received by the end of the acceptance period for the Offer.



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Snark BidCo further reserves the right to extend and shorten the acceptance period for the Offer, one or several times, as well as to postpone the time for settlement.

Compulsory redemption proceedings and delisting

If Snark BidCo, whether in connection with the Offer or otherwise, acquires shares representing more than 90 percent of the total number of shares in Sleep Cycle, Snark BidCo intends to commence compulsory redemption proceedings under the Swedish Companies Act (2005:551) to acquire all remaining shares in Sleep Cycle and to promote delisting of Sleep Cycle's shares from Nasdaq Stockholm.

Governing law and disputes

The Offer and the agreements entered into between Snark BidCo and Sleep Cycle's shareholders in relation to the Offer, shall be governed by and be interpreted in accordance with Swedish law. Disputes concerning, or arising in connection with the Offer, shall be settled exclusively by Swedish courts, with the Stockholm District Court as first instance.

The Takeover Rules and the Swedish Securities Council's rulings and statements on the interpretation and application of the Takeover Rules are applicable to the Offer. Furthermore, Snark BidCo has, in accordance with the Swedish Act on Public Takeovers on the Stock Market (Sw. *lag om offentliga uppköpserbjudanden på aktiemarknaden (2006:451)*), undertaken to Nasdaq Stockholm to comply with the Takeover Rules and to submit to any sanctions that can be imposed on Snark BidCo by Nasdaq Stockholm in the event of a breach of the Takeover Rules.

Advisors

Snark BidCo and Altor have retained DNB Carnegie Investment Bank AB as financial advisor and Advokatfirman Vinge KB as legal adviser in connection with the Offer.

Snark BidCo

The Board of Directors

Information about the Offer

Information about the Offer is made available at:

www.building-for-wellness.se



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The information was submitted for publication on 11 May 2026, 07:30 CEST.

Important information

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.

This announcement is not an offer, whether directly or indirectly, in Australia, Hong Kong, Japan, New Zealand, South Africa or the United States of America or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law (the "Restricted Jurisdictions").

The release, publication or distribution of this press release in or into jurisdictions other than Sweden may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than Sweden should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in Sweden to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement has been prepared for the purpose of complying with Swedish law, the Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules and the information disclosed may not be the same as that which would have been disclosed if this press release had been prepared in accordance with the laws of jurisdictions other than Sweden.

Unless otherwise determined by Snark BidCo or required by Swedish law, the Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any use, means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.



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Accordingly, copies of this press release and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.

The availability of the Offer to shareholders of Sleep Cycle who are not resident in and citizens of Sweden may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in or citizens of Sweden should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

The Offer, the information and documents contained in this press release are not being made and have not been approved by an authorized person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the information and documents contained in this press release are not being distributed to, and must not be passed on to, the general public in the United Kingdom, unless an exemption applies. The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under 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 day to day control of the affairs of a body corporate; or to acquire 50 percent or more of the voting shares in a body corporate, within article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential and other effects of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", "estimates", "plans", "will be" or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results and developments may differ materially from those expressed in, or implied or projected by these forward-looking statements due to many factors, many of which are outside the control of Snark BidCo. Forward-looking statements appear in a number of places throughout this announcement and the information incorporated by reference into this announcement and may include statements regarding the intentions, beliefs or current expectations of Snark BidCo or Sleep Cycle concerning, amongst other things: (i) future capital expenditures, expenses,



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revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies, the expansion and growth of Snark BidCo's or Sleep Cycle's business operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation and industry changes on the business of Snark BidCo or Sleep Cycle. Any forward-looking statements made herein speak only as of the date on which they are announced. Except as required by the Takeover Rules or applicable law or regulations, Snark BidCo expressly disclaims any obligation or undertaking to publicly announce updates or revisions to any forward-looking statements contained in this press release or the offer document to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that Snark BidCo or Sleep Cycle have made or may make.

Important notice to shareholders in the United States of America

The Offer, which is governed by Swedish law, is not directed to shareholders in the United States of America. The Offer is not open to acceptance by persons resident or otherwise located in the United States of America, and any purported or attempted acceptance of the Offer by persons resident or located in the United States of America or which, in the judgement of Snark BidCo, appears to be made by persons resident or located in the United States of America will not be accepted.

The Offer described in this press release is made for the issued and outstanding shares of Sleep Cycle, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States of America.

Holders of the shares of Sleep Cycle domiciled or resident in the United States of America (the "U.S. Holders") are encouraged to consult with their own advisors regarding the Offer.

Sleep Cycle's financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to the financial statements or financial information of companies in the United States of America or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

U.S. Holders should note that Sleep Cycle is not listed on a United States of America securities exchange, is not subject to the periodic requirements of the U.S. Exchange Act and is not required to, and does not, file any reports with the United States Securities and Exchange Commission.

It may be difficult for U.S. Holders to enforce their rights and any claims they may have arising under the U.S. federal or state securities laws in connection with the Offer, since Sleep Cycle is located in another country other than the United States of America, and some or all of its officers and directors may be residents of countries other than the United States of America. U.S. Holders may not be able to sue Sleep Cycle or Snark BidCo or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Sleep Cycle or Snark BidCo and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved the Offer, passed any comments upon the merits or fairness of the Offer, passed any comment upon the adequacy or completeness of this press release or the offer document or passed any comment on whether the content in this press release or the offer document is correct or complete. Any representation to the contrary is a criminal offence in the United States of America.

[1] A newly established Swedish private limited liability company (Sw. *privat aktiefbolag*) controlled by Altor Fund V (No. 1) AB (corporate registration number 559171-3663) and Altor Fund V (No. 2) AB (corporate registration number 559166-9709), with corporate registration number 559583-2998 and under name change from Goldcup 39639 AB.

[2] Managed by Altor Fund Manager AB (corporate registration number 556962-9149) (together with Altor Fund V, "**Altor**").

[3] Based on 20,277,563 outstanding shares in Sleep Cycle.

[4] Based on 20,277,563 outstanding shares in Sleep Cycle.

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About Sleep Cycle

Sleep Cycle is a leader in AI-powered sleep analysis, built on extensive research and proprietary data, including over 3 billion nights of sleep analyzed. The Company collaborates with leading universities in sleep research. Sleep Cycle is best known for operating the most downloaded sleep-related app.

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