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Press release 6 October 2021

# Byggfakta Group publishes prospectus and announces price for its initial public offering on Nasdaq Stockholm

Following the announcement of its intention to float on 27 September 2021, Byggfakta Group Nordic HoldCo AB (publ) ("Byggfakta Group", "Byggfakta" or the "Company"), a leading market intelligence and sales enablement platform for the European construction industry, hereby publishes its prospectus and announces the price for the offering (the "Offering") and listing of its shares on Nasdaq Stockholm. The first day of trading is expected to be 15 October 2021. AMF, Danica Pension Livsforsikringsaktieselskab, Didner & Gerge Fonder AB, Första AP-Fonden (AP1), Grandeur Peak Global Advisors, Lazard Asset Management and Tredje AP-Fonden (AP3) have undertaken, subject to certain conditions, to acquire shares in the Offering for an amount of MSEK 3,100.

## The Offering in brief

- The price per share in the Offering is SEK 75 (the "**Subscription price**"), corresponding to a total value of approximately MSEK 16,400 for all outstanding shares in the Company after the Offering.

- The Offering comprises between 76,979,359 shares and up to 99,482,269 shares, corresponding to approximately 35 per cent and approximately 45 per cent of the total number of shares in the Company after the Offering and the completion of the In-kind Issue and the Set-off Issue<sup>1</sup>, provided that the Over-Allotment is utilised in full<sup>2</sup>. This corresponds to a value of the Offering of between MSEK 5,773 and MSEK 7,461.
- In the Offering, 43,528,546 shares will be newly issued shares, with the remaining shares sold in the Offering offered by existing shareholders SSCP Bygger Holdings S.C.A and Bock Capital EU Luxembourg Tricycle S.á.r.l. (the “**Principal Shareholders**”), indirectly controlled by Stirling Square Capital Partners and TA Associates, respectively, as well as certain members of management (together the “**Selling Shareholders**”).
- The 43,528,546 newly issued shares in the Offering are expected to provide the Company with proceeds of approximately MSEK 3,265 before transaction costs.
- AMF, Danica Pension Livsforsikringsaktieselskab, Didner & Gerge Fonder AB, Första AP-Fonden (AP1), Grandeur Peak Global Advisors, Lazard Asset Management and Tredje AP-Fonden (AP3) have undertaken, subject to certain conditions, to acquire shares in the Offering for an amount of MSEK 3,100. The undertakings represent 19 per cent of the total number of outstanding shares in the Company upon completion of the Offering, the completion of the In-kind Issue and the Set-off Issue. The undertakings represent 42 per cent of the shares in the Offering assuming it is fully subscribed on the maximum amount of shares offered by the Selling Shareholders and the Over-allotment Option is exercised in full.
- In connection with the Offering, each of the Company (180 days), its Directors and the Selling Shareholders have agreed to customary lock-up arrangements restricting the disposal of Shares for a period of time following Admission.
- The shares will be offered to the general public in Sweden and to institutional investors in Sweden and internationally.
- The application period for the general public in Sweden is expected to be 7-14 October 2021.
- The application period of institutional investors is expected to be 7-14 October 2021.
- The first day of trading on Nasdaq Stockholm is expected to be 15 October 2021 and the shares will trade under the trading symbol “BFG”.

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<sup>1</sup> In addition to the new issue of shares the Company intends to, pursuant to the completion of the acquisition of BCI Media Pty Ltd (“**BCI**”), carry out the In-kind Issue of new shares to the sellers of BCI as well as carrying out the Set-off Issue to the Principal Owners in order to settle a part of the Shareholder Loan to the Group. For additional information please refer to the prospectus.

<sup>2</sup> To cover any over-allotments in relation to the Offering, the Principal Shareholders have committed to sell between 10,040,786 shares and up to an additional 12,975,948 shares, corresponding to approximately 15 per cent of the shares encompassed by the Offering. Should the Over-Allotment not be utilized, the Offering would correspond to between 31 per cent and 40 per cent of the total number of shares in the Company after the Offering and the completion of the In-kind Issue and the Set-off Issue. This corresponds to a value of the Offering of between approximately MSEK 5,020 and approximately MSEK 6,488. For additional information please refer to the prospectus.

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## Background and reasons for the listing of shares and the Offering

The principal shareholders together with the Company's board and management, believe that a listing of the Company's shares on Nasdaq Stockholm is an important stage in the development of the Company. The Company expects a listing to further increase the awareness of Byggfakta's operations and activities, benefitting Byggfakta's future potential by strengthening the Company's profile and brand with customers and other stakeholders in the construction ecosystem, as well as increasing the ability to attract and retain qualified employees and key management. The IPO will also provide Byggfakta with access to the Swedish and international capital markets and enable a continued active M&A agenda.

## About Byggfakta Group

Byggfakta Group, headquartered in Ljusdal, Sweden, with origins dating back to 1936, is a leading digital platform providing solutions connecting construction value-chain participants, maximising sales and improving efficiency for its customers. The Company's core offering lies across four product segments, targeting different stakeholders in the construction value chain, namely (i) Project Information – a business intelligence sales lead platform; (ii) Specification – specification software digitalising the specification writing process; (iii) Product Information – an online platform for suppliers to showcase their products online, and providing buyers a comprehensive catalogue of curated construction products; and (iv) e-Tendering - eSourcing and eProcurement software.

## Prospectus and application

A prospectus, containing the Offering's complete terms and conditions, will be published today on Byggfakta Group's website ([www.byggfaktagroup.com](http://www.byggfaktagroup.com)), Carnegie's website ([www.carnegie.se](http://www.carnegie.se)), Avanza's website ([www.avanza.se](http://www.avanza.se)) and Nordnet's website ([www.nordnet.se](http://www.nordnet.se)).

## Preliminary timetable

Application period for the general public in Sweden	7-14 October 2021
Application period for institutional investors	7-14 October 2021
First day of trading of Byggfakta Group's shares	15 October 2021
Settlement date	19 October 2021

## Stabilisation measures

In connection with the Offering, Carnegie Investment Bank AB (publ) will act as stabilisation manager ("**Stabilisation Manager**") and may conduct transactions in order to maintain the market price for the shares at a level above that which might otherwise prevail in the open market under up to 30 days from the first day of trading in the Company's share. Such stabilisation transactions may be carried out on Nasdaq Stockholm, in the over-the-counter market or otherwise, at any time during the period starting on the date of commencement of

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trading in the shares on Nasdaq Stockholm and ending not later than 30 calendar days thereafter.

The Stabilisation Manager has no obligation to undertake any stabilisation measures and there is no assurance that stabilisation measures will be undertaken. Under no circumstances will transactions be conducted at a price higher than the one set in the Offering. The Stabilisation Manager may use the Over-Allotment Option to over-allot shares in order to facilitate any stabilisation transaction.

The stabilisation transactions, if conducted, may be discontinued at any time without prior notice but must be discontinued no later than within the aforementioned 30-day period. The Stabilisation Manager must, no later than by the end of the seventh trading day after stabilisation transactions have been undertaken, in accordance with article 5(4) of the Market Abuse Regulation (EU) 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, disclose that stabilisation measures have been undertaken. Within one week of the end of the stabilisation period, the Stabilisation Manager will disclose whether or not stabilisation measures were undertaken, the date on which stabilisation started, the date on which stabilisation was last carried out as well as the price range within which stabilisation was carried out for each of the dates when stabilisation measures were conducted.

#### **About Stirling Square Capital Partners**

Stirling Square Capital Partners is a private equity firm which invests across Europe in mid-market companies with enterprise values between €50million and €500million. Stirling Square manage four funds and a number of co-investment positions, with total committed capital in excess of €2.5billion. Stirling Square was founded in 2002 to help local and national champions transform their businesses into global industry leaders. Since then, Stirling Square have assembled a uniquely constructed, experienced and highly motivated team of international principal investors to deliver a truly pan-European strategy focused on the lower end of the mid-market. For further information about Stirling Square, please visit [www.stirlingsquare.com](http://www.stirlingsquare.com).

#### **About TA Associates**

TA is a leading global growth private equity firm. Focused on targeted sectors within five industries – technology, healthcare, financial services, consumer and business services – the firm invests in profitable, growing companies with opportunities for sustained growth, and has invested in more than 550 companies around the world. Investing as either a majority or minority investor, TA employs a long-term approach, utilizing its strategic resources to help management teams build lasting value in high quality growth companies. TA has raised \$47.5 billion in capital since its founding in 1968 and is committing to new investments at the pace of over \$3 billion per year. The firm's more than 100 investment professionals are based in Boston, Menlo Park, London, Mumbai and Hong Kong. More information about TA can be found at [www.ta.com](http://www.ta.com).

**Advisors**

Carnegie Investment Bank AB (publ) and Jefferies GmbH are Joint Global Coordinators (together, the “**Joint Global Coordinators**”) and Joint Bookrunners. Barclays Bank Ireland PLC, Danske Bank A/S, Denmark, Sverige Filial, and DNB Markets, a part of DNB Bank ASA, Sweden Branch, are Joint Bookrunners (together, with Carnegie Investment Bank AB (publ) and Jefferies GmbH, the “**Joint Bookrunners**”). Advokatfirman Vinge KB and Goodwin Procter LLP are legal advisors to the Company and Principal Shareholders. White & Case LLP is legal advisor to the Joint Global Coordinators and Joint Bookrunners. Avanza Bank AB (publ) and Nordnet Bank AB are Retail Distributors.

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The information was submitted for publication, through the agency of the contact persons set out above, at 16.30 CET on the 6<sup>th</sup> of October 2021.

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## Important Information

This announcement is not an offer to sell or a solicitation of any offer to buy any securities of the Company. The contents of this announcement have been prepared by and are the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

Any offering of the securities referred to in this announcement will be made by means of a prospectus. This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “**Prospectus Regulation**”). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus.

Copies of this announcement are not being made and may not be distributed or sent into the United States of America, Australia, Hong Kong, Canada, New Zealand, Japan, Switzerland or South Africa or any other jurisdiction in which such distribution would be unlawful or would require registration or other measures.

The shares in the Company have not been registered and will not be registered under the United States Securities Act of 1933 as amended or under the securities laws of any state or other jurisdiction in the United States and may not be offered, sold or otherwise transferred, directly or indirectly, in or to the United States, except in accordance with an applicable exemption from or through a transaction that is not subject to the registration requirements of the Securities Act and in accordance with the securities laws of the relevant state or other jurisdiction in the United States.

Furthermore, the securities mentioned in this press release have not been registered and will not be registered under any applicable securities law in Australia, Hong Kong, Canada, New Zealand, Japan, Switzerland or South Africa and may, with certain exceptions, not be offered or sold to or within, or on behalf of a person or for the benefit of a person who is registered, resident or located in, these countries. The Company does not intend to make an offer to the public to acquire the securities mentioned in this press release other than in Sweden.

This announcement is not, and under no circumstances is it to be construed as, an advertisement or a public offering in Canada of the securities referred to herein. No prospectus has been filed with any securities commission or similar regulatory authority in Canada in connection with the offering of the securities described herein and no securities commission or similar authority in Canada has reviewed or in any way passed upon this announcement or the merits of the securities referred to herein. The offer and sale of such securities in Canada is being made on a private placement basis only pursuant to an exemption

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from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws. This announcement and the information contained herein are intended only for and directed to persons in or resident in Canada that are accredited investors and permitted clients, each as defined in applicable Canadian securities laws.

In the EEA Member States, with the exception of Sweden, (each such EEA Member State a “**Relevant State**”), this press release and the information contained herein are intended only for and directed to qualified investors as defined in the Prospectus Regulation. The securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such securities will only be processed for qualified investors. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc”) of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the shares of the Company. Any investment decision to acquire or subscribe for shares in connection with the Offering must be made on the basis of all publicly available information relating to the Company and the Company’s shares. Such information has not been independently verified by the Joint Global Coordinators and the Joint Bookrunners.

Each of the Joint Global Coordinators and Joint Bookrunners are acting exclusively for the Company and no one else in connection with the Offering, and will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the

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protections afforded to their respective clients, nor for providing advice in relation to the Offering or any transaction, matter, or arrangement referred to in this announcement or the Prospectus to be published in connection with the Offering.

None of the Joint Global Coordinators and the Joint Bookrunners or any of their respective affiliates or any of their or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

In connection with the withdrawal of the United Kingdom from the European Union, any of the Joint Global Coordinators and Joint Bookrunners may, at their discretion, undertake their obligations in connection with the proposed Offer by any of their affiliates.

Jefferies GmbH is registered in Germany and authorised and regulated by the *Bundesanstalt für Finanzdienstleistungsaufsicht*.

In connection with the Offer, each of the Joint Global Coordinators and Joint Bookrunners and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Joint Global Coordinators and Joint Bookrunners and any of their respective affiliates acting in such capacity. In addition, the Joint Global Coordinators and Joint Bookrunners and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. None of the Joint Global Coordinators and Joint Bookrunners nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

### **Forward-looking information**

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as “believe,” “expect,” “anticipate,” “intends,” “estimate,” “will,” “may,” “continue”, “should” and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when

made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The information, opinions and forward-looking statements contained in this announcement speak only as of the day they are made and are subject to change without notice. Each of the Company, the Joint Global Coordinators and the Joint Bookrunners and their respective affiliates expressly disclaims any obligation or undertaking to review, update, confirm or release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this communication.

### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in the Company have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “EU Target Market Assessment”). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“UK MiFIR”); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the “UK Target Market Assessment” and, together with the EU Target Market Assessment, the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a

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recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in the Company.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in the Company and determining appropriate distribution channels.