



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 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 ANNOUNCES FINAL OUTCOME OF THE UNCONDITIONAL, RECOMMENDED OFFER TO THE SHAREHOLDERS OF NORDIC WATERPROOFING

On 4 February 2025, Kingspan Holdings (IRL) Limited ("**Kingspan**") announced an unconditional, recommended public 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 182.50 in cash per share (the "**Offer**"). On 3 March 2025, Kingspan announced that it had acquired shares outside the Offer to such an extent that it held more than 90 per cent of the total number of shares and votes in Nordic Waterproofing.¹ On 7 March 2025, Kingspan announced that the Offer had been accepted by shareholders holding in total approximately 6.02 per cent of the shares and votes in the Company and that Kingspan, together with the shares already owned by Kingspan prior to the announcement of the Offer and the shares acquired by Kingspan outside the Offer, in total controlled 23,636,682 shares in Nordic Waterproofing, corresponding to approximately 98.14 per cent of the total number of shares and votes in the Company. In connection therewith, the acceptance period was extended to provide the remaining shareholders in Nordic Waterproofing time to accept the Offer.

The extended acceptance period ended on 20 March 2025. During the extended acceptance period, a total of 103,241 shares had been tendered in the Offer, corresponding to approximately 0.43 per cent of the shares and votes in the Company. Kingspan has also acquired a total of 14,920 shares in Nordic Waterproofing outside the Offer during the extended acceptance period, corresponding to approximately 0.06 per cent of the total number of shares and votes in the Company. Following the end of the extended acceptance period, Kingspan thereby controls in total 23,754,843 shares, corresponding to approximately 98.63 per cent of the total number of shares and votes in the Company. Neither Kingspan nor any of its affiliates or other closely related parties own or control any other financial instruments in Nordic Waterproofing that give a financial exposure to the Company's shares. Kingspan has not acquired any shares in Nordic Waterproofing outside the Offer at a price exceeding the price in the Offer.

Settlement for shares tendered in the Offer during the extended acceptance period is expected to be initiated on or around 27 March 2025. Kingspan will not extend the acceptance period any further and the Offer is thereby closed.

Kingspan has initiated compulsory redemption proceedings under the Swedish Companies Act (2005:551) to acquire all remaining shares in the Company. Furthermore, Nordic Waterproofing has, as per Kingspan's request, applied for delisting of Nordic Waterproofing's shares from Nasdaq Stockholm. The application has been approved by the stock exchange and the last day of trading in the Company's shares on Nasdaq Stockholm is 24 March 2025.

Kingspan has retained Lazard as financial advisor and Advokatfirman Cederquist as legal advisor in connection with the Offer.

¹ In this press release, all percentages are calculated based on a total of 24,083,935 shares in Nordic Waterproofing (including 72,757 shares held in treasury by the Company).



For additional information please contact:

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

The information was submitted for publication on 21 March 2025, at 11.45 (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, Belarus, Canada, Hong Kong, Japan, New Zealand, South Africa, Russia 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.