



Statement from the independent bid committee of OEM International in relation to the public takeover offer by EQT X

Background

This statement is made by the independent bid committee (the “**Bid Committee**”) of the board of directors of OEM International AB (publ) (“**OEM International**” or the “**Company**”) pursuant to Rule II. 19 of the Takeover rules for Nasdaq Stockholm and Nordic Growth Market NGM (the “**Takeover Rules**”).

EQT X[1], through Oak BidCo S.à r.l.[2] (jointly with EQT X, “**EQT**”), has today announced a public offer to the shareholders of OEM International to tender all their shares in the Company to EQT at a price of SEK 110 in cash per share (the “**Offer**”). The class B shares in OEM International are admitted to trading on Nasdaq Stockholm, Mid Cap.

OEM International’s four largest shareholders in terms of votes, Orvaus AB, Siv Franzén, Agne Svenberg and AB Traction (the “**Key Owners**”), have irrevocably undertaken to EQT to accept the Offer in respect of a majority of their respective shareholdings, in aggregate approximately 72.5 per cent of the total votes[3] and approximately 25.7 per cent of the total share capital in OEM International. These undertakings apply even if a higher competing offer would be announced.

The Offer represents:

- approximately 12.3 per cent discount compared to the closing price of SEK 125.40 of OEM International’s class B shares on Nasdaq Stockholm on 4 November 2024, which was the last trading day prior to the announcement of the Offer; and
- approximately 6.6 per cent discount compared to the volume-weighted average trading price of SEK 117.77 of OEM International’s class B shares on Nasdaq Stockholm during the last 30 trading days prior to the announcement of the Offer.

The total value of the Offer amounts to approximately SEK 15,251 million.[4]

The acceptance period of the Offer is expected to commence on or around 19 December 2024 and expire on or around 27 February 2025, subject to any extensions.

The completion of the Offer is conditional upon the receipt of all regulatory, governmental or similar clearances, approvals and decisions that are necessary for the Offer and the acquisition of OEM International, in each case on terms which, in EQT’s opinion, are acceptable. For the avoidance of doubt, the completion of the Offer is not conditional upon reaching a certain minimum acceptance level.



For further information about the Offer, see www.industrial-components-partner.com.

The board of directors of OEM International has appointed a Bid Committee consisting of the independent board members Ulf Barkman, Jörgen Rosengren and Åsa Söderström Winberg to represent OEM International in all matters relating to the Offer. The board members Petter Stillström, Mattias Franzén, Richard Pantzar and Per Svenberg have such a connection to the Key Owners, who have irrevocably undertaken to accept the Offer in respect of a majority of their shareholdings, that they are deemed to have a conflict of interest pursuant to Rule II.18 of the Takeover Rules. These board members have therefore not participated and will not participate in the Company's handling of, or decisions in relation to, the Offer, including the issuance of this statement.

At the written request of EQT, the Bid Committee has permitted EQT to conduct a limited and confirmatory due diligence review of OEM International in connection with the preparations of the Offer. EQT has not been provided with any inside information in connection with the due diligence review.

The Bid Committee has engaged Mannheimer Swartling Advokatbyrå as legal advisor and Lenner & Partners Corporate Finance AB ("**Lenner & Partners**") as financial advisor in relation to the Offer.

Further, the Bid Committee has obtained an independent fairness opinion from Lenner & Partners in accordance with Rule II.19 and III.3 of the Takeover Rules. The fairness opinion is attached to this statement. For both the assignment as financial advisor and for the fairness opinion, Lenner & Partners receives a fixed fee that is not dependent on the price of the Offer, the extent to which the Offer is accepted or whether the Offer is completed or not.

Impact on OEM International and its employees

In accordance with the Takeover Rules the Bid Committee is required, on the basis of EQT's statement in the press release announcing the Offer, to present its opinion regarding the impact that the implementation of the Offer will have on OEM International, particularly on terms of employment, and its opinion regarding EQT's strategic plans for the Company and the effect it is anticipated that such plans will have on employment and on the locations where the OEM International operates. In this regard, EQT has stated, among other things, the following:

"EQT is impressed by OEM International's management team and their achievements to date and intends to continue develop the decentralized model and entrepreneurial focus that has made the Company successful. There are no decisions on any material changes that may impact OEM International's employees and management or the existing organization and operations, including the terms of employment and locations of the business."

The Bid Committee assumes that this description is accurate and has for relevant purposes no reason to adopt a different opinion.

The Bid Committee's statement on EQT's Offer



The Bid Committee's opinion of the Offer is based on an overall assessment of a number of factors that the Bid Committee has considered relevant in the evaluation of the Offer. These factors include, but are not limited to, the market share price of OEM International, the Company's strategic options given its operational and financial prerequisites, OEM International's long-term growth plans and the risks, challenges and opportunities associated with these, as well as prevailing market conditions and challenges in each market in which OEM International operates. Further, the Bid Committee has analysed the Offer using the methods normally used for evaluating public offers for listed companies, including OEM International's valuation in relation to comparable listed companies and comparable transactions, premiums in previous public offers, the stock market's expectations in respect of OEM International and the Bid Committee's view on the Company's long-term value, based on expected future cash flows.

The Bid Committee initially recognised that the four Key Owners have irrevocably undertaken to accept the Offer, including the offer consideration, in respect of a substantial majority of their respective shareholdings and thereby a significant majority of the votes in the Company, and that the completion of the Offer is not conditional upon the fulfilment of a certain minimum acceptance level. In light of this, and that the orderly change of control which completion of the Offer could enable was considered to be in the best interest of all shareholders, the Bid Committee approved EQT's request to conduct the limited and confirmatory due diligence review of OEM International which was a condition for EQT to announce the Offer, and consequently to complete the acquisitions of the Key Owners' shares. The Bid Committee also concluded that, as the Offer is not conditional upon a certain minimum acceptance level, the completion of the Offer would allow all shareholders the election between realising their shareholdings for cash consideration at the same price as the Key Owners, or remaining as a long-term shareholder of the Company under a new main shareholder.

During the due diligence process the Bid Committee has, in accordance with the valuation principles set out above and taking into account the fairness opinion issued by Lenner & Partners, analysed the Offer and concluded that it is not fair from a financial perspective. Against this background, the Bid Committee has unanimously decided to recommend the shareholders not to accept the Offer. However, the Bid Committee looks favourably on the orderly change of control that the Offer will enable.

Other

Swedish law applies to this statement and the statement shall be construed accordingly. Disputes arising pursuant to this statement are to be settled exclusively by Swedish courts.

Tranås, on 5 November 2024

OEM International AB

The independent bid committee



This information is information that OEM International is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the contact person set out below, on 5 November 2024 07:45 CET.

Contacts

For further information, please contact Ulf Barkman, +46 70 958 18 00, ulf@barkman-co.se, board member and chairman of the independent bid committee of OEM International.

About Us

OEM International is one of Europe's leading technology trading companies with 34 operating units in 15 countries. The group operates in the trade of components and systems from leading suppliers in selected markets in Europe. A well-structured local market organisation and efficient logistics make OEM a better alternative to the supplier's own sales organisations.

For more information see www.oem.se.

[1] The fund known as EQT X, comprising of EQT X EUR SCSp, a Luxembourg special limited partnership (*société en commandite spéciale*) with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 261.668, and EQT X USD SCSp, a Luxembourg special limited partnership (*société en commandite spéciale*) with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 261.665, both acting by their manager (*gérant*) EQT Fund Management S.à r.l., a Luxembourg limited liability company (*société à responsabilité limitée*), with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 167.972.

[2] A Luxembourg limited liability company (*société à responsabilité limitée*) controlled by EQT X, with its registered office at 51A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 279.270 and under name change from Trace HoldCo S.à r.l.

[3] Provided that the Offer is declared unconditional, Agne Svenberg has undertaken to, in accordance with the Company's articles of association, carry out a reclassification into class B shares of their remaining 598,740 class A shares in the Company not covered under the irrevocable undertaking. Following the reclassification, the total votes of the shares subject to the undertakings amount 73.5 per cent of the total votes.

[4] Based on 138,644,772 shares in OEM International, which excludes 371,082 treasury shares held by OEM International.

This information is information that OEM International 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 below, at 2024-11-05 07:45 CET.



Press Release
05 November 2024 07:45:00 CET

Contacts

For further information, please contact Ulf Barkman, +46 70 958 18 00, ulf@barkman-co.se, board member and chairman of the independent bid committee of OEM International.

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Attachments

[Statement from the independent bid committee of OEM International in relation to the public takeover offer by EQT X](#)

[Fairness Letter \(English Version\)](#)