



PRESS RELEASE

27 April 2026 07:45:00 CEST

Statement by the board of directors of Cint in relation to the public cash offer from TriCarbs BidCo

The board of directors of Cint Group AB (publ) unanimously recommends the shareholders of the company to accept the public cash offer from TriCarbs BidCo AB that was announced on 27 April 2026.

Background

On 27 April 2026, a bid consortium consisting of Triton Fund 6[1] (“**Triton**”), Bolero Holdings SARL (“**Bolero**”), Patrick Comer and Brett Schnittlich (together, the “**Consortium**”), acting through TriCarbs BidCo AB[2] (the “**Bidder**”), announced a public offer to the shareholders in Cint Group AB (publ) (“**Cint**” or the “**Company**”) to transfer all their shares in the Company to the Bidder at a price of SEK 5.60 in cash per share (the “**Offer**”).

This statement regarding the Offer is made by the board of directors of Cint pursuant to Rule II.19 of Nasdaq Stockholm’s takeover rules (the “**takeover rules**”).

The board of directors has engaged DNB Carnegie Investment Bank AB (publ) as financial adviser and Gernandt & Danielsson Advokatbyrå KB as legal adviser in relation to the Offer. In addition, the board of directors has obtained an independent valuation opinion (a so-called fairness opinion) regarding the Offer from KPMG AB. Pursuant to the fairness opinion, which is attached to this statement, KPMG AB deems that the Offer is fair from a financial perspective for the shareholders of the Company (subject to the assumptions and considerations set out in the fairness opinion).

Summary of the Offer

Consideration in the Offer

The Bidder offers SEK 5.60 in cash for each share in Cint.

The Offer values all outstanding shares in the Company at SEK 1,989 million.[3]

The price per share in the Offer represents a premium of:

- 33.0 per cent compared to the closing price of Cint’s shares on Nasdaq Stockholm of SEK 4.21 on 24 April 2026 (which was the last day of trading prior to the announcement of the Offer);
- 41.0 per cent compared to the volume-weighted average trading price of Cint’s shares on Nasdaq Stockholm of SEK 3.97 during the last 30 trading days prior to the announcement of the Offer;
- 64.6 per cent compared to the volume-weighted average trading price of Cint’s shares on Nasdaq Stockholm of SEK 3.40 during the last 60 trading days prior to the announcement of the Offer; and



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- 72.0 per cent compared to the volume-weighted average trading price of Cint's shares on Nasdaq Stockholm of SEK 3.26 during the last 90 trading days prior to the announcement of the Offer.

Conditions for completion of the Offer

Completion of the Offer is conditional upon, among other things, the Offer being accepted to such extent that the Bidder becomes the owner of shares representing more than 90 per cent of the total number shares in the Company (on a fully diluted basis).

The Bidder has reserved the right to waive, in whole or in part, all conditions for completion of the Offer. Consequently, the Bidder has the right to complete the Offer at a lower acceptance level and acquire all shares tendered in the Offer even if this means that the Bidder becomes the owner of less than 90 per cent of all shares in the Company upon completion of the Offer.

The Consortium's existing shareholding in the Company

According to the Bidder's press release announcing the Offer, Bolero holds 105,158,480 shares, Patrick Comer owns or controls, directly or through closely related parties, 12,578,895 shares, and Brett Schnittlich owns or controls 3,102,004 shares in the Company. All such shares will be contributed to the Bidder upon completion of the Offer. Accordingly, the Bidder already controls 34.0 per cent of all outstanding shares in the Company.

Due diligence review

The board of directors has allowed the Bidder to carry out a due diligence review of the Company in connection with the preparations of the Offer. With exception of certain information regarding the Company's financial performance during the first quarter 2026, the Company has not disclosed any inside information relating to the Company to the Bidder during the due diligence review. Cint publicly discloses such inside information through its interim report for the first quarter 2026 today.

Further information about the Offer

The Bidder expects to publish an offer document regarding the Offer on or around 13 May 2026. The acceptance period in the Offer is expected to commence on or around 14 May 2026 and end on or around 12 June 2026.

Further information about the Offer is available in the Bidder's press release announcing the Offer, www.data-driven-future.com.

Conflicts of interest in relation to the Offer



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As Patrick Comer is the CEO of Cint and a member of the Consortium, he is deemed to have a conflict of interest in relation to Cint's handling of the Offer pursuant to Rule II.18 of the takeover rules. Brett Schnittlich has been a member of Cint's senior executive team and is proposed to be elected as a board member of Cint at the annual general meeting on 29 April 2026. If elected as a board member, Brett Schnittlich will also be deemed to have a formal conflict of interest pursuant to Rule II.18 of the takeover rules.

Patrick Comer has, in his capacity as CEO of Cint, assisted the Company during the Bidder's due diligence review of Cint prior to the announcement of the Offer. However, neither Patrick Comer nor Brett Schnittlich have participated, or will going forward participate, in Cint's handling or decisions in relation to the Offer.

The board of directors' opinion on the impact of the Offer on the Company and its employees

Pursuant to the takeover rules, the board of directors is required to, based on the Bidder's statement in its announcement of the Offer, present its opinion on the impact that the implementation of the Offer will have on the Company, particularly in terms of employment, and its opinion regarding the Bidder's strategic plans for the Company and the effects it is anticipated that such plans will have on employment and the locations where the Company conducts its operations. In its press release announcing the Offer, the Bidder states:

"TriCarbs BidCo's plans for Cint's future business and general strategy do not currently include any material changes to Cint's operational sites or its management and employees, including their terms of employment."

The board of directors assumes that this statement is accurate and has no reason to take a different view.

The board of directors' evaluation of the Offer

Background

In evaluating the Offer, the board of directors has taken into account a number of factors which it, together with its advisors, deems relevant. These factors include, among other things, the Company's current strategic and financial position, prevailing market conditions and the expected and potential development of the Company as well as related opportunities and risks. The board of directors has applied valuation methods that are normally used in evaluations of public offers, including how the Offer values Cint in relation to comparable listed companies, comparable transactions, bid premiums in previous public offers, the stock market's expectations on the Company and the board of directors' view of the Company's value and position based on expected future cash flows.



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The board of directors would like to particularly highlight the following considerations.

Considerations regarding the future value of Cint

In 2025, the Company announced a three-year strategy plan to streamline operations and accelerate profitable growth (“**Cint 2.0**”) as well as new financial targets. The Company is currently in the execution phase of Cint 2.0. The board of directors is of the opinion that the Company is well-positioned to execute on Cint 2.0 and deliver on its financial targets. However, while the board of directors views the Company and its future prospects positively, the board wants the Company’s shareholders to be aware, when considering the Offer, that the work of executing on Cint 2.0 and delivering on its financial targets is associated with both business and external risks, including timing risks related to such execution and deliverable. It is not possible for the board of directors of the Company to guarantee a future value of the Company’s shares or that the risk adjusted potential value of the Company exceeds the value of the Offer.

Considerations regarding bid premiums in comparable transactions

The offer price represents a premium of 33.0 per cent compared to the closing price of Cint’s share on Nasdaq Stockholm on 24 April 2026 (which was the last trading day prior to the announcement of the Offer), and a premium of 41.0, 64.6 and 72.0 per cent compared to the volume-weighted average prices of Cint’s share on Nasdaq Stockholm during the last 30, 60 and 90 trading days prior to the announcement of the Offer, respectively. Accordingly, the Offer provides shareholders with an opportunity to realise the value of their entire holding at a price that may not be possible to achieve through a sale on Nasdaq Stockholm in the foreseeable future. The bid premiums are also in line with comparable public cash offers announced on Nasdaq Stockholm in recent times.

Considerations regarding potential higher competing public offers

The board of directors has taken into account that the Consortium already controls 34.0 per cent of all outstanding shares in the Company, and that the Bidder states in its press release announcing the Offer that each of Triton Fund 6, Bolero, Patrick Comer and Brett Schnittlich have agreed to co-operate on an exclusive basis and may not initiate, negotiate or pursue any similar transaction to the Offer other than as part of the Consortium.

For a majority shareholder to have a right pursuant to the Swedish Companies Act to carry out a so-called compulsory redemption of the shares that the majority shareholder does not already own (a so-called “squeeze-out”), the majority shareholder must hold more than 90 per cent of all shares in the Company.

As Bolero controls more than 10 per cent of all shares in the Company and have agreed to co-operate with the other members of the Consortium on an exclusive basis, a competing bidder intending to acquire all shares in the Company would thus have to reach an agreement with the Consortium regarding the tendering of the Consortium members’ shares in Cint to the competing offer or a transfer of such shares to the competing bidder.



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Considerations regarding the Bidder's significant shareholding in the Company and right to complete the Offer at any acceptance level

The Consortium already controls 34.0 per cent of all outstanding shares and votes in the Company. Completion of the Offer is conditional upon the Offer being accepted to such extent that the Bidder becomes the owner of shares representing more than 90 per cent of the total number of shares in the Company (on a fully diluted basis). However, the Bidder has reserved the right to waive this completion condition, meaning the Bidder has the right to complete the Offer at a lower acceptance level and acquire all shares tendered in the Offer even if this means that the Bidder does not become the owner of more than 90 per cent of all shares in the Company.

If the Bidder does not become the owner of more than 90 per cent of all shares in the Company, the Bidder will not have the right to acquire the remaining shares in the Company through a compulsory redemption process. Further, if the Bidder does not become the owner of more than 90 per cent of all shares in the Company, the Bidder may not be able to promote a delisting of the Company's shares from Nasdaq Stockholm for a significant period of time after completion of the Offer.

Shareholders in the Company who are considering to not accept the Offer and instead retain their ownership in the Company should thus take into account that they may be shareholders in Cint that is still listed with the Bidder having significant influence over matters requiring approval by the general meeting of shareholders of the Company. The Bidder's interests may deviate from those of other shareholders in such matters.

Those considering to not accept the Offer and instead retain their ownership in the Company should also consider that the number of shares in public hands may be limited after the Offer, even if the shares remain listed on Nasdaq Stockholm. A limited number of shares in public hands may result in a limited trading in the shares on Nasdaq Stockholm. A limited trading may in turn lead to increased price fluctuations for the shares and difficulties for shareholders to realise the value of their holdings in whole or in part.

The board of directors urges those considering not accepting the Offer to take into account that it is not possible to guarantee that the market price of the Company's shares will exceed the consideration in the Offer in the future and that a continued shareholding in the Company after the Offer is associated with risks.

Fairness opinion from KPMG

The board of directors has, in accordance with the requirements set out in Section III of the takeover-rules, obtained a fairness opinion regarding the Offer from KPMG AB. KPMG AB receives a fixed fee for issuing the fairness opinion that is not dependent on the size of the consideration in the Offer, the extent to which acceptances of the Offer are received or whether the Offer is completed.



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Pursuant to the fairness opinion, which is attached to this statement, KPMG AB deems that the Offer is fair from a financial perspective for the shareholders of the Company (subject to the assumptions and considerations set out in the fairness opinion).

The board of directors' recommendation

Based on the above considerations, the board of directors unanimously recommends the shareholders of Cint to accept the Offer.

Governing law and disputes

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

* * *

27 April 2026

Cint Group AB (publ)

The board of directors

[1] Triton Fund 6 comprises (i) Triton Fund 6 SCSp, (ii) Triton Fund 6 F&F SCSp, (iii) Triton Fund 6 F&F No.2 SCSp and (iv) Triton Fund 6 F&F No.3 SCSp.

[2] TriCarbs BidCo AB (under name change from Goldcup 39518 AB) is a newly established Swedish private limited liability company with company registration number 559581-3097, that is currently owned (indirectly) by Triton Fund 6 and will, upon completion of the Offer become co-owned by all members of the Consortium.

[3] For the purposes of this statement, the total number of outstanding shares in Cint is 355,113,345 shares, being all 355,148,417 registered shares less the 35,072 shares held in treasury by Cint at the time of the announcement of this statement. The board of directors of Cint has proposed to the annual general meeting that will be held on 29 April 2026 that all 35,072 treasury shares shall be cancelled.

For more information please contact:

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About Cint

Cint is a global leader in research and measurement technology connecting brands, researchers, academics, or anyone with a question, to a network of over 800 suppliers representing millions of engaged respondents in 130+ countries. The Cint Exchange empowers users to gather insights at scale to build business strategies, develop research-enabled solutions, publish credible research, and more. Lucid Measurement by Cint, our advanced set of media measurement solutions, gives advertisers, media owners, and agencies the tools to measure the effectiveness and brand lift of cross-channel advertising campaigns in real time to optimize media performance while campaigns are live. Both products leverage Cint's global network of suppliers including panel providers, mobile apps, loyalty programs, and other online communities. These companies use our audience monetization tools to monetize their communities by matching them to survey opportunities.

At Cint, we're feeding the world's curiosity.

Cint Group AB (publ), listed on Nasdaq Stockholm (STO: CINT), has a global workforce of over 700. Cint has offices in Stockholm, London, New York, New Orleans, Singapore, Gurgaon, and Sydney, among other locations.

This information is information that Cint 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 2026-04-27 07:45 CEST.

Attachments

Statement by the board of directors of Cint in relation to the public cash offer from TriCarbs BidCo
Fairness Opinion (ENG)