

Press Release June 15, 2022

STATEMENT FROM THE BOARD OF DIRECTORS OF TRANSCENDENT GROUP IN RELATION TO THE PUBLIC TENDER OFFER BY FCG

This statement is made by the Board of Directors^[1] of Transcendent Group AB (publ) ("**Transcendent Group**" or the "**Company**") pursuant to Section II.19 of the Takeover rules for certain trading platforms (the "**Takeover Rules**").

Conclusion

The Board unanimously recommends the shareholders of Transcendent Group to accept FCG Holding Sverige AB's public tender offer.

Background

On June 15, 2022, FCG Holding Sverige AB ("**FCG**") made a public tender offer to the shareholders of Transcendent Group to tender all their shares in the Company to FCG (the "**Offer**"). FCG offers SEK 36.75 cash for each share in Transcendent Group, corresponding to a total value for all shares in the Company of approximately SEK 239.9 million^[2]. The Offer price will not be increased.

The Offer entails a premium of:

- approximately 20.9 per cent compared to the closing price of SEK 30.40 for the Transcendent Group share on Nasdaq First North Premier on June 14, 2022 (being the last day of trading prior to the announcement of the Offer);
- approximately 24.5 per cent compared to the volume-weighted average price, adjusted for the carried out dividend of SEK 1.50 per share, of SEK 29.52^[3] for the Transcendent Group share on Nasdaq First North Premier during the last 30 trading days prior to the announcement of the Offer;
- approximately 35.6 per cent compared to the volume-weighted average price, adjusted for the carried out dividend of SEK 1.50 per share, of SEK 27.10^[4] for the Transcendent Group share on Nasdaq First North Premier during the last 180 trading days prior to the announcement of the Offer; and
- approximately 14.8 per cent compared to the highest registered closing price of SEK 32.00, which was noted on October 25, 2021, for the Transcendent Group share on Nasdaq First North Premier since the first trading day on October 22, 2019.

The acceptance period for the Offer is estimated to run from June 16, 2022, until around July 7, 2022, with reservations for possible extensions.

The Board has, following a written request from FCG, given FCG the opportunity to conduct a limited due diligence investigation of confirmatory nature regarding the Company in connection with the preparations for the Offer, and FCG has in connection therewith also met with the Company's management. Besides the forecast for 2022 published by the Company through a press release on June 15, 2022, FCG has not been provided with any inside information during the due diligence investigation.

The completion of the Offer is conditional on customary conditions, e.g. that FCG becomes the owner of shares representing more than 90 per cent of the total number of outstanding shares in the Company and, with respect to the Offer and the completion of the acquisition of the Company, receipt of all necessary approvals from authorities being obtained on terms which, in FCG's opinion, are acceptable. FCG has reserved the right to waive these and other conditions in accordance with the Offer.

Shareholders in the Company, i.a. the chairman of the Board, Martin Malm, Board member Magnus Juvas and CEO Lars Vold-Andersen, together representing approximately 64 per cent of the shares and votes in the Company have irrevocably undertaken to accept the Offer regardless if a higher offer will be made.

For further information regarding the Offer, see the press release published by FCG on June 15, 2022, and the offer document regarding the Offer that will be published before the acceptance period commences.

For the purpose of handling questions related to the Offer, the Board has instructed the independent Board members Sigrun Hjelmqvist, Ingrid Nordlund and Jan Palmqvist to form an independent bid committee to, on behalf of the Board, handle all questions related to the Offer. The chairman of the Board, Martin Malm and Board member Magnus Juvas have undertaken to accept the Offer and have therefore not participated in the handling of or resolutions on questions related to the Offer.

As part of the Board's evaluation of the Offer, the Board has obtained a fairness opinion from Deloitte AB. The fairness opinion, which is attached as an appendix to this press release, states that Deloitte AB considers that the Offer is fair from a financial point of view for the shareholders in Transcendent Group. It is noted that Deloitte AB's fee for the engagement does not depend on the size of the consideration, to what extent the Offer is accepted or whether the Offer is completed or not.

The Board has appointed KANTER Advokatbyrå as legal advisor in connection with the Offer.

The Board's assessment of the Offer

Process

The Board's opinion of the Offer is based on an evaluation of a number of different factors the Board has determined to be relevant when evaluating the Offer. These

factors include, but are not limited to, the Company's current position, the expected future development of the Company and thereto related possibilities and risks. Also, the assessment is based on Deloitte AB's valuation statement regarding the fairness from a financial perspective for the shareholders of Transcendent Group.

Considerations

The Board is of the opinion that the Offer represents an offer premium in line with market practise. In addition, Deloitte AB, in accordance with the appended fairness opinion, considers that the Offer is fair from a financial point of view for the shareholders in Transcendent Group.

Conclusion

Taking into account the opportunities and risks of the Company, the Board concludes that the Offer represents an attractive offer to the shareholders.

In light of the above the Board unanimously recommends the shareholders of Transcendent Group to accept the Offer.

Effect on Transcendent Group

Under the Takeover Rules the Board is required, on the basis of FCG's statements in its Offer announcement, to make public its opinion of the effects the implementation of the Offer may have on the Company, specifically employment, and its views on FCG's strategic plans for Transcendent Group and the effect these may be expected to have on employment and the places where Transcendent Group conducts its operations. FCG has in the Offer press release stated the following:

“FCG greatly values the relationship with and the competence of the Transcendent Group management and employees which are expected to have a continued important role in the company's development. With FCG's knowledge regarding Transcendent Group and the current conditions, FCG does not foresee any material changes as a result of the Offer with regards to Transcendent Group's management and employees (including terms of employment) or for the employment and the operations on the locations where the company conducts its business.”

The Board assumes that this description is accurate and has in relevant aspects no reason to take a different view.

This statement shall in all respects be governed by and construed in accordance with substantive Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts. This statement has been made in a Swedish and English version. In case of any discrepancies between the Swedish and the English text, the Swedish text shall prevail.

Stockholm, June 15, 2022

The Board of Directors of Transcendent Group AB (publ)

For further information on the Board of Director's statement, please contact:

Sigrun Hjelmqvist, chairman of the independent bid committee
+46 70 497 72 02, sigrun@hjelmquist.se

For information regarding Transcendent Group, please contact:

Martin Malm, chairman of the Board
+46 73 335 94 26, martin.malm@transcendentgroup.com

[1] Chairman of the Board Martin Malm and Board member Magnus Juvas have not, due to the reasons described below, participated in the handling of or resolutions on questions related to the Offer.

[2] Based on the total number of shares of 6,526,611.

[3] Calculated as the volume-weighted average price from June 1, 2022, which was the first day the Transcendent Group share was traded excluding the dividend, and the volume-weighted average price up to and including May 31, 2022 with a reduction corresponding to the dividend of SEK 1.50 per share.

[4] Calculated as the volume-weighted average price from June 1, 2022, which was the first day the Transcendent Group share was traded excluding the dividend, and the volume-weighted average price up to and including May 31, 2022 with a reduction corresponding to the dividend of SEK 1.50 per share.

About Transcendent Group

At Transcendent Group you will meet experienced consultants in Governance, Risk and Compliance. Transcendent Group's services provide security and opportunities for government agencies, businesses and other organizations in a variety of industries. The company was established in Stockholm in 2001 and has from the start built a differentiated offering based on a value-driven culture with experienced experts. Transcendent Group has been ranked as one of Sweden's and Norway's best workplaces in 2022 and has been a Great Place to Work since 2012. Transcendent Group has more than 120 employees in 6 markets across Europe. Transcendent Group is listed on Nasdaq First North Premier Growth Market. The company's Certified Adviser is Aktieinvest, +46 739 49 62 50, rutger.ahlerup@aktieinvest.se. For more information, visit www.transcendentgroup.com

This information is information that Transcendent 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 2022-06-15 07:45 CEST.

Attachments

**STATEMENT FROM THE BOARD OF DIRECTORS OF
TRANSCENDENT GROUP IN RELATION TO THE PUBLIC TENDER
OFFER BY FCG
Fairness Opinion English**