

PRESS RELEASE – 29 MARCH 2022, at 6.00 pm CEST

Statement by the independent bid committee of Svedbergs in relation to the mandatory public offer from Stena Adactum

Svedbergs i Dalstorp AB (publ) ("Svedbergs" or the "Company") independent bid committee unanimously recommends the shareholders of Svedbergs to not accept the cash-based mandatory public offer submitted by Stena Adactum AB ("Stena Adactum") on 22 March 2022.

Background

This statement is made by the independent bid committee of the Board of Directors of Svedbergs in accordance with Nasdaq Stockholm's Takeover Rules ("**Takeover Rules**").

On 14 March 2022, Svedbergs' largest shareholder Stena Adactum announced that Stena Adactum had acquired 354,700 B shares in Svedbergs for a maximum consideration of SEK 50 per share. Through the acquisition, Stena Adactum attained a direct and indirect¹ holding corresponding to approximately 30.7 per cent of the shares and votes in Svedbergs². Through the acquisition of additional shares in Svedbergs, an obligation arose for Stena Adactum to submit a public offer for the remaining shares in Svedbergs (a mandatory public offer) within four weeks from the acquisition date, in accordance with the Stock Market (Takeover Bids) Act and in accordance the Swedish Securities Council's ruling 2022:08.

On 22 March 2022, Stena Adactum submitted a public offer to the shareholders in Svedbergs to transfer all of their shares in Svedbergs to Stena Adactum for SEK 50 per share in cash (the "**Offer**") and intends to publish an offer document regarding the Offer on 1 April 2022. The Offer applies to B shares³ in Svedbergs, which are admitted to trading on Nasdaq Stockholm.

The total value of the Offer, based on the 24,320,521 shares⁴ in Svedbergs not directly or indirectly owned by Stena Adactum or its closely related parties, amounts to approximately SEK 1.2 billion. The Offer values Svedbergs, based on all 35,323,758 shares⁵ in Svedbergs, to approximately SEK 1.8 billion.

The price per B share in the Offer represents⁶:

- Compared to the closing share price of SEK 46.40 on Nasdaq Stockholm on 11 March 2022 (the last day of trading prior to the announcement of the obligation to launch a mandatory public offer), a premium of approximately 7.8 per cent;
- Compared to the volume-weighted average trading price of SEK 41.58 on Nasdaq Stockholm during the last 20 trading days ended on 11 March 2022 (the last day of trading prior to the announcement of the obligation to launch a mandatory public offer), a premium of approximately

¹ Through the wholly-owned subsidiary Ballingslöv International AB.

² Calculated to include any treasury shares held by Svedbergs (as per the day of the announcement of the obligation to launch a mandatory public offer 14,361 B shares) and including 14,123,758 B shares issued as part of the rights issue announced by Svedbergs on 11 February 2022, whereof 4,342,375 B shares have been subscribed and allotted to, directly and indirectly, Stena Adactum.

³ All issued shares in Svedbergs are B shares.

⁴ Including 14,123,758 B shares issued as part of the rights issue announced by Svedbergs on 11 February 2022, whereof 4,342,375 B shares have been subscribed and allotted to, directly and indirectly, Stena Adactum.

⁵ Including 14,123,758 B shares issued as part of the rights issue announced by Svedbergs on 11 February 2022, whereof 4,342,375 B shares have been subscribed and allotted to, directly and indirectly, Stena Adactum.

⁶ Source for Svedbergs' share price: Nasdaq Stockholm.

20.3 per cent;

- Compared to the closing share price of SEK 50.60 on Nasdaq Stockholm on 21 March 2022 (the last day of trading prior to the announcement of the Offer), a premium of approximately - 1.2 per cent; and
- Compared to the volume-weighted average trading price of SEK 43.05 on Nasdaq Stockholm during the last 20 trading days ended on 21 March 2022 (the last day of trading prior to the announcement of the Offer), a premium of approximately 16.1 per cent.

The acceptance period of the Offer is expected to commence from and including 4 April 2022 up to and including 4 May 2022. Stena Adactum is scheduled to begin payment of the consideration in the Offer on or around 10 May 2022.

The completion of the Offer is conditional upon the receipt of all necessary approvals from the relevant competition authorities being obtained, in each case on terms which, in Stena Adactum's opinion, are acceptable. Stena Adactum reserves the right to waive, in whole or in part, the condition set out above in accordance with applicable laws, rules and regulations. The Offer is not subject to any financing conditions. Stena Adactum will finance the Offer with existing funds, available bank financing and by funds provided by Stena AB.

For further information about the Offer, please refer to <https://svedbergsbudplikt.se/en/>.

The independent bid committee

The Board of Directors of Svedbergs has instructed the independent Board members Leif Dahl, Susanne Lithander, Ingrid Osmundsen, Jan Svensson, Kristoffer Väliharju and Anna Westin to form an independent bid committee to deal with, and resolve on, matters concerning the Offer that would normally have been dealt with by the Board of Directors as a whole. The Chairman of the Board of Svedbergs, Anders Wassberg, in his capacity as CEO and President of Stena Adactum, is not part of the bid committee, nor has Joachim Frykberg, who holds another Board assignment within the Stena Adactum Group, participated in any processing, or decision on, matters related to the Offer.

Given that Svedberg's Chairman of the Board Anders Wassberg is also the CEO and President of Stena Adactum, Section III of the Takeover Rules is applicable on the Offer. The independent bid committee has therefore, in accordance with Rule III.3 of the Takeover Rules, requested a Fairness Opinion from Pareto Bank. The Fairness Opinion is attached to this statement. Pareto Bank receives a fixed fee for providing the Fairness Opinion which is not contingent upon the size of the Offer consideration, the acceptance level of the Offer or whether it is completed.

Impact on the Company and its employees

Under the Takeover Rules, the independent bid committee is required, on the basis of Stena Adactum's statement in the press release announcing the Offer, to present its opinion regarding the impact that implementation of the Offer will have on the Company, particularly on terms of employment, and its opinion regarding Stena Adactum's strategic plans for the Company and the effects it is anticipated that such plans will have on employment and on the locations where the Company conducts its operations.

In its press release, Stena Adactum stated the following:

“Stena Adactum has been a shareholder in Svedbergs since 2016 and has through its entire ownership supported Svedbergs’ increased focus on profitable growth through both organic and acquired expansion. Stena Adactum is positive of Svedbergs’ outlook for continued progress and thereby supports the initiatives being implemented for increased total returns to the shareholders.”

Stena Adactum is a long-term owner, which creates conditions to support long-term strategic initiatives

so that the companies Stena Adactum invests in can reach their full potential. Through the Offer, Stena Adactum sees an opportunity to continue to invest in a quality company and as an active owner develop and strengthen Svedbergs' operations.

Stena Adactum's plans for the future business and general strategy does not currently include any material changes with regard to Svedbergs' operational sites, or Svedbergs' and Stena Adactum's management and employees, including their terms of employment."

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

The independent bid committee's statement on the Offer

The independent bid committee considers that the Company, through the recently completed strategic acquisition of Roper Rhodes Limited, has taken an important step in Svedberg's active acquisition agenda and vision of becoming a leading bathroom supplier in selected markets in Europe. Through the subsequent rights issue resolved by the Board of Directors on 11 February 2022, Svedbergs has also secured an optimal capital structure for the continued work of achieving the Company's vision. Svedbergs thus continues the work of becoming a leading bathroom supplier in selected markets in Europe with four strong branded companies and opportunities for additional acquisitions that match the Company's high ambitions.

In evaluating the Offer, the independent bid committee has considered both the long-term growth prospects for the Company described above, as well as the challenges associated with an active acquisition strategy and the market prospects for the Company's operations and base its opinion on an overall assessment of a number of factors that the independent bid committee has considered relevant when evaluating the Offer. These factors include, but are not limited to, the Company's strategic options given its operational and financial prerequisites as well as prevailing market conditions and challenges in each market in which the Company operates, the Company's expected future development and related opportunities and risks.

The independent bid committee has analyzed the Offer using the methods normally used for evaluating public offers for listed companies, including Svedbergs' valuation in relation to comparable listed companies and comparable transactions, premiums in previous public offers, the stock market's expectations in respect of Svedbergs and the independent bid committee's view on Svedbergs long-term value based on expected future cash flows. In relation to the premiums described above, the independent bid committee has also taken into account that the subscription period in the recently completed rights issue ended on 8 March 2022, i.e. shortly before Stena Adactum on 14 March 2022 announced that they own more than 30 percent of the shares and votes in Svedbergs and informed the market that they intend to announce a mandatory public offer for the remaining shares at a price of SEK 50 per share. The independent bid committee considers that these described circumstances entails that the premiums described above, in relation to the closing share price and volume-weighted average trading price, 11 March 2022 and 21 March 2022, respectively, do not give a fully accurate picture.

Having concluded this assessment, the independent bid committee believes that the terms of the Offer does not recognize Svedbergs' long-term growth prospects. The assessment is also based on the Fairness Opinion from Pareto Bank regarding the fairness of the Offer from a financial perspective for the shareholders of Svedbergs. According to the Fairness Opinion, Pareto Bank is of the opinion that the Offer, subject to the conditions and assumptions set forth in the statement, is not fair from a financial perspective to the shareholders in Svedbergs.

In view of the above, the independent bid committee unanimously recommends Svedbergs' shareholders to not accept the Offer.

However, the independent bid committee believes that the interest shown by the main owner Stena

Adactum to increase its holding in the Company and its willingness to contribute to the Company's continued development through its industrial experience and financial strength is positive for the Company.

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.

Advisors

Mannheimer Swartling Advokatbyrå AB is legal advisor to Svedbergs.

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The information in this document is such that Svedbergs i Dalstorp AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. This information was submitted for publication, through the agency of the contact person set out above, at 6.00 p.m. CEST on 29 March 2022.

About Svedbergs

Svedbergs started in 1920 and the Group operates in the Nordic region and in the UK. The Group's companies develop, design and sell bathroom furniture and related products. Under the motto collaboration without confusion, the Group's companies continuously develop their product ranges for the entire bathroom. Through close cooperation with partners, the consumer's desires are satisfied. The Group operates under the brands Svedbergs, Macro Design, Cassøe, Roper Rhodes, Tavistock and R2. The parent company Svedbergs i Dalstorp AB conducts its operations in Dalstorp outside of Ulricehamn and its subsidiary companies Macro Design in Laholm, Cassøe A/S in Herning, Denmark and Roper Rhodes, including Tavistock and R2, in Bath, England.

Pareto Securities AB
Berzelii Park 9
P.O. Box 7415
103 91 Stockholm
Sweden



29 March 2022

To the Independent Committee of the Board of Directors of:

Svedbergs i Dalstorp AB ("**Svedbergs**" or the "**Company**")
Verkstadsvägen 1
SE-514 63 Dalstorp
Sweden

FAIRNESS OPINION

To the Independent Committee of the Board of Directors of Svedbergs

Pareto Securities AB ("**Pareto**") has been requested by the Independent Committee of the Board of Directors of Svedbergs (the "**Committee**") to give a statement (the "**Opinion**") regarding the valuation of the Company's shares in connection with the public takeover offer by Stena Adactum AB ("**Stena**") announced on 22 March 2022 (the "**Transaction**"). In the Transaction, Stena offers SEK 50.00 per share in Svedbergs, corresponding to a total equity value of approximately SEK 1,766 million (the "**Transaction Valuation**").

Pareto has prepared this Opinion on the basis of publicly available information and information from the Company, including inter alia management estimates. Pareto has based its statement on the presumption that this material is accurate and correct. Pareto has not undertaken any independent examination in this respect and does not represent or warrant its accuracy. The evaluation of the Transaction Valuation has been made on objective criteria to the extent possible, based on generally accepted and recognized valuation methods that have been deemed necessary and applicable. Pareto's valuation is essentially based on commercial, economic and other conditions available that can be validated on this date.

Pareto is, based on the evaluation described above, of the opinion that the Transaction Valuation does not reflect the current underlying value in the Company and thereof an unfair valuation of Svedbergs.

Pareto will receive a fixed fee for delivering this Opinion. The fee is independent of the conclusion of the Opinion. As of the date of this Opinion, Pareto does not have any ongoing assignments for the Company or the Committee, except for being the financial adviser in connection with the Opinion. However, as a leading investment bank in the Nordic region, Pareto may in the future have assignments for Svedbergs or any of its major shareholders, however none that are, in the opinion of Pareto, influencing the assessments made in this Opinion. The Opinion is dated 29 March 2022 and the valuation date is 29 March 2022. Events or information occurring after that date have not been subject to consideration herein.

Evaluations of this nature will always contain an element of uncertainty, and although reasonable care and efforts have been exerted, Pareto does not accept any legal or financial liability related to the Opinion or for any consequences resulting from acting to or relying on statements made in the Opinion.

This Opinion does not represent a recommendation to the Committee, Svedbergs or its shareholders to accept or reject the proposed Transaction. Pareto recommends the Committee to evaluate the proposal in accordance with own judgment and preferences.

Kind regards,

Pareto Securities AB