

Not for publication, distribution or release directly or indirectly, in whole or in part, in or into the United States of America, Australia, Canada, Hong Kong, New Zealand, Japan, Switzerland or South Africa or in any other jurisdiction in which offers or sales would be prohibited by applicable law.

This announcement contains inside information.

PROPOSED PLACING OF SHARES IN SYNSAM AB (PUBL)

11 March 2025

Theia Holdings S.à r.l. (“**Theia Holdings**”), a company indirectly owned by CVC Capital Partners V, announces its intention to sell approximately 22.5 million shares in Synsam AB (publ) (“**Synsam**” or the “**Company**”) (approximately 15 per cent of the share capital of the Company) (the “**Placing Shares**”) through a placing to institutional and other qualified investors (the “**Placing**”). The Company will not receive any proceeds from the Placing.

The Placing is being conducted by way of a book building, which will be launched immediately following this announcement. Carnegie Investment Bank AB (publ) and Skandinaviska Enskilda Banken AB (publ) are acting as Joint Bookrunners on the transaction.

The Placing Shares, in all respects, rank *pari passu* with the Company’s ordinary shares.

The results of the Placing will be announced as soon as practicable after the close of the book building process. The timing for the close of the book building process, pricing and allocation are at the absolute discretion of the Joint Bookrunners and Theia Holdings.

Theia Holdings has agreed to a 90-day lock-up period with respect to sales of additional shares of the Company, subject to certain exceptions, including sales and transfers with one or more investors on the basis of individually negotiated agreements.

IMPORTANT INFORMATION

The distribution of this announcement and the offer and sale of the Placing Shares in certain jurisdictions may be restricted by law. The Placing Shares may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the Placing Shares in such jurisdiction. No action has been taken by Theia Holdings, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the Placing Shares or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and dependencies, any State of the United States and the District of Columbia), Australia, Canada, Hong Kong, New Zealand, Japan, Switzerland or South Africa or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the Placing must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently verified by Theia Holdings, the Joint Bookrunners or any of their respective affiliates.

*The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Neither this document nor the information contained herein constitutes or forms part of an offer to sell or the solicitation of an offer to buy securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction.*

*In the EEA member states (each such EEA member state a “**Relevant State**”), this press release and the information contained herein is intended only for and directed only to “qualified investors” as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “**Prospectus Regulation**”). The securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.*

*In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of assimilated Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the EU (Withdrawal) Act 2018) who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”), (ii) are persons falling within Article 49(2)(a) to (d) of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.*

Carnegie Investment Bank AB (publ) and Skandinaviska Enskilda Banken AB (publ) are acting for Theia Holdings only in connection with the Placing and will not be responsible to anyone other than Theia Holdings for providing the protections offered to the respective clients of the Joint Bookrunners, nor for providing advice in relation to the Placing or any matters referred to in this announcement.

This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in the United States of America (including its territories and dependencies, any State of the United States and the District of Columbia), Australia, Canada, Hong Kong, New Zealand, Japan, Switzerland or South Africa or any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the

securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

Information to distributors

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “**manufacturer**” (for the purposes of the **MiFID II Product Governance Requirements**) may otherwise have with respect thereto, the shares in the Company have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**EU Target Market Assessment**”). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in assimilated Regulation (EU) No 600/2014 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the “**UK Target Market Assessment**” and, together with the EU Target Market Assessment, the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing.*

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in the Company.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in the Company and determining appropriate distribution channels.

