



## Ahlsell Danmark ApS announces that it has acquired control over Sanistål A/S

22 December 2022

### **Ahlsell Danmark ApS has acquired a controlling interest in Sanistål A/S**

On 24 May 2022, Ahlsell Danmark ApS entered into certain conditional share purchase agreements with each of Danske Bank A/S, Jyske Bank A/S, Nordea Bank Abp and Nykredit Bank A/S pursuant to which Ahlsell Danmark ApS would acquire 9,000,909 shares, accounting for approximately 75.49% of the share capital and voting rights in Sanistål A/S, at a price of DKK 58 per share.

As Ahlsell Danmark ApS has received all regulatory approvals on which the share purchase agreements were conditional, the share purchases have been completed today. Accordingly and together with the shares in Sanistål A/S acquired by Ahlsell Danmark ApS through purchases in the open market, Ahlsell Danmark ApS now holds 9,585,617 shares in Sanistål A/S, accounting for approximately 80.39% of the share capital and voting rights in Sanistål A/S.

### **Completion of voluntary offer**

Also on 24 May 2022, Ahlsell Danmark ApS announced its intention of launching an offer which was made through the offer document dated 7 June 2022 regarding a recommended voluntary conditional public offer for the shares in Sanistål A/S not comprised by the share purchase agreements. The offer price in the voluntary offer is DKK 85 per share.

As the share purchase agreements have now been completed, the voluntary offer is expected to be completed on or about 29 December 2022.

### **Compulsory acquisition or mandatory offer**

Following completion of the voluntary offer, Ahlsell Danmark ApS will expectedly own approximately 93.42% of the share capital and voting rights in Sanistål A/S. Consequently Ahlsell Danmark ApS will be able to carry out a compulsory acquisition of the remaining minority shareholders in accordance with sections 70-72 in the Danish Companies Act.

A compulsory acquisition will be made at a price of DKK 85 (corresponding to the price in the voluntary offer of 7 June 2022) per share and will result in Ahlsell Danmark ApS owning 100% of the share capital and voting rights in Sanistål A/S. A compulsory acquisition will be initiated as soon as possible and completed following a four weeks' period.

Ahlsell Danmark ApS is in principle also obligated to make a mandatory offer for all remaining shares in Sanistål A/S due to its controlling interest pursuant to and in compliance with section 45 of the Danish Capital Markets Act and the Danish Takeover Order. However, Ahlsell Danmark ApS has applied for an exemption from the obligation to make a mandatory offer due to the expected compulsory acquisition to be initiated after the completion of the voluntary offer. The application for an exemption is currently being processed by the Danish Financial Supervisory Authority.

If made, the offer price in a mandatory offer will be DKK 85 per share in Sanistål A/S and will be paid in cash. A mandatory offer, if made, will be made on the basis of an offer document approved by the Danish Financial Supervisory Authority.

A mandatory offer made by Ahlsell Danmark ApS will become redundant if a compulsory acquisition is completed prior to completion of the mandatory offer as 100% of the shares in Sanistål A/S will then already be owned by Ahlsell Danmark ApS.

Information about the future process of the voluntary offer dated 7 June 2022 and a subsequent compulsory acquisition or mandatory offer will be announced separately.

For questions about this announcement, Ahlsell Danmark ApS or the Ahlsell Group, please contact Claes Seldeby, Group CEO, Ahlsell AB (publ), +46-8-685 70 00, [claes.seldeby@ahlsell.se](mailto:claes.seldeby@ahlsell.se).

Brøndby, Denmark, 22 December 2022

Ahlsell Danmark ApS

#### **Disclaimer**

The offer is made neither directly nor indirectly in any jurisdiction where this would constitute a violation of the legislation within the jurisdiction in question. This announcement and other documents regarding the offer must not be sent, forwarded or distributed in any other way within a jurisdiction where this would constitute a violation of legislation within said jurisdiction, including in particular in the United Kingdom, the United States, Canada, Japan, Australia or South Africa. This announcement does not constitute an offer or invitation to sell or buy shares in Sanistål A/S. The offer is made solely on the basis of an offer document prepared and published by Ahlsell Danmark ApS which will contain the complete terms and conditions of the offer. Shareholders in Sanistål A/S are encouraged to read the offer document and any associated documents as these will contain important information on the offer.