

# Statement by the Board of Directors of Scandinavian Biogas in relation to Aneo Renewables' mandatory offer

**Stockholm, 1 December 2022**

The Board of Directors<sup>[1]</sup> of Scandinavian Biogas Fuels International AB (publ) ("Scandinavian Biogas" or the "Company") unanimously recommends the shareholders of the Company not to accept Aneo Renewables Holding AS ("Aneo") mandatory offer of SEK 15.45 per share in cash.

This statement is made by the Board of Directors of Scandinavian Biogas pursuant to Rule II.19 of the Swedish Corporate Governance Board's takeover rules for certain trading platforms (the "Takeover Rules").

## Background

On 5 October 2022 the Board of Directors in Scandinavian Biogas resolved on a directed share issue (the "Directed Share Issue"), which was approved by an extraordinary general meeting held on 27 October 2022. The subscription price in the Directed Share Issue was SEK 25 per share.

By Aneo's participation in the Directed Share Issue, Aneo's total shareholding in Scandinavian Biogas reached approximately 36.1 percent of the total number of shares and votes in Scandinavian Biogas. Consequently, Aneo became, in accordance with the Takeover Rules, obliged to submit a mandatory offer for the remaining shares in Scandinavian Biogas.

On 23 November 2022, Aneo announced a mandatory offer, according to the rules regarding mandatory offers in the Takeover Rules, to the shareholders in Scandinavian Biogas to transfer all of their shares in the Company to Aneo (the "Offer"). According to the terms of the Offer, Aneo offers SEK 15.45 in cash for each share in Scandinavian Biogas, which corresponds to the volume-weighted average price for the Scandinavian Biogas share during the 20 latest trading days up to and including 5 October 2022, the date on which the Directed Share Issue was announced. The Offer comprises all shares in Scandinavian Biogas not already held by Aneo.

The Offer values Scandinavian Biogas at approximately SEK 670 million, based on all of the 43,578,852 outstanding shares in Scandinavian Biogas, i.e., including the shares held by Aneo.

The consideration of the Offer corresponds to:

- A *negative* premium of 38.2 percent compared to the subscription price of SEK 25 in the Directed Share Issue.
- A premium of 0.1 percent compared to the closing price of SEK 15.44 of the Scandinavian Biogas share on Nasdaq First North Premier Growth Market on 5 October 2022 (which was the last trading day prior to the announcement of the Directed Share Issue).
- A *negative* premium of 7.1 percent compared to the volume-weighted average price of SEK 16.63 of the Scandinavian Biogas share on Nasdaq First North Premier Growth Market during the 30 latest trading days up to and included 5 October 2022 (which was the last trading day prior to the announcement of the Directed Share Issue).
- A *negative* premium of 2.5 percent compared to the closing price of SEK 15.84 of the Scandinavian Biogas share on Nasdaq First North Premier Growth Market on 23 November 2022 (which was the last trading day prior to the announcement of the Offer).
- A *negative* premium of 3.0 percent compared to the volume-weighted average price of SEK 15.93 of the Scandinavian Biogas share on Nasdaq First North Premier Growth Market during the 30 latest trading days up to and included 23 November 2022 (which was the last trading day prior to the announcement of the Offer).

The acceptance period of the Offer ends on 19 December 2022.

The Offer is not subject to any conditions.

For further information about the Offer, please refer to [www.aneo.com/om-oss/finanssiell-informasjon](http://www.aneo.com/om-oss/finanssiell-informasjon).

The board member Håkon Welde is Head of M&A and Corporate Ownership at Aneo. Due to conflict of interest, Håkon Welde does not participate in the Board of Directors' processing of or resolutions on matters related to the Offer. Håkon Welde does not submit or participate in the Offer.

## The Offer's impact on the Company and its employees

According to the Takeover Rules, the Board of Directors of Scandinavian Biogas shall, based on what Aneo has stated in the announcement of the Offer, present its opinion regarding the impact that implementation of the Offer

will have on the Company, particularly in terms of employment, and its opinion regarding Aneo's strategic plans for the Company and the anticipated effects such plans will have on employment and operations on the locations on where the Company conducts its business.

In the offer document, Aneo has stated the following regarding the Offer: *"Aneo values the competence of Scandinavian Biogas's management and employees and intends to continue to safeguard the excellent relationship that Scandinavian Biogas has to its employees. With Aneo's knowledge of Scandinavian Biogas and in light of the current market conditions, Aneo does not intend to, as a result of the implementation of the Offer, make any material changes for management and employees (including terms of employment) or for the employment and operations on the locations where Scandinavian Biogas conducts business. The implementation of the Offer is not expected to involve any material changes for the management or employees of Aneo."* The Board of Directors assumes that this statement is correct and has in relevant aspects no reason to have any other perception.

#### **The Board of Directors' statement on the Offer**

The Board of Directors has evaluated the Offer in accordance with the Takeover Rules. The Board of Directors' statement is based on an overall assessment of a number of factors which the Board of Directors considered to be relevant when evaluating the Offer. These factors include, but are not limited to, Scandinavian Biogas' current position, the development of the share price, the possible future development of Scandinavian Biogas and associated opportunities and risks. The Board of Directors has also evaluated the Offer in relation to comparable listed companies and comparable transactions, premiums in previous public offers, the stock market's expectations regarding the development of the Company and the Board of Directors' view of Scandinavian Biogas' long-term value based on expected future cash flows.

As a part of the Board of Directors' assessment of the Offer, the Board of Directors has engaged ABG Sundal Collier AB ("**ABG Sundal Collier**") to provide an opinion regarding the Offer (so-called fairness opinion). According to ABG Sundal Collier's opinion, which is attached to this press release, it is stated that ABG Sundal Collier believes that the Offer cannot be considered reasonable from a financial perspective for the shareholder.

After carrying out the above evaluation, the Board of Directors assesses that the terms and conditions of the Offer do not reflect the long-term growth prospects of Scandinavian Biogas [ , also considering the identified risks of the business and the general market conditions].

Against this background, the Board of Directors unanimously recommends the shareholders in Scandinavian Biogas not to accept the Offer made by Aneo.

The Board of Directors also wishes to inform that members of the Board of Directors who directly or indirectly hold shares in the Company do not intend to accept the Offer in respect of their own holdings.

The Board of Directors, however, finds it positive that Aneo has shown an interest in an increased ownership in the Company, and that they have a will to contribute to the Company's continued development through its industry experience and other resources.

#### **Miscellaneous**

The Board of Directors has engaged Cirio Advokatbyrå as legal advisor in relation to the Offer.

This statement shall be governed by and construed in accordance with Swedish law. Any dispute arising from this statement shall be settled exclusively by Swedish courts.

[<sup>1</sup>] The board member Håkon Welde is Head of M&A and Corporate Ownership at Aneo. Due to conflict of interest, Håkon Welde does not participate in the Board of Directors' processing of or resolutions on matters related to the Offer. Håkon Welde does not submit or participate in the Offer.

This disclosure contains information that Scandinavian Biogas Fuels International AB (publ) is obliged to make public pursuant to the Takeover-rules. The information was submitted for publication, through the agency of the contact person, on 01-12-2022 13:20 CET.

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**Scandinavian Biogas** is a leading Nordic producer of biogas for vehicle fuel and fertilizer. Biogas is CO<sub>2</sub>-neutral and made from sewage and household, agriculture as well as industrial organic waste. Today Scandinavian Biogas has facilities in Sweden, Norway and Korea. In 2021, the company delivered 366 GWh of energy. Scandinavian Biogas has 100 employees and total net sales of SEK 394 million in 2021. The head office is located in Stockholm and the company is listed on Nasdaq First North. Certified advisor is Erik Penser Bank AB, telephone: +46 (0) 8-463 80 00, certifiedadviser(at)penser.se. [www.scandinavianbiogas.com](http://www.scandinavianbiogas.com)