

## **Statement by the board of directors of Bredband2 i Skandinavien AB in relation to the public offer from Telia Company**

**The board of directors of Bredband2 has unanimously resolved to recommend the shareholders of Bredband2 to accept Telia's public offer.**

**The board of directors sees a clear industrial and strategic logic in combining the two companies. The transaction creates an opportunity to realize significant synergies and the two companies have a greater potential to create commercial success together rather than individually. It is the board's opinion that Telia's valuation of Bredband2 is based on this rationale.**

### ***Background***

This statement is made by the board of directors of Bredband2 i Skandinavien AB, reg. no. 556346-9062, (the "**Company**" or "**Bredband2**") pursuant to Rule II.19 of the Takeover rules for certain trading platforms issued by the Stock Market Self-Regulation Committee (the "**Takeover Rules**").

Telia Company AB, reg. no. 556103-4249, ("**Telia**") is a Swedish public limited liability company whose shares are traded on Nasdaq Stockholm and Nasdaq Helsinki. Today, Telia announced a public offer to the shareholders of Bredband2 to transfer all their shares in Bredband2 to Telia (the "**Offer**").

Telia offers SEK 3.25 in cash to each shareholder of Bredband2 for each share in Bredband2 tendered in the Offer. The Offer is made based on the premise that the settlement of the Offer will be completed after the record date for Bredband2's dividend of SEK 0.05 per share on 19 September 2025. In addition, the Offer entails that Telia allows an extraordinary general meeting of Bredband2 to resolve on an additional dividend of SEK 0.05 per share without affecting the offer of SEK 3.25 per share. The board of Bredband2 intends to convene an extraordinary general meeting in September 2025 to propose an additional dividend of SEK 0.05 per share with the same record date as the previously resolved dividend, i.e. 19 September 2025. The timetable for the Offer means that Telia will be registered as a shareholder in Bredband2's share register for the shares acquired under the Offer after the record date for the dividends.

The offered consideration of SEK 3.25 per share represents a premium of approximately 34.9 per cent compared to the closing price of SEK 2.41 for Bredband2's share on Nasdaq First North Growth Market on 17 July 2025 (which was the last trading day prior to the announcement of the Offer), 33.6 per cent compared to the volume-weighted average trading price of SEK 2.43 for Bredband2's share on Nasdaq First North Growth Market during the 30 latest trading days prior to the announcement of the Offer, 46.8 per cent compared to the volume-weighted average trading price of SEK 2.21 for Bredband2's share on Nasdaq First North Growth Market during the 90 latest trading days prior to the announcement of the Offer, and 60.7 per cent compared to the volume-weighted average trading price of SEK 2.02 for Bredband2's share on Nasdaq First North Growth Market during the 360 latest trading days prior to the announcement of the Offer.

If the above-mentioned dividends of in total SEK 0.10 per share (which will not be deducted from the consideration in the Offer) are added to the value of the Offer – so that it is deemed to correspond to SEK 3.35 per share – the premium amounts to approximately 39.0 per cent compared to the closing price on 17 July 2025, 37.8 per cent compared to the volume-weighted average trading price during the 30 latest trading days prior to the announcement of the Offer, 51.3 per cent compared to the volume-weighted average trading price during the 90 latest trading days prior to the announcement of the Offer, and 65.6 per cent compared to the volume-weighted average trading price during the 360 latest trading days prior to the

announcement of the Offer.

The acceptance period of the Offer is expected to start on 1 September 2025 and end on 17 October 2025, subject to any extensions.

Completion of the Offer is conditional upon customary conditions, including that it is accepted to such extent that Telia becomes the owner of more than 90 per cent of the total number of shares in Bredband2 as well as the receipt of all necessary regulatory, governmental or similar clearances, approvals, decisions and other actions from authorities or similar, including from competition authorities, in each case on terms which, in Telia's opinion, are acceptable. Telia has reserved the right to waive these and the other conditions for the completion of the Offer. Further details about the Offer are set out in Telia's press release regarding the Offer, which is available on <https://offer-to-connect.com/>.

The board of directors of Bredband2 has, at the request of Telia, allowed Telia to carry out a limited due diligence review of Bredband2 in connection with the preparations of the Offer. Bredband2 has not disclosed any inside information to Telia during Telia's preparations of the Offer.

Anders Lövgren, who privately and through companies holds approximately 13.5 per cent of the total number of shares and votes in Bredband2, ALCUR Fonder AB, which holds approximately 13.5 per cent of the total number of shares and votes in Bredband2, Odin Small Cap, which holds approximately 7.8 per cent of the total number of shares and votes in Bredband2, Mark Hauschildt, who privately and through companies holds approximately 6.4 per cent of the total number of shares and votes in Bredband2, as well as InfraCom Group AB (publ), which controls approximately 9.0 per cent of the total number of shares and votes of Bredband2, have undertaken to accept the Offer. The undertakings to accept Telia's offer terminate if another party announces an offer for all shares in Bredband2 at a price of SEK 3.50 per share or higher and with a corresponding approach to the aforementioned dividends. The total number of shares that are subject to the undertakings amounts to approximately 50.2 per cent of all shares and votes in Bredband2.<sup>1</sup>

As part of the board of directors' evaluation of the Offer, the board has engaged Ernst & Young AB ("EY") as an independent valuation expert to issue a fairness opinion regarding the Offer. According to EY's fairness opinion, which is attached to this press release, EY deems the Offer to be fair for Bredband2's shareholders from a financial point of view, based on the assumptions and limitations set out therein.

Gernandt & Danielsson Advokatbyrå acts as legal adviser to Bredband2 in connection with the Offer.

### ***The board of directors' recommendation***

Telia is a Nordic and Baltic telecommunications leader, serving consumers, businesses and public sector customers with essential digital infrastructure, information and communication services and entertainment. Telia serves millions of customers every day in one of the world's most connected regions.

Bredband2 is an established provider of data and telecommunications and security solutions serving both businesses and consumers. As Sweden's third largest fiber provider, Bredband2 provides more than half a million customers with internet and its possibilities in a safe and seamless way. For Bredband2, the relationship with the customer is much more than providing reliable services. By providing access to what customers need the most, Bredband2 creates opportunities for them to communicate, work, learn, and entertain

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<sup>1</sup> ALCUR Fonder AB has the right to sell (and thereby exempt from the acceptance undertaking) the portion of its shareholding that exceeds 11 per cent of all shares in Bredband2 on the terms and conditions set out in Telia's announcement of the Offer, which include a right of first refusal for Telia.

themselves in a safe way. Bredband2 was founded in 1989, has approximately 11,000 shareholders and is listed on Nasdaq First North Growth Market.

The Offer must be evaluated in relation to Bredband2's current position and opportunities going forward as well as the risks related to its future development and strategy. In its assessment, the board has considered a number of factors which the board has deemed relevant for the evaluation of the Offer. These factors include, among other things, the Company's current strategic and financial position and the Company's potential future development as well as opportunities and risks related thereto.

The board deems the Offer, which entails a reasonable premium as described above, to be financially attractive to the shareholders of Bredband2 in the short term. From a long-term perspective, the Offer must be seen in relation to the planned development of Bredband2 in its current form. Even if the Company is facing an interesting development in line with what the board has reported in the latest financial reports, such continued development is naturally associated with such risks which are generally associated with running a business. The board deems that the Offer adequately reflects the potential of Bredband2's business.

The five individuals and companies that own or control the majority of the shares in Bredband2, each owning more than five per cent of the shares in the Company, have undertaken towards Telia to accept the Offer. Several of them have a long history as shareholders in the Company and have deep knowledge of the Company, its business and prospects. The board has considered this in its evaluation of the Offer and also notes that the terms of their undertakings mean that their undertakings lapse if a third party makes a higher, competing offer as set out above.

The telecom industry is an industry where economies of scale create economic and financial opportunities for investments, forward-looking initiatives and the ability to offer the best services. Through the contemplated transaction, Telia's business is complemented with a large customer base that significantly increases the capacity for new investments and initiatives. The board believes that the Offer has been positively affected by these circumstances. They also mean that Telia is well positioned to take good care of Bredband2's customers as well as the competence and energy of the employees.

The board notes that completion of the Offer is conditional upon, among other things, Telia obtaining competition approval of the acquisition of Bredband2 from the Swedish Competition Authority, and notes that Telia's aim is to have relevant approvals obtained prior to the end of the initial acceptance period of the Offer. The board has not found any reason to question this statement but notes that Telia explicitly reserves the right to extend the acceptance period if this would turn out to not be the case.

In its evaluation of the Offer, the board has also considered the fairness opinion provided by EY, according to which the Offer is fair for Bredband2's shareholders from a financial point of view based on the assumptions and limitations set out therein.

In its evaluation, the board has, with support of the fairness opinion, analysed the Offer using methods typically used to evaluate public offers, including Bredband2's valuation in relation to comparable listed companies, valuations and bid premiums in previous public offers, Bredband2's historical profitability and share price development as well as the Company's estimated long-term value based on expected cash flows.

Based on the above circumstances and considerations **the board unanimously recommends the shareholders of Bredband2 to accept the Offer.**

Pursuant to the Takeover Rules, the board is required to, based on Telia's statement in its announcement of the Offer earlier today, present its opinion on the impact that the implementation of the Offer will have on Bredband2, particularly in terms of employment, and its opinion regarding Telia's strategic plans for Bredband2 and the effects it is anticipated that

such plans will have on employment and the locations where Bredband2 conducts its operations. In this regard, the board notes that Telia has stated the following:

*“Telia’s plans for the future business and general strategy of Bredband2, as described [in Telia’s announcement of the Offer], do not currently include any material changes to Bredband2’s or Telia’s operational sites or its management and employees, including their terms of employment. Telia intends to maintain the Bredband2 brand after a potential completion of the transaction.”*

The board sees no reason to question these statements and has in relevant respects no reason to take a different view.

This statement shall be governed by and construed in accordance with Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish Courts.

Stockholm on 18 July 2025

Bredband2 i Skandinavien AB  
The board of directors

**For more information, please contact:**

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**About Bredband2**

***“A seamless and safe digital everyday life for all”***

*Bredband2 is an established provider of data and telecommunications and security solutions serving both businesses and consumers. As Sweden’s third largest fiber provider, we ensure that half a million customers can enjoy the possibilities of the internet in a safe and seamless way. For us, the relationship with the customer is much more than providing reliable services. By providing access to what our customers need the most, we create opportunities for them to communicate, work, learn, and entertain themselves in a safe way. And that goes without saying for us.*

The information contained in this press release is such that Bredband2 is required to make public pursuant to the EU Market Abuse Regulation and the Takeover Rules. The information was submitted for publication by the contact persons above on 18 July 2025 at 07.00 CEST.

Attn: Board of Directors  
Bredband2 i Skandinavien AB  
c/o Bredband2 Allmänna IT AB  
Box 133  
90 104 Umeå

16 July 2025

Fairness opinion regarding cash bid on outstanding shares in Bredband2 i Skandinavien AB

Bredband2 i Skandinavien AB (the "Company" or "Bredband2") has received a takeover bid for all outstanding shares in Bredband2 for (1) a cash consideration of SEK 3.25 per share, and (2) a dividend of SEK 0.10 per share without deduction on the cash offer price (the "Offer").

Bredband2 has engaged Ernst & Young AB ("EY") as an independent valuation expert for the purpose of issuing an assessment of the fairness of the Offer from a financial point of view for the shareholders of Bredband2 ("Fairness Opinion").

In order to provide this Fairness Opinion, we have performed the analyses deemed necessary, giving consideration, *inter alia*, to the following information:

- Historical development of the Company's share price and valuation multiples.
- Public financial reports from Bredband2.
- Non-public financial information regarding Bredband2, such as business plans.
- Commissioned equity analyst reports.
- Public information about comparable companies and transactions.
- Interviews with Company management.

In addition, we have performed the value calculations and financial analyses that we have deemed necessary to provide the opinion below.

In our assessment we have relied upon the correctness and completeness of the information provided by Bredband2 without independent verification. We are not responsible for conclusions based on erroneous or incomplete information provided to us.

Our assignment was finalized on 16 July 2025. Events or information occurring after this date have not been subject to consideration.

EY has been retained by the Company to provide this Fairness Opinion in connection with the Offer and will receive a fixed fee for its services. EY's fee is not contingent upon, or related to, the size of the Offer consideration, the extent to which acceptance of the Offer is received or whether the Offer is completed.

We are providing this Fairness Opinion to Bredband2's Board of Directors who may use this document only in its entirety in communication with the shareholders of Bredband2 concerning the Offer. Our opinion expressed below

must not be construed as a recommendation as to whether the shareholders of Bredband2 should accept the Offer.

Based on the work performed by EY, and on the statements above, we are of the opinion that the Offer, on the date of issue of this document, is fair from a financial point of view for the shareholders of Bredband2.

Yours sincerely,



Johan Schult  
Partner  
Ernst & Young AB