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PRESS RELEASE

Stockholm on April 16, 2018

Nordstjernan announces a public cash offer to the shareholders of Swedol (mandatory bid)

On March 14, 2018, Nordstjernan Aktiebolag (“**Nordstjernan**”) announced that Nordstjernan had entered into a share purchase agreement with Aktiebolaget Zelda (“**Zelda**”) regarding the acquisition of a majority of Zelda’s shares in Swedol AB (publ) (“**Swedol**”) for a purchase price of SEK 32 per share (before dividends). The acquisition was subject to approval from Swedish and Norwegian competition authorities or that such authorities did not take any actions against the acquisition. These conditions have now been fulfilled and the acquisition was completed earlier today by Nordstjernan being registered as the owner of the acquired shares in the share register. Nordstjernan has thereby reached a shareholding in Swedol that exceeds the mandatory bid threshold in accordance with the Swedish Public Takeover Act (Sw. *lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*). Accordingly, Nordstjernan is obliged to make a public offer to acquire the remaining shares in Swedol (mandatory bid).

Against the background above, Nordstjernan hereby announces a public mandatory bid to the shareholders in Swedol to sell all shares of series B (“**B-shares**”) in Swedol (the “**Shares**”) to Nordstjernan (the “**Offer**”). All shares of series A (“**A-shares**”) in Swedol are held by Nordstjernan. The Offer therefore only includes B-shares. The B-shares are admitted to trading on Nasdaq Stockholm, Mid Cap. The A-shares are not admitted to trading.

The Offer in brief

- The Offer is a consequence of Nordstjernan's acquisition of shares from Zelda. Nordstjernan's assessment is that the strategy and the investments required to grow and digitalise Swedol's operations is best carried out with a long-term and strong main owner. Nordstjernan is open to both being a main owner in a stock exchange listed Swedol as well as owning Swedol in a private environment.
- The Swedol share has generally had low trading volumes,¹ which has made it more difficult for shareholders to sell their shares, especially shareholders with larger holdings. The mandatory bid entails that all shareholders in Swedol get the possibility to sell their shares to Nordstjernan, on the same terms as Zelda.
- Nordstjernan offers SEK 32 in cash per Share (before dividends). If Swedol pays any dividend or makes any other value transfer to the shareholders, for which the record date occurs prior to the settlement of the purchase price of the Offer, the consideration will be reduced accordingly. The Offer represents a valuation of Swedol corresponding to approximately SEK 2.7 billion.²
- The Offer represents (a) a premium of approximately 0.16 per cent compared to the closing price of SEK 31.95 per share for the B-shares in Swedol on Nasdaq Stockholm on April 13, 2018, which was the last trading day prior to the announcement of the Offer, (b) a premium of approximately -3.15 per cent compared to the volume-weighted average share price of SEK 33.04 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 30 trading days up to and including April 13, 2018, (c) a premium of approximately 3.22 per cent compared to the volume-weighted average share price of SEK 31 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 90 trading days up to and including April 13, 2018, and (d) a premium of approximately 0.79 per cent compared to the volume-weighted average share price of SEK 31.75 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 180 trading days up to and including April 13, 2018.
- The independent offer committee of the board of directors of Swedol³ intends to evaluate the Offer and obtain a fairness opinion regarding the Offer to support the evaluation.
- The acceptance period for the Offer is expected to commence on or around April 18, 2018 and expire on or around May 16, 2018.

Background to the Offer

Swedol meets the needs of professional users for tools, work wear, vehicle accessories and machinery. By the end of 2017, Nordstjernan was the company's largest shareholder with a holding of close to 30 per cent of both outstanding shares and votes in the company.

¹ Daily average volume and daily turnover since the turn of the year up to and including April 13, 2018, corresponds to 150,347 shares and MSEK 4.7.

² Based on 1,820,000 outstanding A-shares and 81,380,000 outstanding B-shares.

³ The independent offer committee consists of Christina Åqvist, Sofie Löwenhielm and Leif Reinholdsson.

On March 14, 2018, Nordstjernan entered into a share purchase agreement with Zelda regarding the acquisition of a majority of Zelda's shares in Swedol for a purchase price of SEK 32 per share (before dividends), irrespective of share class. The number of shares included in the share purchase agreement amounted to 15,686,448 shares, of which 1,300,000 A-shares and 14,386,448 B-shares, corresponding to approximately 18.9 per cent of the outstanding shares and approximately 27.5 per cent of the votes in Swedol. The B-shares are admitted to trading on Nasdaq Stockholm.

The transaction was subject to approval from Swedish and Norwegian competition authorities or that such authorities did not take any actions against the acquisition. On March 27 and April 11, 2018, respectively, Nordstjernan announced that the Swedish and Norwegian competition authorities had approved the acquisition, respectively. Nordstjernan was registered as owner of the shares today. Following the completion of the transaction, Nordstjernan's holding in Swedol increased to approximately 48.8 per cent of the outstanding shares and approximately 57.2 per cent of the votes. Accordingly, Nordstjernan's ownership in Swedol passed the mandatory bid threshold in accordance with the Swedish Public Takeover Act and Nordstjernan became obliged to within four weeks of the completion of the acquisition, make a public offer to acquire the remaining shares in Swedol (mandatory bid). Swedol also became a subsidiary of Nordstjernan through the acquisition.

The Swedol share has generally had low trading volumes, which has made it more difficult for shareholders to sell their shares, especially shareholders with larger holdings. The mandatory bid entails that all shareholders in Swedol get the possibility to sell their shares to Nordstjernan, on the same terms as Zelda.

The Offer is a consequence of Nordstjernan's acquisition of shares from Zelda. Nordstjernan's assessment is that the strategy and the investments required to grow and digitalise Swedol's operations are best carried out with a long-term and strong main owner. Nordstjernan is open to both being a main owner in a stock exchange listed Swedol as well as owning Swedol in a private environment.

Reasons for the Offer

Nordstjernan sees the transaction as a possibility to invest in a leading supplier for the professional user. Nordstjernan sees continued potential in, among other things, additional acquisitions and also within digitalisation, where Nordstjernan expects that Swedol is facing a significant transformation for the purpose of meeting the competition from e-commerce operators.

Nordstjernan's industrial expertise, long-term view and financial strength makes Nordstjernan a suitable long-term main owner in Swedol that can complement and support the existing operations.

Nordstjernan is looking forward to working together with Swedol's management and board of directors in order to further develop the operations in line with the company's current strategy. Nordstjernan will, as a long-term and financially strong main owner,

support continued growth which is expected to create long-term positive effects for Swedol and its employees. Nordstjernan does not foresee any significant changes or adverse effects from the completion of the Offer for Swedol's organisation, employees, including the terms of their employment or the locations where Swedol carries out its operations.

The Offer

General and the value of the Offer

Nordstjernan offers SEK 32 in cash per Share (before dividends). If Swedol pays any dividend or makes any other value transfer to the shareholders, for which the record date occurs prior to the settlement of the purchase price of the Offer, the consideration will be reduced accordingly. The Offer represents a valuation of Swedol corresponding to approximately SEK 2.7 billion.⁴

The Offer does not include the call options related to B-shares in Swedol that a number of senior executives in Swedol have acquired on market terms from Nordstjernan because the call options are not considered to be financial instruments issued by Swedol and, thereby, are not covered by Nasdaq Stockholm's Rules Regarding Takeover Offers (April 1, 2018) (the "**Takeover Rules**"). However, Nordstjernan intends to ensure that the holders of call options are afforded just treatment within the framework of applicable regulations.

No commission will be charged in connection with the Offer.

Premium

The consideration under the Offer represents a premium of:⁵

- approximately 0.16 per cent compared to the closing price of SEK 31.95 per share for the B-shares in Swedol on Nasdaq Stockholm on April 13, 2018, which was the last trading day prior to the announcement of the Offer;
- approximately -3.15 per cent compared to the volume-weighted average share price of SEK 33.04 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 30 trading days up to and including April 13, 2018;
- approximately 3.22 per cent compared to the volume-weighted average share price of SEK 31 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 90 trading days up to and including April 13, 2018; and
- approximately 0.79 per cent compared to the volume-weighted average share price of SEK 31.75 per share for the B-shares in Swedol on Nasdaq Stockholm during the last 180 trading days up to and including April 13, 2018.

⁴ Based on 1,820,000 outstanding A-shares and 81,380,000 outstanding B-shares.

⁵ Source for Swedol's share prices: Nasdaq Stockholm.

Recommendation from the independent offer committee of the board of directors of Swedol

Swedol's board of directors has on April 11, 2018 announced that it has decided to appoint the independent directors Christina Åqvist, Sofie Löwenhielm and Leif Reinholdsson to an independent offer committee to handle questions relating to the Offer which normally would have been handled by the full board of directors.

Lars Lindgren, chairman of the board of directors in Swedol, and Peter Hofvenstam, member of the board of directors in Swedol, have, in their respective capacity as employees of Nordstjernan, decided not to participate in the processing of questions relating to the Offer. The directors of the board, Rolf and John Zetterberg have, in their capacity as representatives of Zelda which has sold shares to Nordstjernan for the same price per Share as in the Offer, decided not to participate in the processing of questions related to the Offer.

The independent offer committee has been constituted with Christina Åqvist as spokeswoman. The independent offer committee intends to evaluate the Offer. Since the independent offer committee formally does not constitute a quorate board, a fairness opinion regarding the Offer will be obtained to support the evaluation.

The independent offer committee has not, at the time of this press release, published any statement in relation to the Offer.

Conditions for the Offer

There are no conditions for the completion of the Offer.

Konkurrensverket in Sweden and Konkurransetilsynet in Norway have been notified of the acquisition of Swedol shares from Zelda. Approvals from the competition authorities were obtained on March 27, 2018 and April 10, 2018, respectively.

Financing of the Offer

The Offer is not subject to any financing condition. Nordstjernan will finance the Offer through cash available from Nordstjernan's own funds and available credit facilities.

Nordstjernan's shareholding in Swedol

At the time of this press release, Nordstjernan owns and controls 40,597,391 shares in Swedol, of which 1,820,000 A-shares and 38,777,391 B-shares, corresponding to approximately 48.8 per cent of the outstanding shares and approximately 57.2 per cent of the votes in Swedol. Nordstjernan has issued call options regarding a total of 181,547 B-shares in Swedol to senior executives at Swedol. In addition to the above, Nordstjernan holds no financial instruments in Swedol that lead to a financial exposure corresponding to a holding of shares in Swedol.

Nordstjernan, its advisors, brokers or other persons that act as intermediaries for, or by instructions from, Nordstjernan, may, in accordance with, and considering the limitations that follow by applicable laws, rules and regulations, take actions with the purpose to acquire additional Shares in Swedol, including acquisitions on the open market at current prices or in private transactions at negotiated prices.

Such acquisitions, or actions made with the purpose of acquiring Shares in Swedol, may potentially be made up until the end of the acceptance period and after completion of the Offer. Any such acquisitions will be made in accordance with applicable laws, rules and regulations. Such acquisitions may be combined with terms that stipulate that the seller shall receive additional consideration (so-called “top-up”) corresponding to the difference between the price in the prior or side transactions and the price per share that is paid to a shareholder that accepts the Offer, if the mandatory bid in accordance with the Offer is carried out at a higher price than the price in prior or side transactions.

No such acquisitions may be made at prices that are higher than the consideration that is offered in the Offer, or on terms that are more beneficial than the terms of the Offer, unless the value and other terms of the Offer are adjusted accordingly.

Undertakings to accept the Offer

Nordstjernan has not entered into any agreement with any shareholder to accept the Offer.

Offer related arrangements

Swedol has not entered into any Offer related arrangements in relation to Nordstjernan.

Due diligence etc.

Nordstjernan has not conducted any so-called due diligence review of Swedol in connection with the Offer (or in connection with its acquisition of shares from Zelda as stated above).

Closely related parties questions etc.

Swedol is a subsidiary of Nordstjernan. Lars Lindgren, chairman of the board of directors in Swedol, and Peter Hofvenstam, member of the board of directors in Swedol, are employed as senior investment manager and deputy CEO in Nordstjernan, respectively. Therefore, Lars Lindgren and Peter Hofvenstam have not participated and are not participating in Swedol’s evaluations of, or decisions regarding the Offer. Lars Lindgren and Peter Hofvenstam are participating in the Offer on the offeror’s side. Due to these reasons, section III in the Takeover Rules shall apply to the Offer. These rules imply that Swedol shall obtain and publish a fairness opinion from an independent expert relating to the Offer, and that the acceptance period for the Offer shall be no less than four weeks.

Statement from the Swedish Securities Council

Zelda has previously, without consideration, issued an option to Nordstjernan which gives Nordstjernan a right, but no obligation, to acquire a number of Zelda's A- and B shares in Swedol for a fixed price per share. The call option was cancelled at the time of Nordstjernan's acquisition of shares from Zelda. The Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) has in statement 2018:10 (dated March 12, 2018) confirmed that there is no reason to consider the call option when determining the lowest permitted price per share in the Offer. In accordance with what is set out in rule II.21 and II.13 of the Takeover Rules the price shall correspond to no less than what has been paid for the shares in accordance with the share purchase agreement with Zelda.

Description of Nordstjernan

Nordstjernan Aktiebolag is a Swedish private limited liability company, registration number 556000-1421, with its headquarters in Stockholm and address Nordstjernan Aktiebolag, SE-103 75 Stockholm. Nordstjernan is a family-controlled investment company whose business concept is to develop companies through active ownership and create long-term value growth through an increase in net asset value. Nordstjernan currently has shareholdings in some 20 listed and unlisted companies with head offices in the Nordic region. In total, Nordstjernan's holdings generate sales in excess of SEK 100 billion and have approximately 60,000 employees. Nordstjernan's largest owner is the Axel and Margaret Ax:son Johnson Foundation for Public Benefit.

Nordstjernan's net asset value amounted to more than SEK 30 billion by the end of 2017. More information about Nordstjernan is provided at the company's website, www.nordstjernan.se.

Preliminary timetable

The offer document for the Offer is expected to be made public on or around April 17, 2018. The acceptance period for the Offer is expected to commence on or around April 18, 2018 and will end on or around May 16, 2018.

Settlement is expected to begin on or around May 23, 2018.

Nordstjernan reserves the right to extend the acceptance period for the Offer, as well as the right to postpone the settlement date. A notice of any such extension(s) or postponement(s) will be announced by Nordstjernan by means of press release(s) in accordance with applicable rules and regulations.

Compulsory acquisition and de-listing

In the event that Nordstjernan, in connection with the Offer or otherwise, becomes the owner of shares representing more than 90 per cent of the shares in Swedol, Nordstjernan intends to commence compulsory acquisition proceedings under the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)) in order to acquire all remaining

shares in Swedol. In connection therewith, Nordstjernen intends to promote a de-listing of the B-shares in Swedol from Nasdaq Stockholm.

Applicable law and disputes

The Offer, and the agreements entered into between Nordstjernen and Swedol's shareholders, shall be governed by and construed in accordance with the laws of Sweden. The courts of Sweden shall have exclusive jurisdiction over any dispute arising out of or in connection with the Offer and the district court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

For the Offer, the Takeover Rules and the Swedish Securities Council's rulings regarding the interpretation and application of the Takeover Rules and, where applicable, the Swedish Securities Council's interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (Sw. *Näringslivets Börskommitté*) apply.

In accordance with the Swedish Takeover Act (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*), Nordstjernen has, on April 4, 2018, undertaken towards Nasdaq Stockholm to comply with the Takeover Rules and submit to any sanctions imposed by Nasdaq Stockholm in the event of breach of the Takeover Rules and the Swedish Securities Council's rulings regarding the interpretation and application of the Takeover Rules and, where applicable, the Swedish Securities Council's interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee. Nordstjernen has informed the Swedish Financial Supervisory Authority about the Offer and the undertaking towards Nasdaq Stockholm.

Advisors

Nordstjernen has engaged SEB Corporate Finance, Skandinaviska Enskilda Banken AB (publ) as financial advisor and Gernandt & Danielsson Advokatbyrå KB as legal advisor in relation to the Offer.

Tomas Billing
CEO
Nordstjernen AB

Questions will be answered by:

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Further information in relation to the Offer is made available at:
<https://swedol.nordstjernen.se>

The information in this press release has been published in accordance with the Takeover-rules. This press release was submitted for publication on April 16, 2018, 15.00 CET.

Nordstjernen är ett familjekontrollerat investeringsföretag, som genom aktivt och långsiktigt ägande i nordiska företag skall skapa värdetillväxt. Mer information om Nordstjernen finns på www.nordstjernen.se.

Important information

The Offer is not being made to persons whose participation in the Offer requires that additional offer documents are prepared or registration effected or that any other measures are taken in addition to those required under Swedish law. This press release and any documentation relating to the Offer is not being published in or distributed to or into and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any applicable law or regulation in such country. No such action will be permitted or sanctioned by Nordstjernan. Any purported acceptance of the Offer resulting directly or indirectly from violation of these restrictions may be considered invalid and be disregarded.

The Offer is not being made, directly or indirectly, in or into Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA by use of mail, any means of communication used in national or international trade or on any national stock exchange or trading platform or by any other means of communication (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA and the Offer may not be accepted by or with any such means of communication in or from Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA. Neither this press release nor any other documentation relating to the Offer is being, and must not be, sent, posted or distributed in any other manner in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA must not forward this press release or any other document received in connection with the Offer to such persons. Nordstjernan will not pay any consideration according to the Offer in or to Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the USA.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other consequences of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “is planned”, “will”, “maybe will”, “shall”, “should”, “expects”, “is intended”, “is deemed”, “is expected”, “believes”, or similar expressions.

This press release has been made public in English and Swedish. In the event of any discrepancy between the English and the Swedish language versions, the Swedish version shall prevail. The offer document that has been published in connection with the Offer will only be made public in Swedish.

Forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Nordstjernan. Any such forward-looking statements speak only as of the date on

which they are made and Nordstjernan has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except as required by the Takeover Rules or other applicable laws and regulations.
