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PRESS RELEASE
Stockholm, November 5, 2020

Nordstjernan announces a mandatory public cash offer to the shareholders in Momentum Group

Nordstjernan Aktiebolag (“**Nordstjernan**”) announces a mandatory public offer to the shareholders of Momentum Group AB (publ) (“**Momentum Group**”) to sell all their shares in Momentum Group to Nordstjernan for SEK 120 in cash per share (the “**Offer**”). The Offer includes the shares of series A and the shares of series B in Momentum Group. The shares of series B are admitted to trading on Nasdaq Stockholm. The shares of series A are not admitted to trading on any marketplace.

The Offer in brief

- Nordstjernan makes the Offer since Nordstjernan, on 28 October 2020 acquired one share of series B in Momentum Group for SEK 120 and, consequently, pursuant to the Swedish Act on Public Takeovers on the Stock Market and the Swedish Securities Council’s ruling AMN 2019:42, is obliged to make a public offer for the remaining shares in Momentum Group (a so-called mandatory public offer).
- Nordstjernan offers SEK 120 in cash for each share in Momentum Group.
- The Offer values all shares in Momentum Group to approximately SEK 6.1 billion (based on a total of 1,062,436 shares of series A and 49,843,753 shares of series B, *i.e.*, including the shares that Nordstjernan already owns).
- The offered price per share in Momentum Group is 7.1 per cent lower than the closing price for the shares of series B on Nasdaq Stockholm on 4 November 2020 and 9.8 per cent lower than the volume weighted average price per share of series B on Nasdaq Stockholm during the 30 latest trading days up to and including 4 November 2020. Accordingly, Nordstjernan does not offer a premium compared to the closing price on the last trading day prior to the announcement of the Offer or the volume weighted average price during the 30 latest trading days prior to the

announcement of the Offer. However, the offered price per share in Momentum Group represents a premium of 26.4 per cent compared to the volume weighted price per share of series B on Nasdaq Stockholm during the 180 latest trading days prior to the announcement of the Offer.

- On 28 October 2020, Nordstjernan announced that Nordstjernan, following the above-mentioned acquisition of one additional share of series B, owns 495,848 shares of series A and 25,901,138 shares of series B in Momentum Group. Nordstjernan's shareholding in Momentum Group represents approximately 51.9 per cent of all shares and approximately 51.0 per cent of all votes in Momentum Group.
- The completion of the Offer is not subject to any conditions.
- Nordstjernan will publish an offer document regarding the Offer later today. Nordstjernan expects that the acceptance period of the Offer will commence tomorrow on 6 November 2020 and expire on 4 December 2020.

Background and reasons for the Offer

Nordstjernan controls approximately 51.9 per cent of the shares and approximately 51.0 per cent of the votes in Momentum Group and is thereby the company's largest shareholder. Nordstjernan makes the Offer since Nordstjernan on 28 October 2020 acquired one share of series B in Momentum Group for SEK 120, and, consequently, is obliged to make a public offer for the remaining shares in Momentum Group (a so-called mandatory public offer). Through the Offer, Nordstjernan has made it possible for all shareholders in Momentum Group to decide whether they wish to remain as shareholders in the company or sell their shares – something that previously has been difficult due to the relatively low trading volumes in the share of series B of Momentum Group.

Nordstjernan wishes to increase its shareholding and commitment in Momentum Group and contribute as a long-term main owner. Nordstjernan's industrial experience and financial strength increase the flexibility for the company and improve the conditions for the development of an even more competitive group.

Nordstjernan acquired the majority of its shares in Momentum Group in connection with the combination between Momentum Group and Swedol earlier this year. The combination created a strong and competitive group, which Nordstjernan is looking forward to continue to develop. The ongoing integration of Momentum Group's TOOLS operations and Swedol is carried out during challenging market conditions, among other things due to the coronavirus (Covid-19), which increases the importance of having a long-term, financially strong main owner of Momentum Group.

Momentum Group conducts its operations decentralised in two business areas: Business Area Tools, Consumables, Workwear & Protective Equipment and Business Area Components & Services. Currently, there is an extensive integration project within

Business Area Tools, Consumables, Workwear & Protective Equipment between Momentum Group's TOOLS operations and Swedol. The integration project includes store and product range coordination as well as a reduction of the number of regional logistics centers. In the interim report that was published on 23 October 2020, Momentum Group reported provisions for a restructuring reserve relating to identified non-recurring costs. The Offer does not mean that Nordstjernan has any other strategic plans or intentions with respect to changes to or effects on the companies' respective employees or management teams (including their terms of employment) or the operations on the locations where Momentum Group conducts business. Nordstjernan intends to continue to support the board of directors and management of Momentum Group in their work to continue to develop the operations in line with the company's current business strategy, including the above-mentioned integration initiative.

Nordstjernan is open to being a main owner in a listed Momentum Group as well as owning Momentum Group in an unlisted environment. If Momentum Group continues to be a listed company after the Offer, the fact that Nordstjernan has fulfilled its mandatory public offer obligation means that Nordstjernan will be free to participate in any new issues of shares in Momentum Group without being restricted by any mandatory public offer rules. This is to the advantage of both Nordstjernan and Momentum Group and its other shareholders.

The Offer

The offered consideration and the value of the Offer

Nordstjernan offers SEK 120 in cash for each share in Momentum Group. The Offer values all shares in Momentum Group to approximately SEK 6.1 billion (based on a total of 1,062,436 shares of series A and 49,843,753 shares of series B, *i.e.*, including the shares that Nordstjernan already owns).

No commission will be charged in connection with the Offer.

The offered consideration compared to the price per share of series B on Nasdaq Stockholm

The offered price per share in Momentum Group, which corresponds to the price that Nordstjernan paid for its acquisition of one additional share of series B on 28 October 2020 is:

- 7.1 per cent lower than the closing price for the shares of series B on Nasdaq Stockholm on 4 November 2020; and
- 9.8 per cent lower than the volume weighted average price per share of series B on Nasdaq Stockholm during the 30 latest trading days up to and including 4 November 2020.

Accordingly, Nordstjernan does not offer a premium compared to the closing price on the last trading day prior to the announcement of the Offer or the volume weighted average price during the 30 latest trading days prior to the announcement of the Offer.

However, the offered price per share in Momentum Group represents a premium of 26.4 per cent compared to the volume weighted price per share of series B on Nasdaq Stockholm during the 180 latest trading days prior to the announcement of the Offer.

Potential adjustment of the offered consideration

If Momentum Group pays any dividend or makes other value transfer prior to the settlement of the Offer, Nordstjernan will reduce the offered consideration accordingly.

Rights under Momentum Group's incentive programs

The Offer does not include any rights granted by Momentum Group to its employees under any incentive programs. Accordingly, the Offer does not include the call options regarding shares of series B in Momentum Group that certain employees of Momentum Group hold under the long-term share-related incentive programs that the general meeting in Momentum Group resolved upon in November 2017 and August 2018, respectively. Nordstjernan intends to procure that the holders of the call options are afforded a reasonable treatment in connection with the Offer.

Conditions to completion of the Offer

The completion of the Offer is not subject to any conditions.

Nordstjernan, which already owns approximately 51.9 per cent of the shares and approximately 51.0 per cent of the votes in Momentum Group (see the section "Nordstjernan's ownership in Momentum Group" below), acquired control over Momentum Group for competition law purposes in connection with the combination of Momentum Group and Swedol earlier this year. In connection with the combination, the competition authorities in Sweden, Finland and Norway, respectively, decided to approve Nordstjernan's acquisition of control. Accordingly, the completion of the Offer does not require any approvals from competition authorities.

Financing of the Offer

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

Nordstjernan's ownership in Momentum Group

Nordstjernan owns 495,848 shares of series A and 25,901,138 shares of series B in Momentum Group. Nordstjernan's shareholding in Momentum Group represents approximately 51.9 per cent of all shares and approximately 51.0 per cent of all votes in Momentum Group.

Neither Nordstjernan nor any party closely related to Nordstjernan holds or controls any other financial instruments which give a financial exposure equivalent to a holding of shares in Momentum Group. Neither Nordstjernan nor any party closely related to Nordstjernan has acquired any shares in Momentum Group on more favourable terms

than the terms of the Offer during the last six months prior to the announcement of the Offer.

Nordstjernan reserves the right to acquire or make arrangements to acquire shares in Momentum Group, including acquisitions on the market at prevailing prices or acquisitions in private transactions at negotiated prices. Any such acquisitions will be made in accordance with applicable laws, rules and regulations.

Statement by the board of directors of Momentum Group

Pursuant to Nasdaq Stockholm's Takeover Rules, the board of directors of Momentum Group is to announce its opinion of the Offer no later than two weeks prior to the expiry of the acceptance period.

Closely related parties and conflicts of interest, etc.

Momentum Group is a subsidiary of Nordstjernan. Consequently, Nordstjernan is required to apply Section III of Nasdaq Stockholm's Takeover Rules. This means, among other things, that the acceptance period of the Offer is to be no less than four weeks, and that Momentum Group is to obtain, and no later than two weeks prior to the expiry of the acceptance period publish, a valuation opinion regarding the Offer from an independent expert.

Johan Sjö and Johan Eklund are members of the board of directors of Momentum Group and employees of Nordstjernan. Consequently, Johan Sjö and Johan Eklund have a conflict of interest pursuant to Rule II.18 of Nasdaq Stockholms Takeover Rules which means that they may not participate in Momentum Group's handling of matters regarding the Offer.

Statement from the Swedish Securities Council

The Swedish Securities Council has in its ruling AMN 2020:22 granted Nordstjernan an exemption from the obligation to direct the Offer to shareholders in Australia, Canada, China, Hong Kong, Japan, Mexico, New Zealand, Singapore, South Africa, Switzerland, Thailand or the United States. AMN 2020:22 will be available in its entirety (in Swedish) on the Swedish Securities Council's website (www.aktiemarknandsnamnden.se).

Indicative timetable

- Estimated date for publication of the offer document: 5 November 2020
- Estimated acceptance period: 6 November–4 December 2020
- Estimated settlement date: 10 December 2020

Nordstjernan reserves the right to extend the acceptance period as well as to postpone the settlement date. Nordstjernan will announce any extensions of the acceptance period or postponements of the settlement date by way of a press release in accordance with applicable laws and regulations (including Nasdaq Stockholm's Takeover Rules).

Compulsory buy-out and delisting of Momentum Group

In the event Nordstjernan, whether in connection with the Offer or otherwise, obtains more than 90 per cent of the shares in Momentum Group, Nordstjernan intends to initiate a compulsory buy out procedure with respect to the remaining shares in accordance with the Swedish Companies Act. In connection with such compulsory buy-out procedure, Nordstjernan intends to promote a delisting of Momentum Group's shares of series B from Nasdaq Stockholm.

Applicable law and disputes

The Offer is governed by and construed in accordance with the laws of Sweden. Any dispute, controversy or claim arising out of or in connection with the Offer shall be finally settled by Swedish courts and the City Court of Stockholm shall be the court of first instance. In addition, Nasdaq Stockholm's Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of Nasdaq Stockholm's Takeover Rules and, where applicable, the Swedish Securities Council's interpretations of the Swedish Industry and Commerce Stock Exchange Committee's former rules on public offers, are applicable to the Offer.

Nordstjernan has, today on 5 November 2020, in accordance with the Swedish Act on Public Takeovers on the Stock Market, undertaken towards Nasdaq Stockholm to comply with Nasdaq Stockholm's Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of Nasdaq Stockholm's Takeover Rules and, where applicable, the Swedish Securities Council's interpretations of the Swedish Industry and Commerce Stock Exchange Committee's former rules on public offers, as well as to submit to the sanctions that Nasdaq Stockholm may decide upon in the event of a breach of Nasdaq Stockholm's Takeover Rules. Nordstjernan informed the Swedish Financial Supervisory Authority about the Offer and the undertaking towards Nasdaq Stockholm today on 5 November 2020.

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 15 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 50,000 employees. Nordstjernan's largest owner is the Axel and Margaret Ax:son Johnson Foundation for Public Benefit. More information about Nordstjernan is available at the company's website, www.nordstjernan.se.

Advisers

Nordstjernan has engaged Carnegie Investment Bank AB (publ) as financial adviser and Gernandt & Danielsson Advokatbyrå as legal adviser in connection with the Offer.

Further information

Nordstjernan submitted this press release for publication at 11:00 a.m. CET on 5 November 2020.

Peter Hofvenstam
President and CEO
Nordstjernan AB

Questions will be answered by:

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More information on the Offer is available at www.momentum.nordstjernan.se.

Nordstjernan is a family-controlled investment company whose business concept is to be an active owner that creates long-term value growth. More information about Nordstjernan can be found on www.nordstjernan.se.

Important information

An offer document in Swedish will be approved and registered by the Swedish Financial Supervisory Authority and made public by Nordstjernan, prior to the commencement of the acceptance period of the Offer.

The Offer is not being made to (and acceptances will not be approved from or on behalf of) persons in Australia, Canada, China, Hong Kong, Japan, Mexico, New Zealand, Singapore, South Africa, Switzerland, Thailand or the United States or persons whose participation in the Offer requires that additional offer documents are prepared or registrations effected or that any other measures are taken in addition to those required under Swedish law (including Nasdaq Stockholm's Takeover Rules), except where there is an applicable exemption.

This press release and any other documentation related to the Offer (including copies thereof) must not be mailed or otherwise distributed, forwarded or sent in or into any jurisdiction (including without limitation Australia, Canada, China, Hong Kong, Japan, Mexico, New Zealand, Singapore, South Africa, Switzerland, Thailand or the United States) in which the distribution of this press release or the Offer would require any

additional measures to be taken or would be in conflict with any law or regulation in any such jurisdiction. Persons who receive this press release (including without limitation banks, brokers, dealers, nominees, trustees and custodians) and are subject to the laws or regulations of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws or regulations of any such jurisdiction. To the extent permitted by applicable law, Nordstjernan disclaims any responsibility or liability for any violations of any such restrictions and Nordstjernan reserves the right to disregard any purported acceptance of the Offer resulting directly or indirectly from a violation of any of these restrictions.

Statements in this press release relating to any future status or circumstances, including statements regarding future performance, growth and other trend projections and other effects of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipate", "believe", "expect", "intend", "plan", "seek", "will", "would" or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that could 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 several factors, many of which are outside Nordstjernan's control. Any forward-looking statements speak only as of the date on which the statements are made and Nordstjernan has no obligation (and undertakes no obligation) to update or revise any of them, whether as a result of new information, future events or otherwise except as required pursuant to applicable laws and regulations.

This press release has been published in Swedish and English. In the event of any discrepancy between the language versions, the Swedish version shall prevail.