

*This announcement is not an offer, whether directly or indirectly, in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa or in any other jurisdiction where such offer pursuant to legislation, restrictions and/or regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important information" at the end of this announcement and in the offer document, which has been published on the Offer website ([www.bio-offer.com](http://www.bio-offer.com)). Shareholders in the United States should also refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.*

Press release

12 May 2025

## **RWK Bidco AB publishes the offer document for the recommended cash offer to the shareholders of Biotage AB**

**On 22 April 2025, RWK Bidco AB<sup>1</sup> ("RWK BidCo"), a newly formed company indirectly wholly owned by KKR Funds<sup>2</sup>, announced a recommended public offer to the shareholders of Biotage AB ("Biotage" or the "Company") to tender all ordinary shares<sup>3</sup> in Biotage to RWK BidCo (the "Offer").**

The offer document relating to the Offer has today on 12 May 2025 been approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*).

The offer document is available on RWK BidCo's website for the Offer ([www.bio-offer.com](http://www.bio-offer.com)) and via Nordea Bank Abp, filial i Sverige's ("**Nordea**") website ([www.nordea.se/prospekt](http://www.nordea.se/prospekt)). The offer document will also be available on the Swedish Financial Supervisory Authority's website ([www.fi.se](http://www.fi.se)) in Swedish. The acceptance form relating to the Offer will be available on RWK BidCo's website for the Offer and via Nordea's website. A pre-printed acceptance form will be sent to shareholders of Biotage whose shares were directly registered with Euroclear Sweden AB as of 12 May 2025, except for those domiciled in the excluded jurisdictions (see the section "*Important information*" at the end of this announcement).

The acceptance period of the Offer commences on 13 May 2025 and ends on 11 June 2025 at 15.00 CEST. Settlement is expected to commence on or around 23 June 2025. RWK BidCo has reserved the right to shorten the acceptance period and set an earlier settlement date as well as to extend the acceptance period and postpone the settlement date to the extent permissible under applicable laws and regulations. Any such change of the acceptance period or settlement date will be announced by RWK BidCo by means of a press release in accordance with applicable laws and regulations.

The price in the Offer is SEK 143.35 in cash per ordinary share. The price in the Offer at the time of the announcement of the Offer, amounting to SEK 145 in cash per ordinary share in Biotage, has in accordance with the terms of the Offer been adjusted to reflect the dividend of SEK 1.65 per share in Biotage, which the Company's annual general meeting resolved upon on 24 April 2025.

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<sup>1</sup> RWK Bidco AB (under name change from Goldcup 37131 AB) is a newly formed Swedish private limited liability company with corporate registration number 559525-2460, domiciled in Stockholm, Sweden. As of the date of this announcement, RWK Bidco AB is indirectly wholly owned by KKR Funds.

<sup>2</sup> "KKR" refers to Kohlberg Kravis Roberts & Co. L.P. and its affiliates. "KKR Funds" refers to funds, vehicles and/or accounts advised and/or managed by KKR.

<sup>3</sup> As of the date of this announcement, Biotage has issued 904,863 class C shares, all of which are held by Biotage in treasury.

## **Information about the Offer**

Information about the Offer is made available at [www.bio-offer.com](http://www.bio-offer.com).

For additional information, please contact:

### **International media**

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For administrative questions regarding the Offer, please contact your bank or the nominee registered as holder of your shares.

*The information in this press release was submitted for publication by RWK BidCo in accordance with the takeover rules for Nasdaq Stockholm on 12 May 2025 at 10.15 (CEST).*

### **Important information**

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

***The Offer is not being made, directly or indirectly, in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and/or regulations in the relevant jurisdiction, by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and/or regulations in the relevant jurisdiction, and the Offer cannot be accepted by any such use or by such means, instrumentality or facility of, in or from, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and/or regulations in the relevant jurisdiction. Accordingly, this press release or any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa or in any other jurisdiction where such offer would be prohibited by applicable law pursuant to legislation, restrictions and/or regulations in the relevant jurisdiction.***

***This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa must not forward this press release or any other document received in connection with the Offer to such persons.***

***In the United Kingdom, this communication and any other offer documents relating to the Offer is/will be directed only at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations,***

etc.") of the Order or (iii) to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (as amended)) in connection with the Offer may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). No communication in respect of the Offer must be acted on or relied on by persons who are not Relevant Persons. The Offer, any investment or investment activity to which this communication relates is/will be available only in the United Kingdom to Relevant Persons and will be engaged in only with Relevant Persons.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits 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", "expects", "believes", or similar expressions. By their nature, 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 RWK BidCo and Biotage. Any such forward-looking statements speak only as of the date on which they are made and RWK BidCo 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 for in accordance with applicable laws and regulations.

J.P. Morgan and Nordea are acting for RWK BidCo and no one else in connection with the Offer and will not be responsible to anyone other than RWK BidCo for providing the protections afforded to clients of J.P. Morgan or Nordea, or for giving advice in connection with the Offer or any matter referred to herein.

#### **Special notice to shareholders in the United States**

Holders of the shares in Biotage domiciled in the United States (the "U.S. Holders") are advised that the shares are not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and that Biotage is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act") and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission thereunder. The Offer described in this press release is made for the issued and outstanding shares of Biotage, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States. The Offer is made in the United States pursuant to Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder, subject to the exemption provided by Rule 14d-1(d) (the "Tier II Exemption") under the U.S. Exchange Act and otherwise in compliance with the requirements of Swedish law. Accordingly, the Offer will be subject to disclosure and procedural requirements of Swedish law, including with respect to withdrawal rights, the Offer timetable, notices of extensions, announcements of results, settlement procedures (including as regards to the time when payment of the consideration is rendered) and waivers of conditions, which may be different from those applicable under U.S. domestic tender offers, procedures and law. RWK BidCo's ability to waive the conditions of the Offer (both during and after the end of the acceptance period) and the shareholders' ability to withdraw their acceptances, are not the same under a tender offer governed by Swedish law as under a tender offer governed by U.S. law. U.S. Holders are encouraged to consult with their own advisors regarding the Offer.

Biotage's financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to the financial statements or financial information of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The Offer is made to the U.S. Holders on the same terms and conditions as those made to all other shareholders of Biotage to whom an offer is made. Any information documents, including the offer document, are being disseminated to U.S. Holders on a basis comparable to the method pursuant to which such documents are provided to Biotage's other shareholders.

As permitted under the Tier II Exemption, the settlement of the Offer is based on the applicable Swedish law provisions which may differ from the settlement procedures customary in the U.S., particularly as regards the time when payment of the consideration is rendered. The Offer, which is subject to Swedish law, is being made

*to the U.S. Holders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder, in particular the Tier II Exemption. To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. Holders and thus will not give rise to claims on the part of any other person. The U.S. Holders should consider that the price for the Offer is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.*

*It may be difficult for Biotage's shareholders to enforce their rights and any claims they may have arising under the U.S. federal or U.S. state securities laws in connection with the Offer, since Biotage and RWK BidCo are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. Biotage's shareholders may not be able to sue Biotage, RWK BidCo or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Biotage or RWK BidCo and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.*

*To the extent permissible under applicable law and regulations, including Rule 14e-5(b) of the U.S. Exchange Act, RWK BidCo and its affiliates or its brokers and its brokers' affiliates (acting as agents for RWK BidCo or its affiliates, as applicable) may from time to time during the period in which the Offer remains open for acceptance, directly or indirectly purchase or arrange to purchase shares of Biotage outside the United States, or any securities that are convertible into, exchangeable for or exercisable for such shares, other than pursuant to the Offer. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In addition, the financial advisors to RWK BidCo may also engage in ordinary course trading activities in securities of Biotage, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with the applicable law, including Rule 14e-5 under the U.S. Exchange Act. To the extent information about such purchases or arrangements to purchase is made public in Sweden, such information will be disclosed by means of an English language press release through relevant electronic media or other means reasonably calculated to inform U.S. Holders of such information.*

*The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Offer. Neither RWK BidCo nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.*

**NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS PRESS RELEASE OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THIS PRESS RELEASE IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**