



**greiner bio-one**

# **Greiner Bio-One GmbH's offer to the shareholders of Vigmed Holding AB**



## IMPORTANT INFORMATION

### General

Greiner Bio-One GmbH (Austrian corporate registration number 176887d) ("**GBO**") has made a public offer for all shares in Vigmed Holding AB (publ) (Swedish corporate registration number 556918-4632) ("**Vigmed**" or the "**Company**") in accordance with the conditions set out in this offer document (the "**Offer**").

The Offer, as well as the agreements entered into between GBO and the shareholders in Vigmed as a result of the Offer, shall be governed and construed in accordance with Swedish law. Any dispute regarding the Offer or such agreements, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the Stockholm District Court (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

The Swedish Corporate Governance Board's (Sw. *Kollegiet för svensk bolagsstyrning*) takeover rules for certain trading platforms (the "**Takeover Rules**") and the Swedish Securities Council's (Sw. *Aktiemarknadsnämnden*) rulings regarding interpretation and application of the Takeover Rules, including, 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*), are applicable to the Offer.

The information in this offer document is intended to be accurate, although not complete, only as of the day of the offer document. It is not implied that the information has been or will be accurate at any other time. The information in the offer document is provided solely with respect to the Offer and is not permitted to be used for any other purpose.

The information regarding Vigmed on pages 15–38 in the offer document has been reviewed by the Independent Bid Committee appointed by the board of directors of Vigmed. GBO does not guarantee that the information included herein with respect to Vigmed is accurate or complete and does not take any responsibility for such information being accurate or complete. Except where this is expressly stated in the offer document, no information in the offer document has been reviewed or audited by Vigmed's auditor.

The figures reported in the offer document have been rounded as appropriate. This implies that some tables may not sum up correctly. All information in the offer document regarding shareholdings in Vigmed is based on 65,749,998 outstanding shares in Vigmed.

### Forward-looking statements

Statements in the offer document 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 GBO.

Any forward-looking statements made herein speak only as of the date on which they are announced. Except as required by the Takeover Rules or applicable law or regulations, GBO expressly disclaims any obligation or undertaking to publicly announce updates or revisions to any forward-looking statements contained in the offer document to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that GBO or Vigmed has made or may make.

### OFFER RESTRICTIONS

The offer document is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, New Zealand, South Africa or in the United States or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law (the "**Restricted Territories**"). Shareholders not resident in Sweden who wish to accept the Offer must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section "*Offer restrictions*" on pages 42–43.

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## The Offer in brief

Consideration:	SEK 1.00 in cash for each Vigmed share <sup>1</sup>
Acceptance period:	6–27 March 2017
Estimated settlement date:	3 April 2017

<sup>1</sup> The consideration under the Offer will be reduced accordingly should Vigmed, prior to the settlement of the Offer, distribute a dividend or in any other way distribute or transfer value to its shareholders.

# The Offer to the shareholders of Vigmed

## Introduction

On 27 February 2017, Greiner Bio-One GmbH (“**GBO**”) announced a recommended public offer to the shareholders in Vigmed Holding AB (publ) (“**Vigmed**” or the “**Company**”) to tender all shares in Vigmed to GBO (the “**Offer**”). The shares in Vigmed are listed on Nasdaq First North Premier.

## Consideration

The shareholders of Vigmed are offered SEK 1.00 in cash per share in Vigmed. The consideration under the Offer will be reduced accordingly should Vigmed, prior to the settlement of the Offer, distribute a dividend or in any other way distribute or transfer value to its shareholders.

## Premiums

The consideration under the Offer represents:<sup>1</sup>

- a discount of 13.8 per cent compared to the volume-weighted average trading price over the 30 calendar days ending on 24 February 2017 of SEK 1.16 for the Vigmed share; and
- a premium of 1.0 per cent compared to the closing price of SEK 0.99 for the Vigmed share on 24 February 2017, the last day of trading prior to the announcement of the Offer.

## Total value of the Offer

The total value of the Offer, based on all outstanding 65,749,998 shares in Vigmed, amounts to approximately SEK 65.7 million.

## Financing of the Offer

The Offer is fully financed by cash available from GBO's own funds. GBO is not dependent on external financing for the Offer. Accordingly, the completion of the Offer is not conditional upon any financing being obtained.

## Recommendation from Vigmed's Independent Bid Committee

The board of directors of Vigmed has appointed an independent bid committee of the board of directors (the “**Independent Bid Committee**”) to evaluate the Offer. The Independent Bid Committee consists of the board members Sten Dahlborg (chairman), Thomas Baier and Axel Sjöblad, who do not have any conflicts of interest in relation to GBO or the Offer. The Independent Bid Committee has unanimously recommended Vigmed's shareholders to accept the Offer. The Independent Bid Committee has obtained a fairness opinion from the independent expert Navigo Partners stating that the Offer is fair from a financial point of view to the shareholders of Vigmed. The recommendation and the fairness opinion can be found in its entirety below.

Vigmed's board member Rikard Roos and Cecilia Karlsson, who is married to Vigmed's board member Mikael Karlsson,

are shareholders of Vigmed and have undertaken towards GBO to accept the Offer. Furthermore, Vigmed's board member Philip Nyblaeus is employed as Investment Manager at Bure Equity AB, a shareholder of Vigmed that has also undertaken towards GBO to accept the Offer. Accordingly, these board members in Vigmed have conflicts of interest in relation to the Offer.

## Undertakings to accept the Offer

GBO has received irrevocable undertakings to accept the Offer from Bure Equity AB (through its subsidiary Bure Growth AB), Soliver Ltd., Per Knutsson, Cecilia Karlsson, Amanda Karlsson, Rikard Roos, Holm Investment AB, Lennart Holm and Mette Gross in respect of in aggregate 19,312,918 shares, representing 29.37 percent of the total number of outstanding shares and votes in Vigmed. These undertakings relate to their entire respective holdings of Vigmed shares. The undertakings are conditional upon no third party, prior to the end of the acceptance period of the Offer or any extension thereof, announcing a public offer for all shares in Vigmed at a price per share that exceeds the value of the consideration per share available under the Offer at that time by at least 50 percent (the “**50-percent Hurdle**”) and GBO deciding not to match such competing offers (the “**Right to Match**”) within six business days. The 50-percent Hurdle and the Right to Match apply on a revolving basis in the event of one or more revised competing offer by any competing bidder. The undertakings are further conditional upon GBO in all material respects complying with applicable laws and the Swedish Corporate Governance Board's (Sw. *Kollegiet för svensk bolagsstyrning*) takeover rules for certain trading platforms (the “**Takeover Rules**”).

## GBO's shareholding in Vigmed

At the time of this offer document GBO does not hold any shares in Vigmed or any financial instrument that give financial exposure to Vigmed shares, nor has GBO acquired or agreed to acquire any Vigmed shares or any financial instrument that give financial exposure to Vigmed shares during the six months preceding the announcement of the Offer or thereafter until the time of this offer document.

GBO may acquire, or enter into arrangements to acquire, shares in Vigmed outside the Offer. Any purchases made or arranged shall be in accordance with Swedish law and the Takeover Rules and will be disclosed in accordance with applicable rules.

## Due diligence

GBO has, in connection with the preparation of the Offer, conducted a confirmatory due diligence review of Vigmed including a documentary review and meetings with the management of Vigmed. In connection therewith, GBO has been provided and reviewed a draft of Vigmed's year-end report for 2016, which was made public in connection with the announcement of the Offer. Vigmed has informed GBO that, with the exception of certain information set out in the aforementioned

<sup>1</sup> Source for Vigmed share prices: Capital IQ.

year-end report, no inside information (as defined in Article 7 of the EU Market Abuse Regulation) has been disclosed to GBO during the due diligence review.

### Approvals from authorities

The completion of the Offer is conditional upon, inter alia, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals from competition authorities, being obtained, in each case on terms which, in GBO's opinion, are acceptable. According to GBO's current assessment, the completion of the Offer will not require any approvals from competition or other authorities.

### Applicable law and disputes

The Offer, as well as the agreements entered into between GBO and the shareholders in Vigmed as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be exclusively settled by Swedish courts, and the Stockholm District Court (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

The Swedish Corporate Governance Board's takeover rules for certain trading platforms (the "**Takeover Rules**") and the Swedish Securities Council's (Sw. *Aktiemarknadsnämnden*) rulings regarding interpretation and application of the Takeover Rules, including, 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*), are applicable to the Offer.

### Advisors

Ernst & Young Corporate Finance is financial advisor and Roschier is legal advisor to GBO in connection with the Offer.

# Background and reasons for the Offer

Vigmed is a supplier of high quality patented safety technology products addressing the growing market for needle stick protected Peripheral IV Catheters (PIVC) products in the Nordics and in Europe. However, Vigmed's long term efforts to penetrate the highly competitive European market has, partly due to financial constraints, not been as successful as expected. Through the acquisition of Vigmed, GBO expands and diversifies its medical device product portfolio and further strengthens its market position in a growing although highly competitive and global niche market.

Vigmed's technology platforms of IV Catheters are based on a strong IP portfolio in the area of passive needle safety. The R&D focus in combination with an attractive product portfolio and a competent organization are major reasons why GBO believes that the combination of Vigmed and GBO offers long-term business opportunities and operational advantages for both companies. GBO believes that limited financial and operational resources and fierce competition have been the reasons to Vigmed's low market share and market presence. Through GBO's stable financial position, its strong brand and market position, Vigmed can leverage on GBO's global sales and distribution network and expand its global footprint in a more efficient way. Vigmed has a challenging liquidity situation. In view of Vigmed's current loss rate compared to its current cash level, Vigmed is in need of additional capital in the immediate near-term future. Following completion of the Offer, GBO intends to financially support Vigmed in its continued operations.

GBO does not currently foresee any material changes to Vigmed's operations including operational sites, its management or employees or their terms of employment. However, GBO expects the business combination to offer synergies in the long-term perspective. GBO looks forward to building a focused team for IV Catheters with key employees in Sweden.

*For further information, please refer to the information in this offer document, which has been prepared by the Management Board of GBO in relation to the Offer. The description of Vigmed on pages 15–38 in the offer document has been reviewed by the Independent Bid Committee of Vigmed. The Management Board of GBO assures that, to the best of its knowledge, the information in the offer document with regard to GBO corresponds to the actual conditions.*

Kremsmuenster, 5 March 2017  
**Greiner Bio-One GmbH**  
*The Management Board*

# Recommendation from the Independent Bid Committee of Vigmed

## Statement by Vigmed's Bid Committee in relation to the public offer from Greiner Bio-One

Helsingborg, 27 February 2017

**The Bid Committee of Vigmed has resolved to unanimously recommend the shareholders of Vigmed to accept the offer by Greiner Bio-One.**

### Background

This statement is made by the independent bid committee<sup>1</sup> (the "**Bid Committee**") appointed by the Board of Directors of Vigmed Holding AB ("**Vigmed**" or the "**Company**") pursuant to Section II.19 of the Swedish Corporate Governance Board's takeover rules for certain trading platforms (the "**Takeover Rules**").

Greiner Bio-One GmbH ("GBO"), an Austrian company and a core subsidiary and the divisional headquarter for "Preanalytics" within the Greiner Bio-One group, with the Austrian company Greiner Holding AG as ultimate parent company, has today on 27 February 2017 announced a public cash offer to the shareholders of Vigmed to transfer all shares in Vigmed to GBO (the "**Offer**"). GBO offers SEK 1.00 in cash per Vigmed share. The total offer value for all outstanding shares in Vigmed amounts to approximately SEK 65.7 million<sup>2</sup>.

The consideration under the Offer represents<sup>3</sup>:

- a discount of 13.8 per cent compared to the volume-weighted average trading price over the 30 calendar days ending on 24 February 2017 of SEK 1.16 for the Vigmed share; and
- a premium of 1.0 per cent compared to the closing price of SEK 0.99 for the Vigmed share on 24 February 2017, the last day of trading prior to the announcement of the Offer.

The acceptance period for the Offer is expected to begin on or about 6 March 2017 and end on or about 27 March 2017. Assuming that the Offer is declared unconditional no later than on or about 30 March 2017, settlement is expected to begin on or about 3 April 2017. GBO reserves the right to extend the acceptance period for the Offer, as well as to postpone the settlement date.

According to GBO's press release announcing the Offer, major shareholders – including among others Bure Equity AB, Soliver Ltd., Per Knutsson, Cecilia Karlsson and Rikard Roos – representing in aggregate 29.37 per cent of the number of outstanding shares and votes in Vigmed, have irrevocably and subject to customary conditions, undertaken towards GBO to accept the Offer. Please refer to GBO's press release regarding the Offer for further details.

<sup>1</sup> On 16 February 2017, the Board of Directors of Vigmed appointed an independent bid committee of the Board to, inter alia, evaluate the Offer and to resolve upon all matters related to the Offer. The Bid Committee consists of the Board members Sten Dahlborg (chairman), Thomas Baier and Axel Sjöblad, who do not have any conflicts of interest in relation to GBO or the Offer.

<sup>2</sup> Based on 65 749 998 shares outstanding.

<sup>3</sup> Source for Vigmed share prices: Capital IQ.

Vigmed's Board member Rikard Roos and Cecilia Karlsson, who is married to Vigmed's Board member Mikael Karlsson, are shareholders of Vigmed and have undertaken towards GBO to accept the Offer. Furthermore, Vigmed's Board member Philip Nyblaeus is employed as investment manager at Bure Equity AB, a shareholder of Vigmed that has also undertaken towards GBO to accept the Offer. Accordingly, these Board members of Vigmed have conflicts of interest in relation to the Offer.

The Board has, upon the written request of GBO, allowed GBO to carry out a confirmatory due diligence review of Vigmed in connection with GBO's preparation of the Offer. The review has included a documentary review and meetings with the management of Vigmed. As part of the due diligence review, GBO has been provided with a draft of Vigmed's year-end report for 2016. With the exception of certain information set out in the aforementioned draft year-end report for 2016, which will be made public in connection with this statement, no inside information (as defined in article 7 of the Market Abuse Regulation) has been disclosed to GBO during the due diligence review.

Completion of the Offer is conditional upon customary conditions, including that shareholders of Vigmed accept the Offer to such extent that GBO becomes owner of more than 90 percent of the total number of shares in Vigmed. GBO has reserved the right to in whole or in part waive this and other conditions for completion of the Offer. Please refer to GBO's press release regarding the Offer for further details.

The Bid Committee has retained KPMG Corporate Finance as financial advisor and Hamilton as legal advisor.

As part of the Bid Committee's evaluation of the Offer, the Bid Committee has engaged independent expert Navigo Partners to provide a fairness opinion regarding the Offer. According to the fairness opinion, also attached to this press release, the Offer is fair from a financial perspective to the shareholders of Vigmed.

### **Comments on Vigmed's financial performance and outlook**

As the Bid Committee summarizes 2016, Vigmed has made progress in terms of wins of smaller contracts, a signed agreement with the distributor for the UK and Ireland, granted patents in the US and a lower cost base. However, as evident in the Company's year-end report for 2016, the development has not been in line with the ambitions of the Board set in 2015 – to reach 150 million in sales and reach breakeven at the operating profit level during 2018. The Company has not, to a sufficient extent, succeeded in winning significant contracts, mainly due to fierce price competition and demands for accessory products in some countries. The current loss rate of the Company in relation to the Company's cash position also shows that there is a need of new capital in the second quarter of 2017.

In the fourth quarter of 2016, the Board initiated a project to seek strategic options to ensure the long-term financing of the Company. The options explored have included, and include, the conditions for the continuation of the current model with equity financing by existing and new shareholders, the licensing of different Vigmed IP rights, co-operations and joint ventures, as well as the sale of patents and/or other Company assets.

### **Recommendation**

The Bid Committee's opinion of the Offer is based on an assessment of a number of factors that the Bid Committee has considered relevant to the evaluation of the Offer.

These factors include, but are not limited to, the Company's present position, prospects for the Company to obtain sufficient external financing, the expected future development of the Company and associated opportunities and risks, and the strategic alternatives available to the Company.

After evaluating the Offer, it is the opinion of the Bid Committee that GBO with its global organization, complementary product portfolio and financial and operational strength meets relevant requirements and is extraordinarily well positioned to realize Vigmed's business potential.

The Board's strategic review initiated in the second half of 2016 has led to the Bid Committee's conclusion that there are both industrial and financial advantages with the bid from GBO.

The Bid Committee has noted that the consideration under the Offer represents:

- a discount of 13.8 per cent compared to the volume-weighted average trading price over the 30 calendar days ending on 24 February 2017 of SEK 1.16 for the Vigmed share; and
- a premium of 1.0 per cent compared to the closing price of SEK 0.99 for the Vigmed share on 24 February 2017, the last day of trading prior to the announcement of the Offer.

However, this limited premium and discount, respectively, should be compared to the price, dilution and conditions of another share issue. Moreover, even with potential further capital injection, the size of Vigmed's organization and product portfolio versus major safety syringe suppliers might be too small to turn its business into a positive contribution.

As described above, Navigo Partners has issued a fairness opinion to the Bid Committee stating that the Offer is fair from a financial perspective for the shareholders of Vigmed.

Under the Takeover Rules, the Bid Committee shall, based on what GBO has expressed in its announcement of the Offer, present its views on the impact that the completion of the Offer may have on Vigmed, especially employment, and its views on GBO's strategic plans for Vigmed and the impact that these could have on employment and on the locations where Vigmed operates its business. In this respect, the Bid Committee has noted that GBO states that GBO does not currently foresee any material changes to Vigmed's operations including operational sites, its management or employees or their terms of employment. Further, GBO states that it expects the business combination to offer synergies in the long-term perspective and that GBO looks forward to building a focused team for IV Catheters with key employees in Sweden. The Bid Committee assumes that this description is correct and has no reason to have a different opinion in this matter.

On this basis the Bid Committee unanimously recommends the shareholders of Vigmed to accept the Offer.

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

settled by Swedish courts, and the Stockholm District Court (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

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Helsingborg, 27 February 2017  
Vigmed Holding AB (publ)  
The Bid Committee

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This information is such that Vigmed Holding AB is obliged to make public pursuant to the EU Market Abuse Regulation and the Takeover Rules. The information was submitted for publication, through the agency of the contact person set out below, at 8.00 am CET on 27 February 2017.

**For further information contact:**

Sten Dahlborg, Chairman of the Board of Directors and the Bid Committee,  
+46 708-369 419, budkommitte@vigmed.com

# Fairness opinion from Navigo Partners



The independent directors  
Vigmed Holding AB (publ)  
Garnisonsgatan 10  
SE-254 66 Helsingborg

Stockholm den 25 February 2017

## Fairness opinion

The independent directors of Vigmed Holding AB (publ) ("**Vigmed**" or "**the Company**") are evaluating a public takeover offer for the Company by Greiner Bio-One GmbH (the "**Bidder**") in which the shareholders in Vigmed will be offered a cash payment of SEK 1,00 per share (the "**Offer**") in exchange of its shares.

Due to the above, the independent directors of Vigmed have requested that Navigo Partners AB ("**Navigo Partners**") provide an opinion, from a financial point of view, regarding the Offer, a so-called fairness opinion.

As a basis for this opinion we have considered:

- (i) communication between the Bidder and the Company regarding the terms of the Offer;
- (ii) certain publicly available information regarding Vigmed concerning commercial and financial matters deemed to be relevant for this opinion, including annual reports and quarterly reports by the Company;
- (iii) certain internal financial reports and internal presentations;
- (iv) perspectives on the outlook for the Company by its management;
- (v) discussions with representatives of the management team of Vigmed regarding historical and present operations, future products and services, cost structure, strategic position and thereto related future opportunities and risks, financial position, need for investments and future prospects;
- (vi) data from NASDAQ First North Premier regarding prices and traded volume in the Company's shares;
- (vii) public information regarding select relevant historical public offers and financial terms, to the extent these have been made public, of select relevant comparable transactions;
- (viii) information, there among from external sources, for comparison of Vigmed financial performance and its share price history in comparison with other publicly listed companies deemed comparable to Vigmed; and
- (ix) such other circumstances regarding historical and present operations in Vigmed, and other information as Navigo Partners deemed necessary or appropriate as a basis for this opinion.

The information on which this opinion is based has been obtained from available sources or furnished to Navigo Partners from Vigmed for the purpose of this opinion. Navigo Partners has, without performing any independent verification, relied upon the accuracy and completeness of such information and that no information which is essential for the assessment of Vigmed's future financial performance or otherwise deemed necessary for Navigo Partners' opinion are omitted.



With respect to financial forecasts and other forward looking information we have assumed that these have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the Company's future financial performance and development, without performing any independent assessment. Navigo Partners has not conducted an independent valuation of the assets and liabilities of Vigmed.

This opinion is based on current market conditions, economic, financial and other circumstances and the information obtained or provided to Navigo Partners up to and including the date of this opinion. Events or circumstances occurring or becoming known after the date of this opinion may render this opinion obsolete. Navigo Partners assumes no obligation to update or revise this opinion to reflect such events or circumstances.

The opinion does not address the relative merits of the Offer as compared to any alternative business opportunities available to Vigmed, the alternative to remain an independent company, the possibility to liquidate the Company or other investment opportunities available to the shareholders of Vigmed. Further, this opinion does not constitute a recommendation to the shareholders of Vigmed whether or not to accept the Offer.

Based on and subject to the foregoing and other circumstances which Navigo Partners deem relevant, it is our opinion that the Offer, as of the date of this opinion, is fair from a financial point of view for the shareholders of Vigmed.

This opinion is provided solely for the benefit of the independent directors of Vigmed. No other party shall be entitled to rely upon this opinion or otherwise have any rights under it. This opinion may not, without Navigo Partners' written consent, be distributed or used by someone else or for any other purpose. This opinion is subject to the engagement letter entered between Vigmed and Navigo Partners in connection with this opinion.

This is a translation of the fairness opinion written in Swedish. It is for information purposes only and does not constitute a part of the opinion. For avoidance of doubt, in the case of any inconsistency or ambiguity between the Swedish language version and the English translation, the Swedish language version shall prevail. This opinion shall be governed by and construed in accordance with substantive Swedish law. Swedish courts exclusively shall settle any dispute, controversy or claim relating to this opinion.

Navigo Partners will receive a fixed fee for this fairness opinion. Navigo Partners' remuneration for this fairness opinion is not dependent on whether the Offer is accepted or not, neither whether it is completed or not.

NAVIGO PARTNERS AB

# Terms and conditions

## Consideration

The shareholders of Vigmed are offered SEK 1.00 in cash per share in Vigmed. The consideration under the Offer will be reduced accordingly should Vigmed, prior to the settlement of the Offer, distribute a dividend or in any other way distribute or transfer value to its shareholders.

No commission will be charged in connection with the Offer.

## Conditions for completion of the Offer

The completion of the Offer is conditional upon:

1. the Offer being accepted to such extent that GBO becomes the owner of shares representing more than 90 per cent of the total number of outstanding shares in Vigmed;
2. no other party announcing an offer to acquire shares in Vigmed on terms that are more favorable to the shareholders of Vigmed than the Offer;
3. with respect to the Offer and completion of the acquisition of Vigmed, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals from competition authorities, being obtained, in each case on terms which, in GBO's opinion, are acceptable;
4. neither the Offer nor the acquisition of Vigmed being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of court or public authority, or any similar circumstance, which is actual or can reasonably be anticipated, and which GBO could not reasonably have foreseen at the time of announcement of the Offer;
5. no circumstances having occurred which have or could reasonably be expected to have a material adverse effect on Vigmed's financial position or operation, including Vigmed's sales, results, liquidity, equity ratio, equity or assets, and neither Vigmed nor any of its subsidiaries being subject to bankruptcy, reorganization or similar proceedings;
6. Vigmed continuing its operations in the ordinary course of business in a manner consistent with past practice, and Vigmed not entering into any material new or revised distribution, supply or joint venture arrangements;
7. no information made public by Vigmed or otherwise made available to GBO by Vigmed being inaccurate, incomplete or misleading, and Vigmed having made public all information which should have been made public; and
8. Vigmed not taking any measures that are likely to impair the prerequisites for making or implementing the Offer.

GBO reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions are not satisfied or cannot be satisfied. However, with regard to conditions 2–8 above, the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to GBO's acquisition of Vigmed or if otherwise approved by the Swedish Securities Council.

GBO reserves the right to waive, in whole or in part, one, several or all of the conditions set out above, including, with respect to condition 1, to complete the Offer at a lower level of acceptance.

## Acceptance

Shareholders in Vigmed whose shares are directly registered with Euroclear Sweden AB ("**Euroclear**") who wish to accept the Offer must, during the period from 6 March 2017 up to and including 27 March 2017, at 17.00 CET, sign and submit a duly completed acceptance form to:

SEB Emissioner  
R B6  
SE-106 40 Stockholm

The acceptance form must be submitted or sent by mail, in the enclosed pre-paid envelope, in ample time before the last day of the acceptance period so that it may be received by SEB Emissioner ("**SEB**") no later than **17.00 CET on 27 March 2017**.

The securities account and current number of shares held in Vigmed are pre-printed on the acceptance form which has been sent out together with the offer document to shareholders in Vigmed who are directly registered.

Shareholders should verify that the pre-printed information on the acceptance form is correct.

**Note that acceptance forms which are incomplete or incorrectly completed may be disregarded.**

## Nominee-registered holdings

Shareholders in Vigmed whose holdings are registered in the name of a nominee, i.e. bank or other nominee, will receive neither the offer document nor a pre-printed acceptance form. Such shareholders are instead requested to contact their nominee in order to obtain a copy of the offer document. Applications must be made in accordance with instructions received by the nominee.

## Pledged shares

If shares in Vigmed are pledged in the Euroclear system, both the shareholder and the pledgee must sign the acceptance form and confirm that the pledge will be terminated should the Offer be completed. The pledge on the relevant shares in Vigmed must be de-registered in the Euroclear system at the time of delivery of the shares to GBO.

## Offer document and acceptance form

The offer document and acceptance form are available on the Offer website ([www.gbo-vigmed.se/en/](http://www.gbo-vigmed.se/en/)) and SEB's website for prospectuses ([www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses)).

## Right to extend the Offer

The acceptance period for the Offer runs from and including 6 March 2017 to and including 27 March 2017. GBO reserves the right to extend the acceptance period, as well as to post-

pone the settlement date. A notice of any such extension or postponement will be announced by GBO by means of a press release in accordance with applicable rules and regulations.

### Right to withdraw acceptance

Shareholders of Vigmed have the right to withdraw their acceptance of the Offer. To be valid, such withdrawal must have been received in writing by SEB (address on page 13) before GBO has announced that the conditions of the Offer have been fulfilled or, if such announcement has not been made during the acceptance period, not later than 17.00 CET on the last day of the acceptance period. If conditions to the Offer, which GBO has reserved the right to waive, remain during an extension of the Offer, the right to withdraw an acceptance will apply in the same manner throughout any such extension of the Offer. Shareholders of Vigmed holding nominee-registered shares wishing to withdraw acceptance shall do so in accordance with instructions from the nominee.

### Confirmation and transfer of shares in Vigmed to blocked securities accounts

After SEB has received and registered an acceptance form which has been duly completed, the shares in Vigmed will be transferred to a new blocked securities account (Sw. *apportkonto*) which has been opened for each shareholder. In connection hereto, Euroclear will send a notification (“VP-notice”) showing the number of shares in Vigmed that have been removed from the original securities account and a VP-notice showing the number of shares in Vigmed that have been entered in the newly opened blocked securities account.

### Settlement

Settlement will be initiated as soon as GBO announces that the conditions for the Offer have been fulfilled or GBO otherwise decides to complete the Offer. If such announcement takes place on 30 March 2017, at the latest, settlement is expected to be initiated around 3 April 2017. Settlement will be effected by distribution of a transaction note to those who have accepted the Offer. If the holding is registered in the name of a nominee, settlement will be provided for by the nominee.

The settlement amount will be paid to the yield account which is connected to the shareholder's securities account. Shareholders in Vigmed who do not have a yield account connected to their securities account or whose yield account is a bank giro or postal giro account will receive the settlement amount in accordance with the instructions on the transaction note. In connection with the settlement, the shares in Vigmed will be removed from the blocked securities account which will then be terminated. No notice evidencing the removal from the blocked securities account will be sent.

**Note that, even if the shares in Vigmed are pledged, payment will be made to the yield account or in accordance with the instructions in the distributed transaction note.**

### Compulsory redemption proceedings and delisting

As soon as possible after GBO has acquired shares representing more than 90 per cent of the total number of shares in Vigmed, GBO intends to commence compulsory redemption proceedings under the Swedish Companies Act (Sw. *aktiebolagslagen*) to acquire all remaining shares in Vigmed. In connection therewith, GBO intends to promote delisting of Vigmed's shares from Nasdaq First North Premier.

### Other information

SEB acts as settlement agent in relation to the Offer, which means that it performs certain administrative services relating to the Offer. This does not mean that a person who accepts the Offer (“Participant”) will be automatically regarded as customer of SEB. A Participant will be regarded as customer only if SEB has provided advice to the Participant or has otherwise contacted the Participant personally regarding the Offer, or if the Participant has accepted the Offer via SEB's branches, Internet bank or telephone bank. If the Participant is not regarded as customer, the rules regarding the protection of investors pursuant to the Swedish Securities Market Act (Sw. *lag (2007:528) om värdepappersmarknaden*) will not be applicable to the acceptance. This means, inter alia, that neither customer categorization nor the appropriateness test will be performed with respect to the Offer. Each Participant is therefore responsible for ensuring that it has sufficient experience and knowledge to understand the risks associated with the Offer.

### Questions concerning the Offer

In case of questions concerning the Offer, please contact SEB at the following telephone number: +46 8 639 2750. Information is also available on GBO's website for the Offer ([www.gbo-vigmed.se/en/](http://www.gbo-vigmed.se/en/)) and SEB's website for prospectuses ([www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses)).

# Information about Vigmed

*The following is a summary description of Vigmed. The information presented in this description is, unless otherwise stated, based on publicly available information primarily gathered from Vigmed's website and the annual report 2015, and has been reviewed by the Independent Bid Committee of Vigmed (see the section "Statement from the Independent Bid Committee of Vigmed" on page 39).*

## General

Vigmed is a group comprising the parent company Vigmed Holding AB and subsidiaries Vigmed AB, Vigmed Asia Ltd. and Vigmed Medical Device Ltd. Vigmed is a Swedish medical technology company whose mission is to eliminate needle stick injuries and the associated risk of cross infections with blood-borne infectious diseases by offering the market unique needle-protected products. Vigmed AB develops and markets patented safety solutions that protect healthcare staff and patients from needlestick injuries.

Vigmed Holding AB was formally established in January 2013 in preparation for listing on Nasdaq First North. In February 2013, the already active Vigmed AB was acquired through non-cash issue, and Vigmed Holding AB became the parent company of the group. Vigmed Holding AB includes executive functioning and governance, as well as the management of its wholly owned subsidiary Vigmed AB, in which all other activities are conducted. In 2016, Vigmed generated revenues of SEK 3.6 million and had 11 employees (FTE). The shares in Vigmed are listed on Nasdaq First North Premier. Vigmed is headquartered in Helsingborg, Sweden.

## Business model and strategic initiatives

Vigmed's business model is based on the idea of applying a deep understanding of the user's requirements in order to develop, produce and deliver functional, safe and cost effective products and solutions that fulfil the market's requirements for safe solutions, today and in the future.

Vigmed's products are manufactured by selected contract manufacturers in Sweden and India, and are sold via distributors in selected countries. Vigmed's current focus is establishment and volume-based growth in the European market. Parallel to this, Vigmed has also commenced preparations to establish regional presence in Asia. Vigmed has entered into exclusive distribution agreements for all large markets within the EU and has established cooperation with contract distributors in the region.

Vigmed AB has launched the following product lines on the market: CLiP® Ported, CLiP® Winged, CLiP® Neo, SWiNG Clic-on and SWiATCH.

For more information on Vigmed, please refer to Vigmed's website ([www.vigmed.com](http://www.vigmed.com)).

# Vigmed's financial information in summary

The information below regarding Vigmed has been extracted from the audited annual reports 2015 and 2014 with corresponding figures for 2013<sup>1</sup> as well as from the unaudited year-end report 2016 with comparison figures for the corresponding period 2015.

The consolidated financial statements for the annual reports 2015 and 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations as adopted by EU. In addition, the Swedish Annual Accounts Act (Sw. *årsredovisningslag* (1995:1554)) and the Swedish Financial Accounting Standards Council RFR 1 were applied.

The consolidated interim reports have been prepared in accordance with IAS 34 (Interim Financial Reporting). The parent company of Vigmed applies the Swedish Financial Reporting

Board's Recommendation RFR 2 and the Swedish Annual Accounts Act. The audited annual reports and unaudited year-end report for Vigmed are available on Vigmed's website ([www.vigmed.com](http://www.vigmed.com)).

Figures stated in this section "Vigmed's financial information in summary" are rounded to thousand SEK whereas the calculations are performed using an extended set of decimals. Percentages are displayed with one decimal and are also rounded. Some calculations may appear to sum incorrectly due to rounding.

## Summary consolidated income statement

Amounts in SEK thousand unless otherwise stated	(Year-end report, unaudited)		January–December		
	2016	2015	2015	2014	2013
Sales	3,553	4,179	4,179	1,124	–
Capitalized expenditure for development work	814	5,970	5,970	5,843	3,350
Other operating income	125	795	414	–	–
<b>Total operating income</b>	<b>4,492</b>	<b>10,944</b>	<b>10,563</b>	<b>6,967</b>	<b>3,350</b>
<b>Total operating expenses</b>	<b>–30,856</b>	<b>–59,113</b>	<b>–58,731</b>	<b>–38,982</b>	<b>–24,393</b>
<b>Operating profit/loss</b>	<b>–37,966</b>	<b>–48,168</b>	<b>–48,168</b>	<b>–32,015</b>	<b>–21,043</b>
Financial income and expenses	–4,196	–1,975	–1,975	–215	469
<b>Income before tax</b>	<b>–42,162</b>	<b>–50,143</b>	<b>–50,143</b>	<b>–32,230</b>	<b>–20,574</b>
Tax	–	–	–	–	–
<b>Profit/loss for the period</b>	<b>–42,162</b>	<b>–50,143</b>	<b>–50,143</b>	<b>–32,230</b>	<b>–20,574</b>
Other comprehensive income, net after tax	1	12	12	–	–
<b>Total comprehensive income for the period</b>	<b>–42,161</b>	<b>–50,131</b>	<b>–50,131</b>	<b>–32,230</b>	<b>–20,574</b>

<sup>1</sup> Vigmed Holding AB's annual report for the financial year 9 January 2013–31 December 2013 was prepared in accordance with the Swedish Annual Accounts Act and the general advice of the Swedish Accounting Standards Board, with the exception of BFNAR 2008:1 Annual reports in small limited liability companies (the K2 rules). Vigmed Holding AB changed its accounting principles to IFRS as per 1 January 2014.

## Summary consolidated balance sheet

Amounts in SEK thousand unless otherwise stated	(Year-end report, unaudited) 31 December		31 December		
	2016	2015	2015	2014	2013
<b>Assets</b>					
<b>Non-current assets</b>					
Intangible assets	11,159	13,056	13,056	10,560	4,043
Property, plant and equipment and other tangible fixed assets	44,759	50,098	50,098	19,348	9,721
<b>Total non-current assets</b>	<b>55,918</b>	<b>63,154</b>	<b>63,154</b>	<b>29,908</b>	<b>13,764</b>
<b>Current assets</b>					
Current assets	11,377	4,675	4,868	1,826	1,038
Cash and cash equivalents	19,578	65,360	65,360	63,500	41,840
<b>Total current assets</b>	<b>30,955</b>	<b>70,035</b>	<b>70,228</b>	<b>65,326</b>	<b>42,878</b>
<b>Total assets</b>	<b>86,873</b>	<b>133,189</b>	<b>133,382</b>	<b>95,234</b>	<b>56,642</b>
<b>Equity and liabilities</b>					
Equity	32,153	74,314	74,314	73,820	53,420
Non-current liabilities	32,072	40,203	40,203	4,623	–
Current liabilities	22,648	18,672	18,865	16,791	3,222
<b>Total liabilities</b>	<b>54,720</b>	<b>58,875</b>	<b>59,068</b>	<b>21,414</b>	<b>3,222</b>
<b>Total equity and liabilities</b>	<b>86,873</b>	<b>133,189</b>	<b>133,382</b>	<b>95,234</b>	<b>56,642</b>

## Summary consolidated cash flow statement

Amounts in SEK thousand unless otherwise stated	(Year-end report, unaudited) January–December		January–December		
	2016	2015	2015	2014	2013
Cash flow from operating activities before changes in working capital	–30,560	–36,059	–36,066	–30,914	–20,250
Cash flow from operating activities	–38,162	–40,277	–40,270	–20,907	–23,286
Cash flow from investing activities	–4,199	–7,380	–7,386	–10,063	–12,348
Cash flow from financing activities	–3,421	49,516	49,516	52,630	24,753
<b>Cash flow for the period</b>	<b>–45,782</b>	<b>1,860</b>	<b>1,860</b>	<b>21,660</b>	<b>–10,881</b>

## Key financial figures

Amounts in SEK million unless otherwise stated	(Year-end report, unaudited) January–December		January–December		
	2016	2015	2015	2014	2013
Sales	3.6	4.2	4.2	1.1	–
Operating profit	–38.0	–48.2	–48.2	–32.0	–21.0
Rights issue <sup>1)</sup>	–	50.6	50.6	52.2	24.6
Cash and cash equivalents	19.6	65.4	65.4	63.5	41.8
Equity	32.2	74.3	74.3	73.8	53.4
Solvency (%)	37.0	56	56	78	94
Number of employees	11	17 <sup>2)</sup>	17 <sup>2)</sup>	17	13

1) After deduction of issue costs.

2) Of whom four have received notice of termination and will leave their employment during 2016

## Key per share data

Amounts in SEK unless otherwise stated	(Year-end report, unaudited) January–December		January–December		
	2016	2015	2015	2014	2013
Basic earnings per share	–0.64	–1.14	–1.14	–0.85	–0.65
Diluted earnings per share	–	–	–1.12	–0.83	–
Weighted average number of shares before dilution	65,749,998	44,133,560	44,133,560	37,914,546	31,580,822
Weighted average number of shares after dilution	–	–	44,888,560	38,669,546	–

## Definitions

### Solvency

Specifies the percentage of the assets that are financed with equity capital. Calculated as equity capital divided with total assets.

### Diluted earnings per share and weighted average number of shares after dilution

When calculating diluted earnings per share, the weighted average number of outstanding ordinary shares is adjusted for the dilution effects of potential ordinary shares. Vigmed has potential ordinary shares in the form of warrants, which could cause a dilution effect in future periods.

# Vigmed's share capital and ownership structure

## General

The shares in Vigmed are listed on Nasdaq First North Premier.

## Share capital

The number of outstanding shares in Vigmed amounts to 65,749,998 with a quota value of approximately SEK 0.02 per share. Vigmed has only one class of shares. Each share entitles the holder to one vote at general meetings and all shares provide equal rights to participation in Vigmed's assets and profits.

## Shareholders

As of 31 January 2017, Vigmed had 5,387 shareholders. The below chart shows the ten largest shareholders of Vigmed as of 31 January 2017.

Shareholder	Number of shares	% of share capital	% of votes
Bure Equity AB (publ)	6,581,827	10.0	10.0
Soliver Ltd	6,376,331	9.7	9.7
Försäkringsaktiebolaget, Avanza Pension	3,021,499	4.6	4.6
Nordea Investment Funds	2,544,643	3.9	3.9
Rikard Roos	2,503,662	3.8	3.8
Ulf Mossberg	2,382,040	3.6	3.6
Nomura Securities Co Ltd.	2,100,000	3.2	3.2
Cecilia Karlsson	1,705,935	2.6	2.6
UBS Switzerland AG/Clients Account	1,585,770	2.4	2.4
SI Technology Investments AB	1,377,091	2.1	2.1
<b>Ten largest shareholders</b>	<b>30,178,798</b>	<b>45.9</b>	<b>45.9</b>
<b>Others</b>	<b>35,571,200</b>	<b>54.1</b>	<b>54.1</b>
<b>Total</b>	<b>65,749,998</b>	<b>100.0</b>	<b>100.0</b>

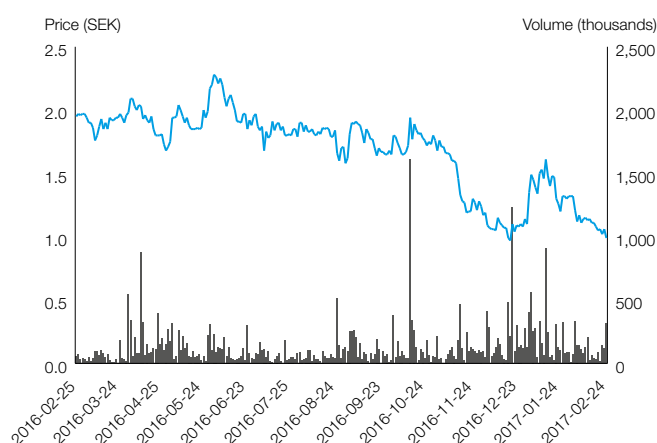
## Shareholders statistics – distribution among owner groups

The table below shows the number of Vigmed shares and their distribution between different holding size intervals as of 31 January 2017.

Number of shares	% of shares	% of votes
1–500	68.1	68.1
501–1,000	5.5	5.5
1,001–5,000	12.9	12.9
5,001–10,000	4.7	4.7
10,001–15,000	2.1	2.1
15,001–20,000	1.4	1.4
20,001–	5.4	5.4
<b>Total</b>	<b>100.0</b>	<b>100.0</b>

## Share price development

The charts below illustrate the development of the shares of Vigmed over the last twelve months before the announcement of the Offer (25 February 2016–24 February 2017).



Source: Capital IQ as of 27 February 2017.

## Convertibles and warrants etc.

Vigmed has not issued any convertibles, warrants or other securities and the Offer will consequently not cover any such instruments.

## Dividends

Vigmed's dividend policy is that the amount of any future dividends to shareholders of Vigmed, depends on a number of factors such as income, financial position, cash flow and working capital needs. Only when long-term profitability can be expected, payment of dividend will be done. It is expected that a dividend will not be paid in the coming years, as available means will be used for Vigmed's expansion.

## Material clauses in the articles of association

There are no such clauses in the articles of association of Vigmed as referred to in Chapter 6, section 2(a) of the Swedish Annual Reports Act (Sw. *årsredovisningslag* (1995:1554)).

## Shareholders' agreements etc.

The Independent Bid Committee is not aware of any shareholders' agreements or equivalent agreements between shareholders of Vigmed with the objective of creating joint influence over Vigmed.

## Authorizations

At the annual general meeting held on 12 May 2016, the Vigmed Board of Directors was authorized to decide on new share issue, on one or more occasions during the period until the next AGM, with or without waiving shareholders preferential rights. Issues may be made with or without the provision of contribution, set-off or other terms.

The number of shares to be issued may not exceed a total of 7,305,555. Dilution of capital may, upon full exercise of the authorization, amount to no more than about 10 percent of the registered share capital after the exercise of the authorization. The intention of the authorization is to enable the raise of working capital and to finance further market expansion, additional products and production capacity as well as po-

tential changes in the production structure. To the extent the authorization is used for issue against cash payment waiving the shareholders' preferential rights, the issue price should be market-based.

### Incentive programs

In March 2014, the Company issued 755,000 stock options to key employees in the subsidiary Vigmed AB, with the right to subscribe for an equivalent number of shares in Vigmed Holding AB, at a share price of SEK 24 per share. The stock options were issued on market terms. After the new issue in December 2015, the share price was adjusted and amounted to approximately SEK 21.8 as at 31 December 2015, with each stock option gave entitlement to approximately 1.1 share. The exercise period for the stock options was from 15 January to 31 January 2017, and could increase the share capital by not more than approximately SEK 16,766, corresponding to maximum 2 per cent of the share capital. No stock options were exercised during the exercise period and, accordingly, all stock options have lapsed.

### Material agreements

The Independent Bid Committee is not aware of any agreements between larger shareholders of Vigmed. With the exception of Vigmed's agreements with its distributors relating to the distribution of its products and a supply agreement relating to needles, the Independent Bid Committee is not aware of any material agreements that Vigmed is party to and which could be affected, amended or terminated if the control of Vigmed would change as a result of a public offer.

# Vigmed's board of directors, senior management and auditors

## Board of directors<sup>1</sup>

### Sten Dahlborg (1963)

*Chairman of the board*

**Chairman of the board:** Since 2016.

**Educational background and professional experience:**

M. Sc. Engineering Physics, Chalmers University of Technology, Gothenburg. CEO in ExScale Biospecimen Solutions AB, Medfield Diagnostics, ElectroCore AB, ArthroCare Europe AB, Medtronic-Synectics, Inc., as well as Chairman and/or board member of HD Genomics AB, OssDsign AB, Ascilion AB, ElectroCore AB, Medtronic-Synectics AB, MediaCard AB, CyberGene AB, Humany AB and ArthroCare AB as well as multiple international board assignments within the ArthroCare group.

**Other current assignments:** Chairman and CEO of CGI Ventures AB, CEO of ExScale Biospecimen Solutions AB, Chairman of Maze Interior AB, board member of Disruptive Material AB, ExScale Biospecimen Solutions AB and HD Genomics AB.

**Previous assignments (last five years):** CEO in Medfield Diagnostics, and Chairman and/or member of the board of Ascilion AB and OSSDsign AB.

**Shareholding in Vigmed:** 0 shares. In addition, Sten Dahlborg holds call options to purchase 600,000 shares in Vigmed.

### Axel Sjöblad (1967)

*Board member*

**Board member:** Since 2015.

**Educational background and professional experience:**

Executive MBA from Stockholm School of Economics, M.Sc. in Business Administration and Economics from the University of Lund. Managing Director, BioGaia AB. President Sales and Service North and Central Europe, Getinge Infection Control and Managing Director Getinge Sweden AB. Regional VP Northern European Markets, Gambro Lundia AB. Regional VP Nordic and Benelux Gambro Lundia AB and Managing Director, Gambro Sweden AB.

**Other current assignments:** Managing Director, BioGaia AB. Board member TwoPac AB.

**Previous assignments (last five years):** None.

**Shareholding in Vigmed:** 10,000 shares.

### Mikael Karlsson (1963)

*Board member*

**Board member:** Since 2009.

**Educational background and professional experience:**

Law degree from the University of Lund. Lawyer with expertise in corporate law and IPR as special area (patents, trademarks, designs, copyright and agreements and licenses connected thereto). Founder of Vigmed.

**Other current assignments:** Partner of Advokatbyrå Gullicksson AB and board member of Connect Skåne.

**Previous assignments (last five years):** None.

**Shareholding in Vigmed:** 1,705,935 shares.

### Philip Nyblaeus (1982)

*Board member*

**Board member:** Since 2015.

**Educational background and professional experience:**

M.Sc. Economics and Finance from Uppsala University. Courses within the CIBE certificate program at Columbia Business School, NY. Investment Manager at Bure Equity AB and board member of Investment AB Bure. Board member of RushRail AB and various positions at Corporate Finance department at PwC.

**Other current assignments:** Board member of Investment AB Bure.

**Previous assignments (last five years):** Board member of RushRail AB.

**Shareholding in Vigmed:** 0 shares.

### Rikard Roos (1974)

*Board member*

**Board member:** Since 2009.

**Education and professional experience:**

M.Sc. Chem. Eng. Lund University. Authorized Swedish and European Patent Attorney, and one of the main shareholders of Ström & Gulliksson. Member of the management team as well as the Board of Directors of Ström & Gulliksson AB, Ström & Gulliksson Invest AB and Studentgatan Patent AB. Founder of Vigmed.

**Other current assignments:** Board member and CEO of Ström & Gulliksson AB, Ström & Gulliksson Invest AB and Studentgatan Patent AB and board member of DermaZip AB and KRUI AB.

**Previous assignments (last five years):** Board positions in Arxorbis AB.

**Shareholding in Vigmed:** 2,503,662 shares.

<sup>1</sup> Shareholdings set out in this section include holdings by closely affiliated natural and legal persons.

### Thomas Baier (1959)

*Board member*

**Board member:** Since 2015.

**Education and professional experience:** Diploma studies in Microbiology & Molecular Biology at Ruprecht-Karls-Universität Heidelberg, PhD in child cancer research. Independent technology consultant focused on MedTech and BioTech, founder and investor of "autorial.de", Managing Director, Oncompass Medicine GmbH (Germany, Austria and Switzerland) in Munich. Managing Director, Diagnostics Division of Hoffmann-La Roche AG including Managing Director, Roche Diagnostics Scandinavia AB. Board member of Roche Diagnostics Scandinavia AB as well as of Roche Pharma AB in Sweden.

**Other current assignments:** Board position at BioLamina AB.

**Previous assignments (last five years):** None.

**Shareholding in Vigmed:** 36,538 shares.

## Group Management

### Henrik Olsen (1968)

*CEO*

**Education:** M.Sc. Chem Eng, Danish Technical University, BSc. International Management, Copenhagen Business School, MMPI, Copenhagen Business School.

**Previous assignments:** Coloplast A/S 1996-2013: Vice President, Export Region 2010-2013, Vice President, Marketing 2007-2010, Vice President, Business Development 2006-2007, Director, Business Development 2003-2006. Prior to Coloplast: Boston Scientific and Risø Research Center.

**Shareholding in Vigmed:** 250,000 shares

### Donya Gholamifar (1983)

*CFO*

**Education:** M.Sc. Mathematics and Business Administration, Jönköping International Business School.

**Previous assignments:** Chartered accountant with PwC in Sweden and UK. Worked as accountant and adviser for listed, large international and family owned companies.

**Shareholding in Vigmed:** 40,000 shares

### Elisabeth Andersson (1971)

*Director, Commercial Operations*

**Education:** M.Sc. in Mechanical Engineering from Lund University.

**Previous assignments:** Has held several senior positions within Qliro Group, Aditro (former Tradimus) and Electrolux Group. Previous appointments include Head of Logistics and Customer Service CDON.COM and COO LinusLotta.com at Qliro Group, Site Manager at Tradimus and Supply Chain and Customer Service Manager at Electrolux Group.

**Shareholding in Vigmed:** 10,000 shares

### Fredrik Thörne (1976)

*Director, Research & Development*

**Education:** M.Sc. Engineering physics, Uppsala University and the University of Sussex.

**Previous assignments:** Former FOSS Analytical AB and Becton Dickinson Infusion Therapy AB, with almost 15 years of experience in medical technology in various positions in product development and project management. Six Sigma Black Belt certified.

**Shareholding in Vigmed:** 26,250 shares

## Auditor

On 12 May 2016, the annual general meeting elected the accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor until the next annual general meeting. Authorised auditor Christer Kilefors is the auditor in charge.

# Vigmed's articles of association

## Articles of association

Vigmed Holding AB (publ), Reg. No. 556918-4632

### § 1 COMPANY

The company name is Vigmed Holding AB. The company is a public company (publ).

### § 2 SEAT

The Board should have its seat in the municipality of Helsingborg.

### § 3 OPERATION

The company should, directly or through subsidiaries, engage in the development and innovation on medical technology and the manufacture and sale of such and related operations.

### § 4 CAPITAL STOCK

The capital stock should be not less than SEK 600,000 and not more than SEK 2,400,000.

### § 5 NUMBER OF SHARES

The number of shares should be not less than 30,000,000 and not more than 120,000,000.

### § 6 BOARD OF DIRECTORS

The Board of Directors should consist of not less than three and not more than eight members without deputies.

### § 7 AUDITORS

The company should have one or two auditors, with or without deputy auditors or a registered accounting firm.

### § 8 SUMMONS

Notice of a General Meeting should be published in the Swedish paper Post- och Inrikes Tidningar and on the company's website, and an announcement with information that the notice has been made in Swedish newspaper Svenska Dagbladet. Notice of the Annual General Meeting and an Extraordinary General Meeting at which an amendment of the Articles of Association will be discussed should be issued no earlier than six weeks and no later than four weeks before the Meeting. Notice of other Extraordinary General Meetings should be issued no earlier than six weeks and no later than two weeks before the meeting.

In order to participate in the General Meeting, shareholders must be registered in the share register as of five days before the meeting, and notify the company of their wish to participate in the meeting and the number of assistants who will join, at the latest on the date specified in the notice. This may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not fall earlier than five days before the meeting.

Shareholders may be accompanied by one or two assistants, but only if the shareholder has given notice under the preceding paragraph.

### § 9 AGENDA OF THE ANNUAL GENERAL MEETING

The Annual General Meeting should be held within six months of the fiscal year.

At the Annual General Meeting the following matters should be dealt with:

1. Election of Chairman of the Meeting.
2. Preparation and approval of voting list.
3. Election of one or two attestors.
4. Determination of whether the Meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report and, where appropriate, consolidated accounts and consolidated audit report.
7. Resolutions:
  - (i) Determination of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet,
  - (ii) Appropriation of the profit or loss according to the adopted balance sheet, and
  - (iii) Discharge of the Board and Chief Executive Officer.
8. Determination of the remuneration to the Board and the auditors.
9. Election of Directors and, if appropriate, auditors.
10. Other matters to be considered at the Annual General Meeting in accordance with the Swedish Companies Act (2005:551) or the Articles of Association.

### § 10 THE FISCAL YEAR

The company's fiscal year should be January 1 to December 31 (calendar year).

### § 11 RECONCILIATION OF RESERVATION

The company's shares should be registered in a register under the Act (1998:1479) on financial instruments.

Approved at the Extraordinary General Meeting held on February 1, 2013.

# Vigmed's year-end report for 2016



**VIGMED HOLDING AB (PUBL)**

**YEAR-END REPORT**  
1 January – 31 December 2016



## VIGMED HOLDING AB (PUBL)

## FINANCIAL INFORMATION IN BRIEF

## Fourth quarter: 1 October-31 December 2016

- Sales for the fourth quarter amounted to SEK 0.3 (1.2) million.
- Operating result in the fourth quarter amounted to SEK -16.2 (-21.4) million.
- Cash flow from operating activities during the fourth quarter amounted to SEK -5.2 (-6.1) million.
- On 31 December 2016 cash and cash equivalents amounted to SEK 19.6 (65.4) million.

## Financial year 2016

- Sales for the financial year amounted to SEK 3.6 (4.2) million.
- Operating result for the financial year amounted to SEK -38.0 (-48.2) million.
- Cash flow from operating activities during the financial year amounted to SEK -38.2 (-40.3) million.
- On 31 December 2016 cash and cash equivalents amounted to SEK 19.6 (65.4) million.
- The Board proposes no dividend to be paid for the financial year 2016.

KEY FIGURES- GROUP (kSEK)	2016 Oct-Dec	2015 Oct-Dec	2016 Jan-Dec	2015 Jan-Dec
Net sales	324	1,166	3,553	4,179
Operating result	-16,223	-21,405	-37,966	-48,168
Cash flow from operating activities	-5,208	-6,069	-38,162	-40,270
Cash and cash equivalents	19,578	65,360	19,578	65,360
Equity	32,153	74,314	32,153	74,314
Solvency (%)	37.0	55.7	37.0	55.7
Earnings per share (SEK)	-0.26	-0.51	-0.64	-1.14

## Significant events during the fourth quarter

- During the fourth quarter Vigmed's Board and management have focused on exploring ways of securing long-term financing of the business. As part of this effort, the Board decided to evaluate the Group's strategic options and engaged an external advisor to assist in the project. Based on the existing conditions at the date of this report, the Board believes that it is likely that the financing of the company's operations can be secured for the next 12 months.
- Vigmed has entered into a distribution agreement for the important markets in the UK and Ireland. The distribution agreement means that Vygon UK and Vygon Ireland have the exclusive right to sell Vigmed's products in the UK and Ireland.
- Vigmed participated in a large Nordic tender during the last quarter of 2016 without success. However, the allocation has been revoked due to an error in the tender process, and the process will be repeated during the first quarter of 2017. Vigmed will participate in the tender again.

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- During the fourth quarter Vigmed, together with its distributors won exclusive contracts in Sweden, France and Finland. The expected annual turnover of these contracts for Vigmed amounts to approximately SEK 0.5 million.
- Vigmed identified potential quality issues surrounding the packaging of CLiP® products and the effect of the sterilisation method on the SWiTCH FEP products during the fourth quarter, which led to the decision to put these products into quarantine until root cause was identified and addressed. Combined, this had a negative impact on reported revenue during the quarter.

## SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Vigmed received its first Chinese patent for its needle protecting solution available in the CLiP and SWiTCH product lines.

A recommended public offer for the shares of Vigmed Holding AB (publ) was announced by Greiner Bio-One GmbH on 27 February, 2017.

## MESSAGE FROM THE CEO

Reflecting on 2016 I conclude that while we have had positive news around winning smaller tenders, securing distribution capabilities in the UK and Ireland with a well-established company, receiving approval of patents in the US as well as successfully reducing the cost-base from 2015 levels, we still are far from delivering on our ambitions. The company has not won the number of big tenders to reach significant sales through to our end-customers. In short, the development is not in line with the ambition set by the Board of Directors in 2015, that Vigmed, under certain assumptions aim for break-even on EBIT whilst reaching sales of approximately SEK 150 million in 2018.

During the fourth quarter we also faced having to investigate specific packaging issues for the CLiP products as well as the effect of the sterilization method we use on our SWiTCH FEP products. These issues had a negative effect on the reported sales during the fourth quarter. Although feedback from our end-users and review boards of the tenders we have participate in provide support to our statement that we have products of utmost quality, we have not been able to win tenders of significant sizes. The reasons are many, not the least fierce competition around price reflected in the market as well as demands for specific supplementary products in certain countries.

Henrik Olsen, CEO

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## MESSAGE FROM THE BOARD OF DIRECTORS

During the fourth quarter of 2016, the Board of Directors of Vigmed commenced a review of the company's strategic options to secure long-term financing. The options under review are, amongst others, continuing "as is" with financing from current and new shareholders, offering various parties licensing rights to Vigmed's IP assets, potential partnerships and joint ventures opportunities as well as potential M&A deals regarding Vigmed's patents and/or other assets. During this review it has become clear that limited market acceptance of Vigmed's products together with the company's restricted liquidity limit these prospective opportunities. At the company's current loss rate, in relation to the company's cash and cash equivalents, the Board of Directors deems a new capital injection into Vigmed necessary during the second quarter of 2017.

As a result of the Board of Director's review of Vigmed's strategic alternatives, a public tender offer has been made on the shares of Vigmed Holding AB (publ) from Greiner Bio-One GmbH. The Board of Directors has appointed an independent bid committee that has resolved to unanimously recommend the shareholders of Vigmed to accept the offer.

Vigmed Holding AB (publ), The Board of Directors

## COMMENTS ON THE FINANCIAL DEVELOPMENT

## Sales and result

Net sales in the fourth quarter 2016 amounted to SEK 0.3 (1.2) million, which was lower than the same period last year. The decline in sales is partly attributed to Vigmed's discovery of a potential quality problem surrounding the packaging of the CLiP products and the effect of the sterilisation method on the SWITCH FEP products. With respect to the latter, the company learned that repeated kinking of a SWITCH FEP catheter during use could potentially damage the catheter. While the investigations were conducted, Vigmed chose to put these products in quarantine. The above resulted in that Vigmed has only been able to deliver SWITCH PUR products to market during most of the quarter and thus not been able to report any net sales from CLiP and Switch FEP products during the quarter

Overall net sales in 2016 amounted to SEK 3.6 (4.2) million, where the decline in sales largely can be explained by the Company's inability to win tenders of significant value and, as outlined above, the decision to put products in quarantine in the fourth quarter.

Raw materials and consumables in the fourth quarter amounted to SEK 4.8 (6.5) million. Raw materials and consumables relate to product cost of goods sold during the period, and other direct and indirect costs related to these products. Furthermore, raw materials and consumables include impairment of products in stock.

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Regarding quality problems with the packaging of the CLiP products, the company, along with the contract manufacturer of the CLiP products, has decided to change its packaging to ensure quality. The problem with the packages are production-related and the costs of remedial action will be carried up by the contract manufacturer. Costs amounting to SEK 0.2 million has been charged to raw materials and consumables during the quarter, which is an estimated cost for Vigmed in order to accelerate the delivery from the contract manufacturer to the warehouse.

At the end of 2016, the Company could conclude that a recall of the delivered SWITCH FEP products was likely. The Company's investigation showed that beta-sterilization has adverse effect on the FEP material, which increases the material's sensitivity to kinking. The Year-End Report includes an impairment of SWITCH FEP products in stock, amounting to SEK 0.8 million, and an accrual for anticipated direct and indirect costs related to the recall, amounting to SEK 1.8 million.

In line with the Group's increased focus on sales of existing products in priority markets, internal and external development expenses have decreased compared with 2015 and amounted to SEK 0.1 (1.1) million in the fourth quarter. During the year, internal and external development expenses amounted to SEK 0.8 (6.0) million.

Other external expenses for the quarter amounted to SEK 2.5 (5.6) million, which is SEK 3.1 million lower than the same period last year. Personnel costs for the quarter amounted to SEK 3.2 (4.7) million, a decrease of SEK 1.5 million compared with the same period last year. During the year, other external costs and personnel costs amounted to SEK 10.1 (18.2) million and SEK 13.7 (17.2) million respectively. The overall reduction in other external expenses and personnel costs compared with the previous year of SEK 11.6 million is an effect of the Group's work on cost reduction and cost control as well as of SEK 1.4 million lower non-recurring costs in 2016 compared to 2015.

Depreciation of product development and patents during the quarter amounted to SEK 0.8 (0.8) million. Depreciation for machinery and other technical equipment used in the manufacture (including leased assets) is calculated based on volume produced, and for the quarter amounted to SEK 1.5 (0.7) million. Total depreciation for the year amounted to SEK 7.4 (5.6) million. The increase is due to the depreciation of capitalised development costs related to SWITCH, which only began in September 2015, as well as higher depreciation of equipment, which is calculated based on volume produced.

Impairment of intangible and tangible assets amounted during the quarter to SEK 3.9 (5.3) million. This is related to SWiNG Clic-on, consisting of impairment of the packaging line (SEK 1.8 million), tooling (SEK 2.0 million) and capitalised development costs (SEK 0.1 million). The impairment resulted in a book value of nil for the SWITCH Clic-on assets at end of 2016 and is a result of that on the balance sheet date, there are no indications of positive future cash flows from these assets. Impairment of intangible and tangible assets for the year amounted to SEK 4.2 (5.3) million.

Interest expense on financial leases of equipment and tooling are recognised under results from financial items and amounted in the fourth quarter to SEK 1.1 (1.1) million and in the

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financial year to SEK 4.2 (2.0) million. The increased interest expense in 2016 mainly relates to the financial lease liability for SWiTCHe machinery and tools, being initiated in September 2015. The financial lease liability consists of tools and machinery for the manufacture of SWiTCHe and tools for manufacturing SWiNG Clic-on.

### Investments

During the fourth quarter there are no investments in tangible assets. The intangible assets increased by SEK 0.3 million, which primarily relates to capitalized patents.

During the financial year the total investments in tangible assets amounted to SEK 2.6 (0.7) million and in intangible assets to SEK 1.6 (6.7) million. The investments relate primarily to the purchase of SWiNG Clic-on packaging line, investment in tools for the production of SWiTCHe products, patents, and further development of the safety function in CLiP products.

### Cash, cash equivalents & debts

At the end of the period the Group's cash and cash equivalents amounted to SEK 19.6 (65.4) million.

The equity in the Group amounted at the end of the period to SEK 32.2 (74.3) million.

Short-term and long-term liabilities for financial leasing contracts for manufacturing SWiTCHe and a short-term liability for SWiNG Clic-on tools are recognised in the Group's balance sheet. The financial lease liabilities amount at the end of the period to SEK 39.6 (43.0) million, which is interest bearing, and of which SEK 7.5 (2.8) million is short-term. Of the short-term debt SEK 2.0 million relates to final installment of SWiNG Clic-on tools.

There are no other interest-bearing debts in the Company.

### Cash flow

During the quarter cash flow from operating activities was SEK -5.2 (-6.1) million. The improvement compared to the same quarter last year is primarily a result of the continuous focus on cost reduction and cost control.

Cash flow for the fourth quarter amounted to SEK -5.2 (42.8) million. During the fourth quarter of 2015 a rights issue raising Vigmed SEK 50.6 million after issue costs was completed. Cash flow in the fourth quarter of 2015 excluding the rights issue amounted to SEK -7.8 million, meaning an improvement in cash flow of SEK 2.6 million during the fourth quarter of 2016 compared with the corresponding period last year.

Cash flow during the year was SEK 2.9 million better than the previous year (excluding the rights issue in 2015) despite an extraordinary negative cash flow of SEK 9 million in 2016 to the contract manufacturer of SWiNG products.

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## Employees

On 31 December the number of employees amounted to 11 (17), of which one is employed by the parent company.

The Group's former CEO's employment ended in October 2016.

## SHARE CAPITAL, SHARE AND OWNERSHIP

## Share capital

Share capital at the end of the quarter amounted to SEK 1,327,020 divided into 65,749,998 shares. The Company has one class of shares and all shares have equal rights to dividends.

	Change capital (SEK)	Accumulated share capital (SEK)	Change (number of shares)	Accumulated number of shares	Par Value
Incorporation	50,000	50,000	+50,000	50,000	1
Split		50,000	+2,425,000	2,475,000	0.02
Issue in kind	636,869	686,869	+31,525,000	34,000,000	0.02
Issue new shares 2013	71,429	758,297	+3,571,428	37,571,428	0.02
Issue new shares 2014	126,383	884,680	+6,261,904	43,833,332	0.02
Issue new shares 2015	442,340	1,327,020	+21,916,666	65,749,998	0.02

In March 2014 the Company issued 755,000 stock options to key employees of the subsidiary Vigmed AB, with the right to subscribe for the same number of shares in Vigmed Holding AB at a share price of SEK 24 per share. The options were issued at market terms. After the latest rights issue in December 2015, the share price is restated and amounts at 31 December 2015 to approximately SEK 21.8 and each warrant entitles the holder to approximately 1.1 share. The warrants can be exercised during the period 15 January to 31 January 2017. Since the exercise price of the options exceeds the average market price of shares for the different periods in this report, there is no dilution effect.

During the subscription period no options were signed.

Apart from the above mentioned there are no outstanding share options, convertible bonds or similar financial instruments, which may be eligible to subscribe for new shares or otherwise affect the share capital.

## Dividend

At the Annual General Meeting on 12 May 2016 the AGM decided that no dividend is to be paid in 2016. The Board proposes no dividend to be paid for the financial year 2016.

## VIGMED HOLDING AB (PUBL)

## Ownership structure

Vigmed Holding AB was listed on NASDAQ OMX First North in Stockholm in February 2013. Development of share capital and ownership as of 31 December 2016 is shown below.



As of 31 December 2016 the share price was SEK 1.14 (3.14) kr.

SHAREHOLDERS, 31 December 2016	SHARES	PERCENTAGE
Bure Equity AB (publ)	6,581,827	10.0%
Per Knutsson (incl. company)	6,545,081	10.0%
Ulf Mossberg	2,584,040	3.9%
Rikard Roos	2,503,662	3.8%
Nomura Securities Co. Ltd.	2,100,000	3.2%
Cecilia Karlsson	1,705,935	2.6%
UBS AG Client Account	1,585,770	2.4%
SI Technology Investments AB	1,377,091	2.1%
Lennart Holm (incl. family and company)	1,128,915	1.7%
Finn Ketler (incl. family and company)	1,113,666	1.7%
Others	38,524,011	58.6%
<b>Total</b>	<b>65,749,998</b>	<b>100.0%</b>

(Official share register and nominee list as well as information known to the company as of 31 December 2016)

## THE COMPANY IN BRIEF

Vigmed is a Swedish medical technology company founded in 2009 whose mission is to eliminate needlestick injuries and to reduce the risk of disease transmission to healthcare workers and patients.

Needlestick injuries is a major problem in health care for patients, doctors, nurses and other healthcare professionals, who are at risk of becoming infected with HIV, hepatitis, Ebola or any other of the approximately 60 blood-borne diseases which can be transmitted by an infected needle. Every year more than one million doctors, nurses and other health care staff in Europe alone are reported injured, while the unreported cases remain substantial.

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Vigmed develops and markets patented safety solutions that protect healthcare staff from needlestick injuries.

The significance of needlestick injuries is underlined by a directive implemented by the European Union in 2013. The directive stipulates that all public purchases of needles and syringes should be equipped with a safety mechanism preventing needlestick injuries. The directive, carried through by national laws in each EU country, requires that the market, during a limited period of time, has to transfer into these new types of safety products.

This change supports the establishment of Vigmed on the market. The Company develops patented protected safety products that are user-friendly and of high quality.

Vigmed's business idea is based around one central thought: through deep understanding of the user's requirements we develop, manufacture and deliver products that are functional, safe and cost effective while meeting the market needs of safe solutions of today and tomorrow.

The aforementioned require not only technical and medical expertise, but also a well-developed ability to cooperate with other leading partners in the value chain, in order to effectively combine various players' resources and abilities. In concrete terms, this entails that Vigmed actively implements its solutions via outsourcing of manufacturing and distribution.

Today Vigmed's products are produced by selected manufacturers in Sweden and India and are sold through well renowned and established distributors in strategically chosen countries. Establishment on the European market and achieving volume sales is currently the Company's highest priority. Vigmed's sales team is currently fully focused on supporting the distributors in prioritised markets in efforts to bring existing product offerings and assist in the necessary preparatory work and the tests preceding the procurement processes in each market. In parallel, Vigmed also has begun preparatory work for establishing its presence in Asia, where the market for needle-protected products is now growing rapidly.

The following product lines have been launched on the market: CLiP® Ported, CLiP® Winged, CLiP® Neo, SWiNG Clic-on and SWiATCH.

Vigmed AB is a wholly owned subsidiary of Vigmed Holding AB based in Helsingborg, Sweden. The Group also includes a company, Vigmed Asia Ltd. in Hong Kong (70 % ownership) and a subsidiary in China; Vigmed Medical Device (Beijing) Co. Ltd. Vigmed was listed on NASDAQ First North in February 2013 under the ticker VIG, and is traded since April 2015 on the First North Premier segment.

## VIGMED HOLDING AB (PUBL)

## OTHER INFORMATION

## Risk and uncertainty factors

The Group's business is affected by a number of factors, which may pose a risk for the Group's operations and results. Those risks that might have an impact on Vigmed are accounted on in the 2015 Annual Report (pages 26-28). Except for the paragraph below, this description is still relevant.

**Financing and liquidity risks**

As of the end of 2016, the Board believes that the Group needs additional capital to meet its payment obligations over the next 12 months. During the fourth quarter of 2016, the Board of Directors of Vigmed commenced a review of the company's strategic options to secure long-term financing. It is the Board's assessment that it is probable that this work can result in securing the Group's capital need during the next 12.

**Manufacturers and suppliers**

The ongoing discussion with the manufacturer of the SWiNG Universal product, which has been considered an uncertainty factor for the Group, was terminated in July 2016 after the parties came to an agreement. The outcome is in line with the estimate made in the annual report for 2015.

## Transactions with related parties

Vigmed purchases services for patents, legal services and other consulting services from companies in which board members have significant influence. All transactions are made on market terms. In the fourth quarter, no transactions have taken place between Vigmed and related parties that have significantly affected the Group's earnings and financial position.

## Segment reporting

The Group constitutes a single operating segment, reporting by segment is therefore not included in the consolidated financial statements. This assessment is based on the reporting chief operating decision maker (CEO) obtains to follow and analyse the operations as well as the information collected to make strategic decisions.

## Seasonal effects

So far Vigmed's sales has had no significant seasonal effects. There is a smaller impact in the third quarter as several European distributors have a lower level of activity during the summer months of July and August.

## VIGMED HOLDING AB (PUBL)

### Parent Company

Vigmed Holding AB covers executive functions and governance, and the management of its wholly owned subsidiary Vigmed AB. Net sales for the fourth quarter amounted to SEK 0.7 (0.7) million and relate to invoiced management fees to Vigmed AB. Operating profit for the fourth quarter amounted to SEK -1.4 (-0) million.

Net sales during the year amounted to SEK 2.9 (2.9) and operating profit for the year amounted to SEK -4.1 (-1.8) million.

The Parent Company paid shareholders' contributions to Vigmed AB of SEK 16.0 (22.5) million during the fourth quarter, which are reported under financial items.

At the end of the financial year, the Parent Company performed an impairment test of the carrying value of the shares in Vigmed AB. As a result of the test, an impairment of SEK 86.2 (0) million has been reported under net financial items. The book value of the shares in Vigmed AB after impairment amounts to SEK 71.4 (157.6) million.

### Accounting principles

This interim report is prepared in accordance with IAS 34, Interim Financial Reporting. The report for the parent company has been prepared in accordance with the ninth chapter of the Swedish Annual Accounts Act and RFR 2, Accounting rules for legal entities.

The interim report has been prepared according to the same accounting policies and methods of calculation as the 2015 Annual Report (Note 2, pp. 38-40).

### Definitions

#### *Solidity*

Specifies the percentage of the assets that are financed with Equity capital. Calculated as Equity capital divided with total assets.

### Future reports

Annual Report 2016	7 April 2017
Annual General Meeting 2016	11 May 2017
Interim Report Q1 2017	11 May 2017
Interim Report Q2 2017	24 August 2017
Interim Report Q3 2017	10 November 2017

## VIGMED HOLDING AB (PUBL)

## FINANCIAL OVERVIEW

CONDENSED INCOME STATEMENT - GROUP (kSEK)				
	2016 Oct-Dec	2015 Oct-Dec	2016 Jan-Dec	2015 Jan-Dec
Sales	324	1,166	3,553	4,179
Capitalized expenditure for development work	76	1,074	814	5,970
Other operating income	42	291	125	414
<b>Total operating income</b>	<b>442</b>	<b>2,531</b>	<b>4,492</b>	<b>10,563</b>
Raw materials and consumables	-4,764	-6,481	-7,090	-12,346
Other external expenses	-2,518	-5,577	-10,101	-18,224
Personnel costs	-3,184	-4,728	-13,665	-17,188
Other operating expenses	-	-323	-	-132
<b>Operating result before depreciation</b>	<b>-10,024</b>	<b>-14,578</b>	<b>-26,364</b>	<b>-37,327</b>
Depreciation and impairment	-6,199	-6,827	-11,602	-10,841
<b>Operating result</b>	<b>-16,223</b>	<b>-21,405</b>	<b>-37,966</b>	<b>-48,168</b>
Net financial income and expenses	-1,085	-1,127	-4,196	-1,975
<b>Net loss for the period</b>	<b>-17,308</b>	<b>-22,532</b>	<b>-42,162</b>	<b>-50,143</b>
<b>Net loss for the period attributable to:</b>				
Shareholders in the Parent company	-17,298	-22,499	-42,137	-50,110
Non-controlling interests	-10	-33	-25	-33
Weighted average number of shares in the period	65,749,998	44,563,888	65,749,998	44,133,560
Earnings per share, SEK	-0.26	-0.51	-0.64	-1.14

STATEMENT OF COMPREHENSIVE INCOME - GROUP (kSEK)				
	2016 Oct-Dec	2015 Oct-Dec	2016 Jan-Dec	2015 Jan-Dec
Net loss for the period	-17,308	-22,532	-42,162	-50,143
<b>Items which can later be reversed in the income statement:</b>				
Foreign exchange differences on translation of foreign operations	1	12	1	12
<b>Total other comprehensive income, net after tax</b>	<b>1</b>	<b>12</b>	<b>1</b>	<b>12</b>
<b>Total comprehensive income for the period</b>	<b>-17,307</b>	<b>-22,520</b>	<b>-42,161</b>	<b>-50,131</b>
<b>Total comprehensive income for the period attributable to:</b>				
Shareholders in the Parent company	-17,297	-22,490	-42,136	-50,101
Non-controlling interests	-10	-30	-25	-30

STATEMENT OF CHANGES IN EQUITY - GROUP (kSEK)		
	2016 31 Dec	2015 31 Dec
Opening balance equity	74,314	73,820
Comprehensive income for the period	-42,161	-50,131
Issue of new shares	-	56,983
Issuance cost	-	-6,358
<b>Closing balance equity</b>	<b>32,153</b>	<b>74,314</b>

## VIGMED HOLDING AB (PUBL)

## CONDENSED BALANCE SHEET - GROUP (kSEK)

	2016 31 Dec	2015 31 Dec
<b>Assets</b>		
<i>Non-current assets</i>		
Intangible assets	11,159	13,056
Property, plants and equipment	44,759	50,098
<b>Total non-current assets</b>	<b>55,918</b>	<b>63,154</b>
<i>current assets</i>		
Inventories	6,618	2,219
Accounts receivable	109	157
Other current receivable	3,345	1,630
Prepaid expenses and accrued income	1,305	862
Cash and cash equivalents	19,578	65,360
<b>Total current assets</b>	<b>30,955</b>	<b>70,228</b>
<b>Total assets</b>	<b>86,873</b>	<b>133,382</b>
<b>Equity and liabilities</b>		
<i>Equity</i>		
Equity attributable to shareholders in the Parent company	32,208	74,344
Non-controlling interests	-55	-30
<b>Total equity</b>	<b>32,153</b>	<b>74,314</b>
<i>Non-current liabilities</i>		
Borrowings regarding financial lease, long-term portion	32,072	40,203
<b>Total non-current liabilities</b>	<b>32,072</b>	<b>40,203</b>
<i>Current liabilities</i>		
Trade payables	6,118	7,863
Borrowings regarding financial lease, short-term portion	7,485	2,774
Other current liabilities	1,744	1,046
Accrued expenses and deferred income	7,301	7,182
<b>Total liabilities</b>	<b>54,720</b>	<b>59,068</b>
<b>Total equity and liabilities</b>	<b>86,873</b>	<b>133,382</b>

## CONDENSED CASH FLOW STATEMENT - GROUP (kSEK)

	2016 Oct-Dec	2015 Oct-Dec	2016 Jan-Dec	2015 Jan-Dec
Operating loss after financial items	-17,308	-22,532	-42,162	-48,168
Depreciation and impairment	6,199	6,827	11,602	10,841
Other items	-	3,194	-	1,261
Total changes in working capital	5,901	6,442	-7,602	-4,204
<b>Cash flow from operating activities</b>	<b>-5,208</b>	<b>-6,069</b>	<b>-38,162</b>	<b>-40,270</b>
Capitalised development costs	-283	-1,278	-1,554	-6,714
Acquisition of property, plant and equipment	-	-504	-2,645	-707
Sales of property, plant and equipment	-	-	-	35
<b>Cash flow after investments</b>	<b>-5,491</b>	<b>-7,851</b>	<b>-42,361</b>	<b>-47,656</b>
Increase in lease borrowings	507	-	1,146	-
Repayment of lease borrowings	-254	-13	-4,567	-1,109
Issue of new shares	-	56,983	-	56,983
Issuance cost	-	-6,358	-	-6,358
<b>Cash flow for the year</b>	<b>-5,238</b>	<b>42,761</b>	<b>-45,782</b>	<b>1,860</b>
Cash and cash equivalents at the beginning of the period	24,816	22,599	65,360	63,500
<b>Cash and cash equivalent at period-end</b>	<b>19,578</b>	<b>65,360</b>	<b>19,578</b>	<b>65,360</b>

## VIGMED HOLDING AB (PUBL)

CONDENSED INCOME STATEMENT - PARENT COMPANY (kSEK)				
	2016 Oct-Dec	2015 Oct-Dec	2016 Jan-Dec	2015 Jan-Dec
Net sales	725	725	2,900	2,900
Other operating income	-	32	-	39
<b>Total operating income</b>	<b>725</b>	<b>757</b>	<b>2,900</b>	<b>2,939</b>
Other external expenses	-1,196	-368	-3,103	-2,359
Personnel costs	-896	-386	-3,885	-2,326
<b>Operating result before depreciation</b>	<b>-1,367</b>	<b>3</b>	<b>-4,088</b>	<b>-1,746</b>
Depreciation of equipment	-	-6	-	-25
<b>Operating result</b>	<b>-1,367</b>	<b>-3</b>	<b>-4,088</b>	<b>-1,771</b>
Net financial income and expenses	-102,082	-22,415	-123,359	-47,554
<b>Net loss for the period</b>	<b>-103,449</b>	<b>-22,418</b>	<b>-127,447</b>	<b>-49,325</b>

CONDENSED BALANCE SHEET - PARENT COMPANY (kSEK)		
	2016 31 Dec	2015 31 Dec
<b>Assets</b>		
<i>Non-current assets</i>		
Participating interests in Group companies	71,429	157,600
Loans to Group companies	21,000	18,500
<b>Total non-current assets</b>	<b>92,429</b>	<b>176,100</b>
<i>Current assets</i>		
Receivables from Group companies	265	1,154
Other receivables	149	149
Prepaid expenses and accrued income	78	212
Cash and bank	12,382	58,457
<b>Total current assets</b>	<b>12,874</b>	<b>59,972</b>
<b>Total assets</b>	<b>105,303</b>	<b>236,072</b>
<b>Equity and liabilities</b>		
<i>Equity</i>		
Equity	103,578	231,025
<b>Total equity</b>	<b>103,578</b>	<b>231,025</b>
<i>Current liabilities</i>		
Trade payables	264	3,931
Other current liabilities	175	166
Accrued expenses and deferred income	1,286	950
<b>Total current liabilities</b>	<b>1,725</b>	<b>5,047</b>
<b>Total equity and liabilities</b>	<b>105,303</b>	<b>236,072</b>

CHANGES IN EQUITY - PARENT COMPANY (kSEK)		
	2016 31 Dec	2015 31 Dec
Opening balance equity	231,025	229,725
Issue of new shares	-	56,983
Issuance cost	-	-6,358
Loss for the period	-127,447	-49,325
<b>Closing balance equity</b>	<b>103,578</b>	<b>231,025</b>

## VIGMED HOLDING AB (PUBL)

### CERTIFICATION

The Board of Directors and the CEO certify that the Year-End Report gives a true and fair view of the company's and the Group's business activities, financial position and results, and describes the essential risks and uncertainty factors that the company and the companies which are part of the Group face.

This report has not been subject to special review by the company's auditor.

*Helsingborg, 27 February, 2017*

*Vigmed Holding AB (publ) The Board of Directors*

### CONTACT INFORMATION

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**The share:**  
Ticker: VIG  
ISIN-code: SE0005034576

*This information is information which Vigmed Holding AB (publ) is obliged to publish under the EU Market Abuse Regulation and the Securities Market Act. The information was provided by the above contact person's auspices, for publication on 27 February, 2017 at 8 am.*

*This is a translation of the Swedish version of the Interim report. When in doubt, the Swedish wording prevails.*

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# Statement from the Independent Bid Committee of Vigmed

The description of Vigmed on pages 15–38 of this offer document has been reviewed by the Independent Bid Committee of Vigmed. It is the opinion of the Independent Bid Committee of Vigmed that this short description provides an accurate and fair – although not complete – view of Vigmed.

Helsingborg, 5 March 2017

**Vigmed Holding AB (publ)**

*The Independent Bid Committee of the Board of Directors*

## Information about GBO

Greiner Bio-One GmbH (“**GBO**”) is an Austrian limited liability company with corporate registration number 176887d. GBO is a core subsidiary and the divisional headquarter for “Pre-analytics” within the Greiner Bio-One group. The Preanalytics division develops systems for sampling blood, urine and saliva for safe and easy use in clinics, diagnostic laboratories and medical practices.

The parent company of GBO and the Greiner Bio-One group is the Austrian company Greiner Bio-One International GmbH. The Greiner Bio-One group is globally active in the areas of biotechnology and bioscience, diagnostic and pharmaceutical industries, and medical and in-vitro diagnostics. In 2015, the Greiner Bio-One group generated revenues of EUR 427 million and a cash flow of EUR 61 million and had some 1,900 employees. The Greiner Bio-One group has production sites in Austria, Germany, Hungary, the United States, Brazil

and Thailand and a strong sales and distribution network with many sales subsidiaries worldwide.

The Greiner Bio-One group is the medical division of the Greiner group, with the Austrian company Greiner Holding AG as ultimate parent company. Greiner Holding AG is a 100% family-owned enterprise which was established in 1868 in Nuertingen, Germany. In 2015, the Greiner group generated revenues of EUR 1,441 million and a cash flow of EUR 132 million and had some 9,100 employees. The headquarters of the Greiner group and the Greiner Bio-One group is located in Kremsmuenster, Austria.

For more information on GBO, please refer to GBO's website ([www.gbo.com](http://www.gbo.com)).

# Tax issues in Sweden

*The following is a summary of certain Swedish tax consequences that may arise from the Offer for individuals and limited liability companies. The summary is based on Swedish tax legislation as currently in effect and is intended only as general information for shareholders who are resident in Sweden for tax purposes, unless otherwise indicated. The summary does not deal comprehensively with all tax consequences that may occur in this context. For instance, it does not cover the specific rules that, in certain cases apply to shares acquired by virtue of shares in a closely held company (Sw. fåmansföretag). Also, it does not deal with the rules that in certain cases apply in the corporate sector with respect to tax exempt capital gains on "shares held for business purposes" (Sw. näringsbetingade andelar). Nor does this description deal with the rules that apply where shares are held by a partnership or held as current assets in a business operation. Special tax consequences that are not described below may also apply for certain categories of taxpayers, including investment companies and mutual funds. Each shareholder is recommended to consult a tax advisor for information with respect to the special tax consequences that may arise from the Offer, including the applicability and effect of foreign tax legislation, provisions in tax treaties and other rules which may be applicable.*

## General information

Shareholders who accept the Offer and sell their shares in Vigmed will generally be subject to capital gains taxation. The capital gain or capital loss is calculated as the difference between the sales proceeds (including any additional consideration, as applicable), after deduction for sales expenses, and the acquisition cost for tax purposes. The acquisition cost is determined according to the "average method". This means that the acquisition cost for all shares of the same type and class are added together and determined collectively, with respect to changes to the holding. For listed shares, such as the shares in Vigmed, the acquisition cost may, as an alternative, be determined as 20 percent of the net sale revenue under the "standard rule".

Special rules apply in relation to additional consideration that is not possible to determine in its amount the year of the sale. Such additional consideration will be subject to taxation the year when the amount of the additional consideration is possible to determine. The additional consideration will be taxed in accordance with the rules applicable for the year of the sale.

## Individuals

A capital gain on listed shares is taxed as income from capital at a rate of 30 percent.

Capital losses on listed shares, such as the shares in Vigmed, are fully deductible against taxable capital gains arising the same year on shares and listed securities that are taxed in the same manner as shares (except for listed shares in mutual funds containing only Swedish receivables). Capital losses not deducted in accordance with the above are deductible to 70 percent against any other taxable income from capital.

If a deficit arises in the income from capital category, a reduction of the tax on income from employment and from business operations, as well as the real estate tax and the municipal real estate fee, is allowed. The tax reduction amounts to 30 percent of any deficit not exceeding SEK 100,000 and 21 percent of any remaining deficit. Deficits may not be carried forward to a later fiscal year.

## Limited liability companies

Limited liability companies and other legal entities are taxed on all income, including capital gains, as income from business operations at a flat rate of 22 percent. For the calculation of capital gains and losses, see section "General information" under this section "Tax Issues in Sweden".

A tax deductible capital loss on shares incurred by a corporate shareholder may be offset only against taxable gains on shares or other securities that are taxed in the same manner as shares. Such capital losses may however, under certain circumstances, also be offset against capital gains on such securities within the same group of companies, provided the requirements for group contributions (tax consolidation) are met. Capital losses on shares or other securities that are taxed in the same manner as shares, which have not been deducted from capital gains within a certain year may be carried forward and be offset against such capital gains in future years without any limitation in time.

## Shareholders residing outside of Sweden

Generally, shareholders who are not tax resident in Sweden and do not carry on business operations from a permanent establishment in Sweden are not subject to Swedish taxation on a sale of shares. Such shareholders may, nevertheless, be subject to tax in their country of residence.

However, as far as individuals are concerned, capital gains on the sale of shares may be subject to Swedish tax if the individual has been resident or permanently lived in Sweden.

There is no Swedish withholding tax on capital gains resulting from the Offer.

# Offer restrictions

## Important information for shareholders outside Sweden and for banks, brokers, dealers, nominees and intermediaries holding shares for persons with residence outside Sweden

The offer document is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, New Zealand, South Africa or in the United States or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law (the “**Restricted Territories**”). Shareholders not resident in Sweden who wish to accept the Offer must make inquiries concerning applicable legislation and possible tax consequences.

The Offer is not being made, directly or indirectly, in or into the Restricted Territories by use of mail or any other 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 security exchange, of the Restricted Territories and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within, the Restricted Territories. Accordingly, the offer document and any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into the Restricted Territories.

The offer document is not being, and must not be, sent to shareholders with registered addresses in the Restricted Territories. Banks, brokers, dealers and other nominees holding shares for persons in the Restricted Territories must not forward the offer document or any other document received in connection with the Offer to such persons. Persons receiving such documents or information (including custodians, nominees and trustees) should not distribute or send them in or into a Restricted Territory or use the mails or any means, instrumentality or facility of a Restricted Territory in connection with the Offer.

Any failure to comply with these restrictions may constitute a violation of the securities laws of any of the Restricted Territories. It is the responsibility of all persons obtaining the offer document, acceptance form or other documents relating to the offer document or to the Offer or into whose possession such documents otherwise come, to inform themselves of and observe all such restrictions. Any recipient of the offer document who is in any doubt about his or her status in relation to these restrictions should consult his or her professional adviser in the relevant territory.

Neither GBO nor SEB accepts or assumes any responsibility or liability for any violation by any person of any such restrictions.

The offer document does not represent an offer to acquire or obtain securities other than the shares of Vigmed that are subject to the Offer.

Any purported tender of shares in the Offer resulting directly or indirectly from a violation of the restrictions described in the offer document and the related documents will be invalid. Further, any person purporting to tender shares pursuant to the

Offer will be deemed not to have made a valid tender if such person is unable to make the representations and warranties set out under “*Certifications as to Restrictions*” below and any corresponding representations and warranties in the acceptance form. Acceptances of the Offer and tenders of shares of Vigmed made by a person located in a Restricted Territory, by any custodian, nominee, trustee agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the Restricted Territories, or by the use of mails or any means, instrumentality or facility of the Restricted Territories, directly or indirectly, will not be accepted (and should not be accepted by any such custodian, nominee, trustee agent, fiduciary or intermediary holding shares of Vigmed for any persons).

Any acceptance form or other communication relating to the Offer that originates from, is postmarked from, bears a return address in, or otherwise appears to have been dispatched from, the Restricted Territories will not be accepted (and should not be accepted by any custodian, nominee, trustee agent, fiduciary or intermediary).

Acceptances of the Offer and tenders of shares of Vigmed will not be accepted (and should not be accepted by any custodian, nominee, trustee agent, fiduciary or intermediary) if the consideration for the shares of Vigmed is required to be mailed or otherwise delivered in or into a Restricted Territory or if an address within a Restricted Territory is provided for receipt of the price of the shares in the Offer or the return of the acceptance form.

Each of GBO and SEB reserves the right, in its absolute discretion (and without prejudice to the relevant shareholder’s responsibility for the representations and warranties made by it), to (a) reject any tender of shares without investigation because the origin of such tender cannot be determined, or (b) investigate, in relation to any tender of shares pursuant to the Offer, whether any such representations and warranties given by a shareholder are correct and, if such investigation is undertaken and as a result GBO determines (for any reason) that such representations and warranties are not correct, such tender may be rejected.

## Certification as to Restrictions

By accepting the Offer through delivery of a duly executed acceptance form to SEB, the holder of tendered shares, and any custodian, nominee, trustee, agent, fiduciary or intermediary submitting the acceptance form on behalf of such holder, certifies that such person:

- was not present or resident in, nor is a citizen of, a Restricted Territory at the time of receiving the offer document, the acceptance form or any other document or information relating to the Offer, and has not mailed, transmitted or otherwise distributed any such document or information in or into a Restricted Territory;
- has not used, directly or indirectly, the mails, or any means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex and telephone) of interstate or foreign commerce, or the facilities

of the securities exchanges, of a Restricted Territory in connection with the Offer;

- was not present or resident in, nor is a citizen of, a Restricted Territory at the time of accepting the terms of the Offer, at the time of returning the acceptance form or at the time of giving the order or instruction to accept the Offer (whether orally or in writing); and
- if acting in a custodial, nominee, trust, fiduciary, agency or other capacity as an intermediary, then either (i) has full investment discretion with respect to the shares covered by the acceptance form or (ii) the person on whose behalf it is acting has authorized it to make the foregoing representations and was not present or resident in, nor is a citizen of, a Restricted Territory at the time he or she instructed such custodian, nominee, trustee, fiduciary, agent or intermediary to accept the Offer on his or her behalf, and such custodian, nominee, trustee, fiduciary, agent or other intermediary is processing that acceptance as part of its normal securities custodial function.

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## Contact details

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