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## **Aros Bostad announces the outcome following the extended acceptance period in the tender offer to the shareholders of Besqab**

**On 31 January 2024, Aros Bostadsutveckling AB (publ) ("Aros Bostad" or the "Company") announced a recommended public tender offer to the shareholders of Besqab AB (publ) ("Besqab") to tender all of Besqab's outstanding shares to Aros Bostad in exchange for consideration of newly issued common shares and preference shares of series B in Aros Bostad (the "Offer"). On 15 March 2024, Aros Bostad announced that the Company completes the Offer after having received acceptances from shareholders in Besqab corresponding to approximately 96.6 percent of the number of shares and votes and that the acceptance period was extended until 5 April 2024 in order to give remaining shareholders the opportunity to accept the Offer. Following the extended acceptance period, Aros Bostad has in total received acceptances for 45,905,298 shares, corresponding to approximately 99.2 percent of the total number of shares and votes in Besqab. Aros Bostad will not extend the acceptance period further.**

### **The outcome of the Offer and the extended acceptance period**

Following the initial acceptance period which expired on 12 March 2024, the Offer had been accepted by shareholders in Besqab representing a total of 44,712,280 shares, corresponding to approximately 96.6 percent of the total number of shares and votes in Besqab.<sup>1</sup> The outcome of the extended acceptance period, which expired on 5 April 2024, shows that the Company has received additional acceptances from shareholders in Besqab corresponding to 1,193,018 shares or approximately 2.6 percent of the total number of shares and votes in Besqab.<sup>1</sup> Thus, Aros Bostad has in total received acceptances for 45,905,298 shares, corresponding to approximately 99.2 percent of the total number of shares and votes in Besqab.<sup>1</sup> Aros Bostad will not extend the acceptance period further.

Aros Bostad has not acquired any shares in Besqab outside the Offer and Aros Bostad does not hold any financial instruments that provide a financial exposure to Besqab's shares.

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<sup>1</sup> Based on a total of 46,268,052 shares in Besqab, excluding treasury shares repurchased in Besqab (currently 92,145 shares).

## Potential directed share issue

In connection with the announcement of the Offer on 31 January 2024, Aros Bostad announced that the board of directors, assuming the Offer is completed and Aros Bostad initiate compulsory redemption, would evaluate a directed share issue through an accelerated bookbuilding procedure. Due to the high acceptance rate of approximately 99.2 percent, Aros Bostad will not carry out such directed share issue.

## Payment of consideration

Payment of consideration for acceptances submitted during the extended acceptance period is expected to commence on or about 12 April 2024.

## Compulsory redemption of shares and delisting

Aros Bostad has requested compulsory redemption proceedings in accordance with the procedure set out in Chapter 22 of the Swedish Companies Act (2005:551) in order to acquire all shares in Besqab.

Besqab's application for delisting of the shares from Nasdaq Stockholm was approved on 28 March 2024 and the last day of trading in the shares in Besqab on Nasdaq Stockholm will be 11 April 2024.

## Advisors

Aros Bostad has retained SEB Corporate Finance as financial advisor and Baker McKenzie as legal advisor in connection with the Offer.

### ***For more information, please contact:***

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Information about the Offer is available at: [www.besqab2024.se](http://www.besqab2024.se)

*Aros Bostad's Certified Adviser at Nasdaq First North Growth Market is Carnegie Investment Bank AB, [certifiedadvisor@carnegie.se](mailto:certifiedadvisor@carnegie.se). Financial information in English at <https://arostad.se/investerare/in-english/>*

## About Aros Bostad

Since 2006, Aros Bostad has been developing well-planned, high-quality residential housing with sustainable material choices and timeless design. The geographical market is primarily focused on Greater Stockholm and Uppsala. With a long-term perspective and responsibility for the entire value chain, Aros Bostad creates a safe deal for home buyers as well as stable returns for the investors. Aros Bostad is listed on the Nasdaq First North Growth Market and the Certified Adviser is Carnegie Investment Bank AB. Financial information is to be found at [www.arostad.se](http://www.arostad.se)

## About Besqab

Besqab develops residential housing in attractive locations in Stockholm and Uppsala. The business covers the entire process from purchasing and refining land to completion and management of residences and care facilities. Besqab was founded in 1989, and the company's stock has been listed on Nasdaq Stockholm since 2014. More information on [www.besqab.se](http://www.besqab.se)

## Important information

This press release does not constitute an offer, directly or indirectly, in or into the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea or any other jurisdiction in which an offer under the laws and regulations of such jurisdiction would be prohibited by applicable law (each, a "**Restricted Jurisdiction**").

The release, publication or distribution of this press release in or into jurisdictions other than Sweden may be restricted by law and persons subject to the laws or regulations of jurisdictions other than Sweden should inform themselves about, and observe, any applicable requirements. In particular, the ability of persons not resident in Sweden to accept the Offer may be affected by the laws and regulations of the relevant jurisdiction in which they are located.

Failure to comply with applicable restrictions may constitute a violation of the securities laws and regulations of such jurisdiction. To the extent permitted by applicable law and regulation, the companies and persons involved in the Offer disclaim any responsibility or liability for any breach of such restriction by each person.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. A prospectus prepared in accordance with Article 14 of the Prospectus Regulation, combined with an offer document prepared in accordance with Chapter 2a of the Swedish Financial Instruments Trading Act (1991:980) (*Sw. lag (1991:980) om handel med finansiella instrument*), has been prepared by Aros Bostad in connection with the Offer and approved by the Swedish Financial Supervisory Authority (the "**Prospectus**"). The Prospectus is available on Aros Bostad's website and the website for the Offer.

This press release has been prepared in order to comply with Swedish law, the Takeover Rules and the Swedish Securities Council's statements regarding the interpretation and application of the Takeover Rules and the information published may not be the same as that published if this press release had been prepared in accordance with the laws and regulations of jurisdictions other than Sweden.

Unless otherwise determined by Aros Bostad or required by Swedish law, the Takeover Rules and the statements of the Swedish Securities Council regarding the interpretation and application of the Takeover Rules, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws or regulations of that jurisdiction and no person may accept the Offer by any means of communication (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) used in interstate or foreign commerce by any facility of a national, state or other securities exchange or trading centre in any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws or regulations of that jurisdiction and the Offer may not be accepted by any such means or by any such means of communication. Accordingly, copies of this press release or other formal documentation relating to the Offer will not be, and must not be, directly or indirectly, sent or otherwise distributed or forwarded in, into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws or regulations of that jurisdiction and persons receiving such documentation (including custodians, agents and trustees) must not send or otherwise disseminate or forward it in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws or regulations of that jurisdiction.

The availability of the Offer to shareholders of Besqab who are not residents and citizens of Sweden may be affected by the laws and regulations of the respective relevant jurisdictions in which they are located or of which they are citizens. Persons who are not residents or citizens of Sweden should inform themselves about and comply with applicable legal or regulatory requirements in their jurisdiction.

The Offer and the information and documentation made available through this press release have not been prepared by, and have not been approved by, an "authorised person" within the meaning of regulation 21 of the UK Financial Services and Markets Act 2000 ("**FSMA**"). Accordingly, the information and documents made available through this press release may not be distributed in, or forwarded to, the public in the United Kingdom unless an exemption applies. Dissemination of information and documents made available through this press release is exempt from the financial promotion restrictions of Regulation 21 FSMA on the basis that it is an announcement by or on behalf of a body corporate relating to a transaction to acquire day-to-day control of the

body corporate's business; or to acquire 50 percent or more of the voting shares of a body corporate, in accordance with Article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

The press release has been prepared in Swedish and English. In the event of any discrepancies, the Swedish version shall take precedence.

### **Forward-looking statements**

This press release contains certain forward-looking statements and opinions. Forward-looking statements are statements that do not relate to historical facts and events and those statements and opinions that relate to the future and that, for example, contain language such as "assumes", "believes", "intends", "estimates", "anticipates", "should", "should", "according to estimates", "anticipates", "predicts", "expects", "believes", "may", "will", "plans", "schedules", "potential", "forecasts", "could", "as far as is known", "believes" or similar expressions, where the intention is to identify a statement as forward-looking.

Unless otherwise stated, the forward-looking statements are based on information, estimates and assumptions made on the basis of what Aros Bostad knows as of the date of this press release. In particular, forward-looking statements are subject to risks, uncertainties and other factors that may cause actual results, including with respect to Aros Bostad and the new group's cash flow, financial condition and results of operations, to differ from those set forth in such statements, or to fail to meet the expectations expressly or implicitly assumed or described in such statements or to prove less favorable than the results expressly or implicitly assumed or described in such statements. Accordingly, potential investors should not place undue reliance on these forward-looking statements and are strongly advised to read the prospectus that Aros Bostad has prepared in connection with the Offer. The Company does not guarantee the future accuracy of the opinions presented or whether the predicted developments will actually occur.

Due to the risks, uncertainties and assumptions associated with forward-looking statements, it is possible that the future events mentioned in this press release will not occur.

After the date of this press release, Aros Bostad does not undertake, except as required by applicable law or the rules of the Nasdaq First North Growth Market, including the Takeover Rules, from time to time, to update any forward-looking statements or to conform such forward-looking statements to actual events or developments.

### **Special information for shareholders in the United States**

The Offer, which is subject to Swedish law, is not being made to U.S. shareholders.

The Offer is not capable of being accepted by persons who are resident or otherwise located in the United States, and any purported or attempted acceptance of the Offer by persons located or resident in the United States or which, at the sole discretion of Aros Bostad, appear to be made by persons located or resident in the United States will not be accepted.