

*The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States of America, or any other jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.*

PRESS RELEASE

2 JANUARY 2019

## **Karo Intressenter AB increases the offer price in its public cash offer to the shareholders in Karo Pharma Aktiebolag and extends the acceptance period**

On 29 October 2018, EQT VIII<sup>1</sup> ("EQT VIII"), through Karo Intressenter AB<sup>2</sup> ("Karo Intressenter"), announced a public cash offer to the shareholders in Karo Pharma Aktiebolag ("Karo Pharma") to acquire all outstanding shares<sup>3</sup> in Karo Pharma (the "Offer"). Karo Intressenter has decided to increase the price in the Offer from SEK 36.90 in cash per share to SEK 38.00 in cash per share. Karo Intressenter further extends the acceptance period up to and including 17:00 (CET) on 17 January 2019.

### **Summary**

- Karo Intressenter increases the price in the Offer from SEK 36.90 to SEK 38.00 in cash per share.
- The total value of the increased Offer, based on all outstanding shares in Karo Pharma, amounts to SEK 6,151 million.<sup>4</sup>
- The increased Offer represents a premium of:
  - 29.0 per cent in relation to the closing price for the shares on Nasdaq Stockholm on 26 October 2018, which was the last day of trading prior to the announcement of the Offer on 29 October 2018;
  - 20.7 per cent in relation to the volume weighted average price for the shares on Nasdaq Stockholm during a period of 30 trading days prior to the announcement of the Offer on 29 October 2018; and
  - 20.8 per cent in relation to the volume weighted average price for the shares on Nasdaq Stockholm during a period of 180 trading days prior to the announcement of the Offer on 29 October 2018.
- The Board of Directors of Karo Pharma has unanimously recommended that Karo Pharma's shareholders accept the increased Offer.

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<sup>1</sup> The fund known as EQT VIII, comprising of EQT VIII SCSp acting by its alternative investment fund manager (gestionnaire), EQT Fund Management S.à r.l. EQT Fund Management S.à r.l. is a private limited liability company (*société à responsabilité limitée*), incorporated and existing under Luxembourg law, having its registered office at 26A, Boulevard Royal, L-2449 Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 167.972, acting as manager (*gérant*) of EQT VIII SCSp, a Luxembourg special limited partnership (*société en commandite spéciale*) with its registered office at 26A, Boulevard Royal, L-2449 Luxembourg and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 217.293.

<sup>2</sup> A newly formed company wholly owned by EQT VIII.

<sup>3</sup> The number of outstanding shares in Karo Pharma amounts to 161,867,792 shares. Outstanding shares are calculated as the total number of shares in Karo Pharma, amounting to 164,332,782 shares, less shares held by Karo Pharma, amounting to 2,464,990 shares.

<sup>4</sup> If, prior to settlement of the Offer, Karo Pharma pays dividend or makes any other value transfer to shareholders, the Offer as set out above will be reduced accordingly.

- Karo Intressenter further extends the acceptance period up to and including 17:00 (CET) on 17 January 2019 to allow remaining shareholders in Karo Pharma to accept the Offer.

*"EQT has had a constructive dialogue with the Board of Directors of Karo Pharma, a dialogue that has led to EQT VIII today presenting an increased offer that has been unanimously recommended by the Board of Directors. We remain positive to the company and what EQT VIII can add as a new owner, which is why we have chosen to go to this level. We now hope that the remaining shareholders share our perspective that this revised offer is attractive, also considering the stock market development since the initial offer was announced end of October 2018", says Per Franzén, Partner at EQT Partners and Investment Advisor to EQT VIII.*

## **The revised Offer**

### *The increased price and the value of the revised Offer*

Karo Intressenter has decided to increase the price in the Offer from SEK 36.90 to SEK 38.00 in cash per share. No commission will be charged in connection with the Offer.

The total value of the increased Offer, based on all outstanding shares in Karo Pharma, amounts to SEK 6,151 million.<sup>5</sup>

### *Premium*

The increased Offer represents a premium of:

- 29.0 per cent in relation to the closing price for the shares on Nasdaq Stockholm on 26 October 2018, which was the last day of trading prior to the announcement of the Offer on 29 October 2018;
- 20.7 per cent in relation to the volume weighted average price for the shares on Nasdaq Stockholm during a period of 30 trading days prior to the announcement of the Offer on 29 October 2018; and
- 20.8 per cent in relation to the volume weighted average price for the shares on Nasdaq Stockholm during a period of 180 trading days prior to the announcement of the Offer on 29 October 2018.

As of 28 December 2018, which was the last day of trading prior to the announcement of the increased Offer, the OMXSPI index, which measures the overall development and performance of all the shares listed on Nasdaq Stockholm, had decreased by 3.94 per cent, and the MSCI Europe index, which measures the overall performance of large and mid-cap equities across 15 developed markets in Europe, had decreased by 4.01 per cent since the announcement of the Offer on 29 October 2018.

### *Already tendered shares*

Shareholders who have tendered their shares in Karo Pharma at SEK 36.90 in cash per share will automatically benefit from the increased price in the Offer of SEK 38.00 in cash per share.

### *Conditions to the Offer*

The completion of the Offer is conditional upon, inter alia, the Offer being accepted to such extent that Karo Intressenter becomes the owner of more than 90 per cent of the total number of outstanding shares in Karo Pharma. The condition regarding receipt of all necessary regulatory, governmental or similar clearances, approvals and decisions has been satisfied.

The terms of the Offer remain otherwise unchanged, including the conditions for completion and provisions of the Offer set out by Karo Intressenter. Accordingly, Karo Intressenter reserves the right to withdraw the Offer in the event that it is clear that the conditions for completion of the Offer are not

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<sup>5</sup> If, prior to settlement of the Offer, Karo Pharma pays dividend or makes any other value transfer to shareholders, the Offer as set out above will be reduced accordingly.

satisfied or cannot be satisfied. Karo Intressenter furthermore reserves the right to complete the Offer at a lower level of acceptance.

#### *Supplement to the offer document*

An offer document regarding the Offer was approved and registered by the Swedish Financial Supervisory Authority and published by Karo Intressenter on 12 November 2018. A supplement to the offer document reflecting the contents of this press release has been submitted to the Swedish Financial Supervisory Authority and will be published by Karo Intressenter as soon as possible.

#### **Irrevocable undertakings**

Per-Anders Johansson, member of the Board of Directors, and Anders Lönner, former member of the Board of Directors and Executive Chairman of the Board, who before Anders Lönner passed away together held in aggregate 21,942,140 shares in Karo Pharma, representing in total approximately 13.6 per cent of the outstanding shares and votes in the company, have irrevocably undertaken to accept the Offer. In light of this, Per-Anders Johansson has not participated in the Board of Directors' handling of matters relating to the revised Offer. However, the Board of Directors is quorate also without him (and the late Anders Lönner), as three out of the five Board members elected at the shareholders' meeting in Karo Pharma have the right to participate in the Board of Directors' handling and resolutions relating to the revised Offer. The Board of Directors has appointed Håkan Åström as acting chairman of the Board of Directors in relation to the Board of Directors' resolution regarding the revised Offer. Please refer to Karo Intressenter's press release of 9 November 2018 for more information on the aforementioned undertakings.

#### **Extended acceptance period**

Karo Intressenter announced the Offer on 29 October 2018 and the last day of the initial acceptance period was 10 December 2018. On 13 December 2018, Karo Intressenter announced the outcome of the initial acceptance period and extended the acceptance period up to and including 17:00 (CET) on 4 January 2019. Karo Intressenter reserved the right to further extend the acceptance period and to postpone the settlement date.

Karo Intressenter further extends the acceptance period for the Offer up to and including 17:00 (CET) on 17 January 2019 to allow remaining shareholders in Karo Pharma to accept the Offer. For those shareholders in Karo Pharma who accepted the Offer during the initial acceptance period, as well as those shareholders who accept the Offer during the extended acceptance period, settlement will be initiated as soon as Karo Intressenter has announced that the conditions for the Offer have been satisfied or Karo Intressenter otherwise decides to complete the Offer. Subject to such announcement being made no later than on or around 22 January 2019, settlement is expected to commence on or around 25 January 2019. While Karo Intressenter does not currently intend to further extend the acceptance period, Karo Intressenter reserves the right to do so (on one or more occasions) and to further postpone the settlement date.

#### **Tendered shares and Karo Intressenter's ownership in Karo Pharma**

At the end of the acceptance period on 10 December 2018, the Offer had been accepted by shareholders representing 47,105,322 shares, corresponding to approximately 29.1 per cent of the total number of outstanding shares and votes in Karo Pharma. Furthermore, Karo Intressenter has since 29 October 2018 acquired in total 31,223,273 shares in Karo Pharma outside the Offer, which corresponds to 19.3 per cent of the total number of outstanding shares and votes in Karo Pharma.<sup>6</sup> The shares in Karo Pharma tendered in the Offer at the end of the initial acceptance period on 10 December 2018, together with the shares in Karo Pharma acquired by Karo Intressenter on the market, correspond to approximately 48.4 per cent of the total number of outstanding shares and votes in Karo Pharma.

Karo Intressenter may, during the extended acceptance period, acquire additional shares in Karo Pharma and/or divest shares in Karo Pharma currently held by Karo Intressenter.

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<sup>6</sup> Prior to the announcement of the Offer, Karo Intressenter did not hold any shares in Karo Pharma.

## **Recommendation by the Board of Directors of Karo Pharma**

The Board of Directors<sup>7</sup> of Karo Pharma has unanimously recommended that Karo Pharma's shareholders accept the increased Offer. See separate press release from the Board of Directors of Karo Pharma today.

### **Availability of documents related to the Offer**

The offer document in Swedish and English and other information about the Offer are available on [www.eqtpartners.com/EQTVIIIbid](http://www.eqtpartners.com/EQTVIIIbid) and [www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses).

*The information in this press release has been published by Karo Intressenter AB in accordance with the Takeover Rules. The press release was submitted for publication on 2 January 2019 at 08:15 (CET).*

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

For more information about the Offer, please see: [www.eqtpartners.com/EQTVIIIbid](http://www.eqtpartners.com/EQTVIIIbid)

For media enquiries, please contact:

EQT Press office: +46 8 506 55 334

Email: [press@eqtpartners.com](mailto:press@eqtpartners.com)

### **Important information**

*The Offer is not being made to persons whose participation in the Offer requires that any additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law. This press release and any documentation relating to the Offer are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by Karo Intressenter. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.*

*The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States of America 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 Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States of America, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States of America. Accordingly, this press release and any documentation relating to the Offer are not being and should not be mailed or otherwise distributed, forwarded or sent into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States of America. Karo Intressenter will not deliver any consideration from the Offer into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or the United States of America.*

*Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the 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*

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<sup>7</sup> Karo Pharma's Board member Per-Anders Johansson has irrevocably undertaken to accept the Offer. In accordance with the rules regarding conflict of interest in Rule II.18 of Nasdaq Stockholm's takeover rules, he is therefore prohibited from participating in the Board of Directors' handling of matters relating to the revised Offer. However, the Board of Directors is quorate also without Per-Anders Johansson (and Anders Lönner, who recently passed away), as three out of the five Board members elected at the shareholders' meeting in Karo Pharma have the right to participate in the Board of Directors' handling and resolutions relating to the revised Offer.

*those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Karo Intressenter and Karo Pharma.*