

Press Release

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Fasadgruppen completes a directed share issue of 3,000,000 shares, raising proceeds of SEK 420 million

Fasadgruppen Group AB (publ) ("Fasadgruppen" or the "Company") has, based on the authorisation from the annual general meeting on 18 May 2021, resolved to carry out a directed share issue of 3,000,000 shares at a subscription price of SEK 140 per share (the "Directed Share Issue"). The subscription price has been determined through an accelerated bookbuilding procedure performed by Carnegie Investment Bank AB (publ) ("Carnegie") and Skandinaviska Enskilda Banken AB (publ) ("SEB", and together with Carnegie, the "Joint Bookrunners").

The bookbuilding procedure that was announced by the Company earlier today has been completed and the Board of Directors of Fasadgruppen has resolved to carry out a directed issue of 3,000,000 shares, at a subscription price of SEK 140 per share, consequently raising proceeds of SEK 420 million before transaction costs. A significant number of Swedish and international institutional investors subscribed for shares in the new share issue, among others, Third Swedish National Pension Fund ("**AP3**") and Skandia.

After the Directed Share Issue, the total number of shares in Fasadgruppen will amount to 48,450,443. The Directed Share Issue entails a dilution effect of approximately 6.2 per cent based on the total number of shares in Fasadgruppen after the Directed Share Issue.

The Company intends to use the proceeds to accelerate value creation through a continued active acquisition agenda. Fasadgruppen has a track record of successful acquisitions and a large pipeline of attractive acquisitions, making the Company well placed to drive continued consolidation in the Nordic façade market. Furthermore, the increased financial flexibility that the Directed Share Issue entails further strengthens the Company's position as a relevant and competitive buyer.

The Board of Directors is of the opinion that the proceeds contribute to a good balance of different financing sources and that the Directed Share Issue is positive for the Company's capital structure and general risk level. Prior to the Directed Share Issue, the Company has also considered the possibility to raise the required equity through a rights issue. The Board of Directors of the Company has thereby concluded that a rights issue would be significantly more time-consuming and entail significantly higher costs and increased exposure to potential market volatility compared to the Directed Share Issue. Unlike a rights issue, the Directed Share Issue has also broadened the shareholder base and provided the Company with new reputable institutional owners, which the Board of Directors considers to be of benefit to Fasadgruppen and the general liquidity in the share. In the light of the above, the Board of Directors has made the assessment that a Directed Share Issue with deviation from the shareholders' preferential rights was the most favorable alternative for Fasadgruppen and in the best interest of the Company's shareholders. As the subscription price in the Directed Share Issue was determined through a bookbuilding procedure, the Board of Directors assesses that the subscription price reflects current market conditions and demand.

In connection with the Directed Share Issue, the Company has undertaken, subject to customary exceptions, not to issue additional shares during the period until the Company publishes the coming interim report, which occurs on 12 May 2022. In addition, all members of the Company's management and Board of Directors have agreed not to sell any shares in the Company during the period until the Company publishes the coming interim report.

Advisors

In conjunction with the Directed Share Issue, the Company has engaged Carnegie and SEB as Joint Bookrunners. Gernandt & Danielsson Advokatbyrå KB is legal advisor to the Company and White & Case Advokat AB is legal advisor to the Joint Bookrunners.

For more information, please contact:

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About Fasadgruppen

Fasadgruppen Group AB (publ) is the largest façade work company in the Nordics and the only nationwide complete provider of sustainable façades in Sweden. The foundation of the Company's business is the entrepreneurial local units operating with a clear focus on cooperation, commitment and competence. Fasadgruppen is listed on Nasdaq Stockholm (ticker: FG). For more information, visit www.fasadgruppen.se.

Important information

This press release does not constitute an offer to sell or a solicitation of any offer to purchase any securities. This press release is not a prospectus and it has not been approved by any regulatory authority in any jurisdiction. Any decision to invest in securities referred to in this press release must be made on the basis of all publicly available information relating to the Company and the securities. The information in this press release does not purport to be complete. No reliance may be placed for any purpose on the information in this press release or its accuracy or completeness. This press release does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in Fasadgruppen or its securities.

The Joint Bookrunners are acting for Fasadgruppen in connection with the Directed Share Issue and no one else. The Joint Bookrunners will not be responsible to anyone other than Fasadgruppen for providing the protections afforded to their clients nor for giving advice in relation to the transaction or any other matter referred to herein.

None of Fasadgruppen, the Joint Bookrunners or any of their respective directors, officers, employees, agents, affiliates or advisers accepts any responsibility or liability whatsoever or makes any representation, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Fasadgruppen, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. None of Fasadgruppen, the Joint Bookrunners or any of their respective affiliates directors, officers, employees, agents, affiliates or advisers is under any obligation to update, complete, revise or keep current the information contained in this press release to which it relates or to provide the recipient of with access to any additional information that may arise in connection with it.

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The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an exemption from registration thereunder. Fasadgruppen does not intend to register any of the securities in the United States

or to conduct a public offering of the securities in the United States. No action has been taken by the Company, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the shares or possession or distribution of this announcement or any offering or publicity material relating to the shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Joint Bookrunners to inform themselves about, and to observe, any such restrictions.

No prospectus or offering document has been or will be prepared in connection with the securities to which this information refers. Any investment decision in connection with the securities to which this information refers must be made on the basis of publicly available information. Such information has not been independently verified. The information contained in this announcement is for background purposes only and does not purport to be full or complete.

The securities referred to in this press release have not been and will not be registered under the applicable securities laws of Canada, Australia, South Africa or Japan and, subject to certain exemptions, may not be offered or sold in or into or for the account or benefit of any person having a registered address in, or located or resident in, Canada, Australia, South Africa or Japan. There will be no public offering of the securities described herein in Canada, Australia, South Africa or Japan. This press release and the Directed Share Issue are only addressed to and directed at persons in member states of the European Economic Area (the “**EEA**”) who are “Qualified Investors” within the meaning of Article 2 (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with Qualified Investors.

In the United Kingdom, this communication is being distributed to and is directed only at “Qualified Investors” within the meaning of Article 2 (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK 4 Prospectus Regulation**”), who are (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “Relevant Persons”). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

In connection with the securities to which this information refers, the Joint Bookrunners and any of their affiliates may take up a portion of the new shares as a principal position and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account (s) in such securities, any other securities of Fasadgruppen or other related investments in connection with the securities to which this information refers or otherwise. In addition, certain of the Joint Bookrunners or their affiliates may enter into financing agreements and swaps with investors in connection with which such Joint Bookrunners (or their affiliates) may, from time to time, acquire, hold or dispose of the share of Fasadgruppen. Accordingly, references in this announcement to the shares being offered or otherwise dealt with should be read as including any offer to, or dealing by, the Joint Bookrunners or any of them and any of their affiliates acting in such capacity. The Joint Bookrunners do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the new shares in the Directed Share Issue (the “**Issue Shares**”) have been subject to a product approval process, which has determined that the Issue Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Issue Shares may decline and investors could lose all or part of their investment; the Issue Shares offer no guaranteed income and no capital protection; and an investment in the Issue Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, the Issue Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Issue Shares and determining appropriate distribution channels.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. Neither the Company nor the Joint Bookrunners guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company, the Joint Bookrunners nor anyone else undertakes to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release.

This information is information that Fasadgruppen is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2022-03-15 22:50 CET.

Attachments

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