

Statement from the independent bid committee of Momentum Group AB (publ) pursuant to the mandatory public offer from Nordstjernan Aktiebolag

Momentum Group AB's (publ) independent bid committee unanimously recommends the shareholders of Momentum Group to not accept the cash-based mandatory public offer submitted by Nordstjernan Aktiebolag on 5 November 2020.

This statement is made by the independent bid committee of the Board of Directors of Momentum Group AB ("Momentum Group" or the "Company") in accordance with item II.19 of Nasdaq Stockholm's Takeover Rules ("Takeover Rules").

Background

On 28 October 2020, Momentum Group's principal owner Nordstjernan Aktiebolag ("Nordstjernan") announced that it had acquired one (1) Class B share in Momentum Group for SEK 120. Following the acquisition, Nordstjernan holds 495,848 Class A shares and 25,901,138 Class B shares in the Company. Nordstjernan's shareholding thereby corresponds to approximately 51.9 percent of all shares and approximately 51.0 percent of the total number of votes in Momentum Group.

Due to the acquisition of further shares in Momentum Group, an obligation arose for Nordstjernan to submit a public offer for the remaining shares in Momentum Group (a mandatory public offer) within four weeks of the acquisition date, in accordance with the Stock Market (Takeover Bids) Act (2006:451) and the Swedish Securities Council's rulings AMN 2019:42 and AMN 2020:14.

On 5 November 2020, Nordstjernan submitted a public offer to the shareholders in Momentum Group to convey all of their shares in Momentum Group to Nordstjernan for SEK 120 in cash per share (the "Offer") and published an offer document pertaining to the Offer on the same date. The Offer applies to both Class A shares and Class B shares in Momentum Group. The Class B shares are admitted to trading on Nasdaq Stockholm. The completion of the Offer is not subject to any terms and conditions. The Offer is not subject to any financing terms and conditions. Nordstjernan will finance the Offer using own cash funds and available credit facilities.

The acceptance period for the Offer runs from 6 November 2020 up to and including 4 December 2020. Nordstjernan is scheduled to begin payment of the consideration in the Offer on or about 10 December 2020.

For further information about the Offer, refer to www.momentum.nordstjernan.se.

The independent bid committee

As communicated in the press release from Momentum Group on 5 November 2020, the Board of Momentum Group has on 4 November 2020 instructed the independent Board directors Stefan Hedelius, Göran Näsholm, Gunilla Spongh, Christina Åqvist and Pernilla Andersson to form an independent bid committee to deal with and resolve matters concerning the Offer that would normally have been dealt with by the Board as a whole. The independent bid committee has been formed with Gunilla Spongh as spokesperson. The Chairman of the Board of Momentum Group, Johan Sjö, and Director of Momentum Group, Johan Eklund, have, in their capacity as employees of Nordstjernan, disqualified themselves and will therefore not take part in any processing or decisions on issues related to the Offer.

Momentum Group is a subsidiary of Nordstjernan. Hence, the Offer is covered by section III of the Takeover Rules. The independent Board directors have, in accordance with item III.3 of the

Takeover Rules, requested a Fairness Opinion from Handelsbanken Capital Markets ("Handelsbanken").

Impact on the Company and its employees

In accordance with the Takeover Rules, the independent bid committee is, on the basis of Nordstjernan's statement in the press release announcing the Offer, to present its opinion on the impact the implementation of the Offer will have on the Company, in particular employment, and its opinion on Nordstjernan's strategic plans for the Company and the possible impact these may have on employment and the locations where the Company operates.

In its press release, Nordstjernan stated the following:

"Momentum Group conducts its operations decentralised in two business areas: Business Area Tools, Consumables, Workwear & Protective Equipment and Business Area Components & Services. Currently, there is an extensive integration project within Business Area Tools, Consumables, Workwear & Protective Equipment between Momentum Group's TOOLS operations and Swedol. The integration project includes store and product range coordination as well as a reduction of the number of regional logistics centers. In the interim report that was published on 23 October 2020, Momentum Group reported provisions for a restructuring reserve relating to identified non-recurring costs. The Offer does not mean that Nordstjernan has any other strategic plans or intentions with respect to changes to or effects on the companies' respective employees or management teams (including their terms of employment) or the operations on the locations where Momentum Group conducts business. Nordstjernan intends to continue to support the board of directors and management of Momentum Group in their work to continue to develop the operations in line with the company's current business strategy, including the above-mentioned integration initiative."

The independent bid committee assumes that this description is accurate and has for relevant purposes no reason to adopt a different opinion.

The independent bid committee's recommendation

The basis for the independent bid committee's opinion is an overall assessment of a number of factors that the independent bid committee considered relevant when evaluating the Offer. These factors include, but are not limited to, the bid premium's valuation of the Company in relation to other comparable listed companies, the Company's strategic options given its operational and financial prerequisites and expected future developments as well as related opportunities and risks including the current uncertainty surrounding any long term effects that the COVID-19 pandemic may have on the Company's market conditions and operations.

The price offered per share in Momentum Group, which is equivalent to the price paid by Nordstjernan in the acquisition of one additional Class B share on 28 October 2020:

- is 7.1 percent lower than the closing price for the Class B share on Nasdaq Stockholm on 4 November 2020, and
- is 9.8 percent lower than the volume-weighted average trading price for the Class B share on Nasdaq Stockholm during the 30 trading days up to and including 4 November 2020.

Nordstjernan is therefore not offering a premium compared with the closing price on the last trading day before announcing the Offer nor the volume-weighted average trading price during the 30 trading days prior to announcing the Offer. The offered price per share is also 2.4 percent lower than the closing price for the Class B share on Nasdaq Stockholm yesterday, 12 November 2020.

The Offer of SEK 120 for each share in Momentum Group represents a valuation for all shares in Momentum Group of approximately SEK 6.1 billion.¹

The assessment is also based on the Fairness Opinion from Handelsbanken pertaining to the fairness of the Offer from a financial perspective for the shareholders of Momentum Group. According to the Fairness Opinion, attached to this press release, Handelsbanken is of the opinion that the Offer, subject to the conditions and assumptions set forth in the statement, is not fair from a financial perspective to the shareholders in Momentum Group.

¹ Based on 1,062,436 Class A shares and 49,843,753 Class B shares, meaning including the shares held by Nordstjernan since before.

In an overall assessment, the independent bid committee is of the opinion that the Offer does not reflect Momentum Group's growth opportunities and value from a financial perspective. In view of the above, and based on the current market valuations, the independent bid committee unanimously recommends Momentum Group's shareholders to not accept the Offer.

However, the independent bid committee views as positive the interest shown by Nordstjernan to increase its holding in the Company and its willingness to contribute to the Company's continued development through its industrial experience and financial strength.

Other

Swedish law applies to this statement and the statement shall be construed accordingly. Disputes arising pursuant to this statement are to be settled exclusively by Swedish courts.

Advokatfirman Delphi is serving as legal advisor to Momentum Group in conjunction with the Offer and in preparing this statement.

Stockholm, 13 November 2020

Momentum Group AB (publ)

For further information, please contact:

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The information in this document is such that Momentum Group AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. This information was submitted for publication, through the agency of the contact person set out above, at 8:00 a.m. CET on 13 November 2020.

This press release is in all respects a translation of the Swedish original press release. In the event of any differences between this translation and the Swedish original, the latter shall prevail.

Momentum Group is a leading reseller of industrial consumables and components, services and maintenance to professional end users in the industrial and construction sectors in the Nordic region. The Group has annual revenue of approximately SEK 9.5 billion and some 2,700 employees. Momentum Group AB (publ) is listed on Nasdaq Stockholm since June 2017. Read more at www.momentum.group.

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Stockholm 13 November, 2020

To

The independent committee of the Board of Directors of
Momentum Group AB (publ)

The independent committee of the Board of Directors of Momentum Group AB (publ) ("Momentum Group") has assigned Handelsbanken Capital Markets to render an opinion as to the fairness from a financial point of view of the mandatory cash offer from Nordstjernan Aktiebolag (the "bidder") to the shareholders of Momentum Group to acquire all outstanding shares in Momentum Group, at a price of SEK 120 per share (the offer"). For information regarding the offer please refer to the press release published by the bidder on November 5, 2020.

In connection with the presentation of this opinion, we have, inter alia, reviewed and taken into account the terms and conditions of the offer, certain publicly available information published by Momentum Group, including annual reports and interim reports, and other publicly available information relating to Momentum Group, including certain market research reports and reports produced by equity research analysts. We have also discussed the Momentum Group operations, financial position, profit development, strategy and future prospects with senior members of management of Momentum Group.

We have considered certain financial and stock exchange related information regarding Momentum Group in comparison with similar information regarding certain other companies with similar operations as well as comparable acquisition transactions. We have considered cash flow analysis indicating the value of the current business as well as the future growth potential of Momentum Group. We have also taken into consideration the share price development and trading activity in the Momentum Group share and performed such other analysis and studies which we have considered appropriate as a basis for this opinion.

We have not conducted any so-called "due diligence" in order to verify the accuracy of the information received from Momentum Group or elsewhere and we have not made any independent evaluation or assessment of the assets and liabilities of Momentum Group. Without independent verification by us, we have relied upon that all of the financial and other information reviewed by us as a basis for this opinion in all material aspects are correct and accurate and that no information of material importance for the evaluation of Momentum Group's future earnings capacity or for our overall assessment has been omitted or not presented to us.

Our opinion is based on the Swedish regulatory system and upon current market, economic, financial and other conditions as well as information made available to us as of the date hereof. Any change in such conditions may require a revaluation of this opinion. Our opinion does not include any assessment as to the price at which the Momentum Group share may trade in the future.

Based upon and subject to the foregoing, we are of the opinion that the offer as of the date hereof, from a financial point of view, is not fair to the Momentum Group shareholders.

Handelsbanken Capital Markets is a business area within Svenska Handelsbanken AB with operations within securities trading and brokerage, equity research and corporate finance. Within the framework of its normal operations within securities trading and brokerage, Handelsbanken Capital Markets may, at any point in time, hold long or short positions in, and may for own or clients' accounts trade in, shares and other securities related to Momentum Group. In addition, Svenska Handelsbanken AB may have granted credits to Momentum Group and may hold equity related securities in Momentum Group as security.

We will receive a fixed fee for this opinion irrespective of the outcome of the offer.

It is understood that this letter is for the information of the independent committee of the Board of Directors of Momentum Group only in connection with their evaluation of the offer and should thereof not be interpreted as a recommendation to the shareholders of Momentum Group. The letter may not be used, quoted, reproduced or be used for any other purpose without prior written consent from us, except that a copy of this opinion may be included in its entirety in the prospectus or offer document produced in connection with the offer, or in any response document or press release that the independent committee of the Board of Directors of Momentum Group is required to make in connection with the offer. This opinion is subject to Swedish substantive law and any dispute in respect of this statement shall be resolved exclusively by Swedish court of law.

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 the 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.

Handelsbanken Capital Markets

Corporate Finance