

PROPOSAL CONCERNING THE AUTHORISATION FOR THE BOARD OF DIRECTORS OF MOMENTUM GROUP AB (PUBL) TO RESOLVE ON A NEW ISSUE OF THE NUMBER OF CLASS B SHARES OFFERED AS SHARE CONSIDERATION IN THE PUBLIC OFFER TO THE SHAREHOLDERS OF SWEDOL AB (PUBL)

Information to the shareholders of Momentum Group AB (publ) ahead of the resolution by the Extraordinary General Meeting on 17 December 2019

This information brochure is not an offer document nor an information brochure supplementing the offer document under the Takeover rules for Nasdaq Stockholm. This Information Brochure is provided solely for the purpose of informing the shareholders of Momentum Group on the background and reasons to the proposal by the Board of Directors of the Company of certain resolutions to be resolved upon by the General Meeting in the Momentum Group, to be held on 17 December 2019, and may not be used for any other purpose. The Offer Document, which has been approved and registered by the Swedish Financial Supervisory Authority on 9 December 2019 includes detailed information on the public takeover offer submitted by Momentum Group on 11 November 2019 regarding all shares in Swedol and the issue of Class B shares in Momentum Group proposed by the Board of Directors as Share Consideration in the Offer. The full terms and conditions, the risks associated with the Offer and further information on the Offer are included in the Offer Document available on, among others, Momentum Group's website (www.momentum.group/en/public-offer-shareholders) and will be sent to shareholders upon request. This Information Brochure is not intended to replace the Offer Document in order for any eligible investor to accept the Offer nor is it a recommendation to accept the Offer. Eligible investors are encouraged to read the Offer Document in full.

IMPORTANT INFORMATION

This information brochure (the "**Information Brochure**") is not an offer document nor an information brochure supplementing the offer document under the Takeover rules for Nasdaq Stockholm (the "**Takeover Rules**"). The offer document (available in Swedish only), which has been approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) in accordance with Chapter 2 of the Swedish Takeovers Act (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) (the "**Takeovers Act**"), Chapter 2a of the Swedish Financial Instruments Trading Act (Sw. *lag (1991:980) om handel med finansiella instrument*) and Chapter 2 Section 5 of the Act on Supplementary Provisions to the EU Prospectus Regulation (Sw. *lag (2019:414) med kompletterande bestämmelser till EU:s prospektförfordning*) on 9 December 2019 (the "**Offer Document**") includes detailed information on the public takeover offer submitted by Momentum Group AB (publ), reg.no 559072-1352 ("**Momentum Group**" or the "**Company**") on 11 November 2019 regarding all shares in Swedol AB (publ), reg.no 556127-6188 ("**Swedol**") (the "**Offer**") and the issue of Class B shares in Momentum Group proposed by the Board of Directors as share consideration in the Offer (the "**Share Consideration**"). The full terms and conditions, the risks associated with the Offer and further information on the Offer are included in the Offer Document available (in Swedish) on, among others, Momentum Group's website (www.momentum.group/en/public-offer-shareholders) and will be sent to shareholders upon request. This Information Brochure is not intended to replace the Offer Document in order for any eligible investor to accept the Offer nor is it a recommendation to accept the Offer. Eligible investors are encouraged to read the Offer Document in full.

Momentum Group or the Company, where the terms are used in the Information Brochure, refers, depending on the context, to Momentum Group, one or more subsidiaries of Momentum Group or the group in which Momentum Group is the parent company. In this Information Brochure, "**Swedol**" means Swedol, one or more subsidiaries of Swedol or the group in which Swedol is the parent company and the "**Combined Group**" refers to the group after completed acquisition of Swedol in which Momentum Group is the parent company. For definitions of these and other expressions, see the section *Certain Definitions*.

The information in this Information Brochure is intended to be accurate, though not complete, only on the day of the Information Brochure. No assurance is given that the information has been or will be accurate at any other time. This Information Brochure is provided solely for the purpose of informing the shareholders of Momentum Group on the background and reasons to the proposal by the Board of Directors of the Company of certain resolutions to be resolved upon by the general meeting in the Momentum Group, to be held on 17 December 2019, and may not be used for any other purpose.

The figures presented in this Information Brochure have, in some cases, been subject to rounding adjustments and therefore do not necessarily sum up the tables in the Information Brochure. All financial figures are in Swedish kronor ("**SEK**") unless otherwise stated. Except as set forth herein, no financial information in this Information Brochure has been audited or reviewed by the Company's auditor or Swedol's auditor. Financial information relating to the Company in this Information Brochure and which is not part of the information that has been audited or reviewed by the Company's auditor in accordance with what is stated herein, is taken from the Company's internal accounting and accounting system and is subject to internal control over financial reporting.

The Offer is not being made to persons whose participation in the Offer requires that any additional offer document or prospectus is prepared, or registration effected or that any other measures are taken in addition to those required under Swedish law. This Information Brochure, the Offer Document and any other 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. Momentum Group will not allow or approve any such distribution. 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, Singapore, South Africa, Switzerland 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) 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, Singapore, South Africa, Switzerland or the United States of America. Accordingly, this Information Brochure 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, Singapore, South Africa, Switzerland or the United States of America. Momentum Group will not deliver any consideration from the Offer into Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or the United States of America. Any attempt to transfer shares in the Offer that is directly or indirectly the result of a breach of these restrictions is invalid and any attempt to transfer shares by a person located in Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or the United States of America, or by agents, trustees or other intermediaries acting on a non-discretionary basis for a principal providing instructions within or from Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or the United States of America is invalid and will not be accepted. Any person holding shares and participating in the Offer will certify that they are not from, located in or participating in the Offer from Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or the United States of America and that they are not on non-discretionary basis acts on behalf of a principal who is from, is in, or places an order to participate in the Offer from Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, Switzerland or the United States of America.

The new Class B shares in Momentum Group have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**") or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, delivered or otherwise transferred in the United States. In this Information Brochure, the United States refers to the United States, its territories, each State of the United States, and the District of Columbia.

This Information Brochure contains certain forward-looking statements and opinions. Forward-looking statements are all statements that do not relate to historical facts and events as well as statements and opinions that are attributable to the future and which, for example, include terms such as "anticipate", "can", "will", "should", "calculates", "forecasts", "according to estimate", "is of opinion", "believes", "plans", "estimates", "intends", "assumes" and similar expressions. This applies in particular to statements and opinions contained in this Information Brochure relating to future financial results, goals, plans and expectations of the business, the future growth and profitability and consequences for the Company and the Combined Group and the general economic and regulatory environment and other circumstances affecting the Company and the Combined Group as a result of the Offer.

Forward-looking statements are based on current estimates and assumptions, which have been made in accordance with what the Company is aware of. Such forward-looking statements are subject to risks, uncertainties, and other factors that may cause actual results, including the Company's cash flow, financial position, and earnings, to differ materially from those results expressly or indirectly underlie, or are described in, the statements, or may entail that the expectations which expressly or indirectly underlie, or are described in, the statements are not met or prove to be less advantageous compared to the results which expressly or indirectly underlie, or are described in, the statements. Therefore, the shareholders to whom the Offer is addressed should not attach undue weight to the forward-looking statements herein, and shareholders are strongly encouraged to read the entire Offer Document, before considering an investment in the Company. The Company does not provide any warranties as to the future accuracy of the statements made herein or as to the actual occurrence of predicted developments. It should also be considered that actual events or outcomes may differ significantly from those that exist or are expressed in such forward-looking statements. All forward-looking statements are based on the circumstances per the day of the Information Brochure. Momentum Group has no obligation (and assumes no such obligation) to update or revise any forward-looking statements, whether as a result of new information, future events or other circumstances, except as required by law and other regulations.

Information that derives from a third party has been correctly reproduced and to the extent that the Company can know and ascertain by comparison with other information published by the third party concerned, no information has been omitted in a way that would render the information reproduced incorrect or misleading. This Information Brochure contains a description of the risks associated with the Company's operations and the Offer. The description is not exhaustive, and the risks are not the only risks to which the Company and its shareholders may be exposed. Other risks that are currently unknown to the Company, or which the Company currently considers to be insignificant, could also affect Momentum Group's operations, earnings and financial position. Such risks could also cause the price of the Company's shares to fall significantly and that investors in the Company lose all or part of their investment.

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Important dates

11 December 2019	Record date for participation in Momentum Group's Extraordinary General Meeting.
11 December 2019	Final date to provide notification of participation in Momentum Group's Extraordinary General Meeting.
17 December 2019	Extraordinary General Meeting in Momentum Group.

Notification of participation in Momentum Group's Extraordinary General Meeting

Information regarding the right to participate in and how to provide notification of participation in Momentum Group's Extraordinary General Meeting on 17 December 2019 is provided in the notice for the Extraordinary General Meeting, which is available on Momentum Group's website, www.momentum.group.

Questions concerning the Board of Directors' proposal to the Extraordinary General Meeting will be answered by Mats Karlqvist, Head of Investor Relations, at mats.karlqvist@momentum.group, or telephone +46(0) 70 660 31 32.

Certain definitions

The following definitions are used in this Information Brochure:

The **"Share Consideration"** refers to the alternative that shareholders in Swedol are offered in the form of 0.40 of a Class B share in Momentum Group for each Class A and Class B share in Swedol.

The **"Company"**, **"Momentum Group"** or **"the Momentum Group"**, refers to, depending on the context, Momentum Group AB, reg.no 559072-1352, one or more subsidiaries of Momentum Group or the group in which Momentum Group is the Parent Company.

The **"Offer"** refers to the offer to the shareholders in Swedol in accordance with the terms in the Offer Document.

"Euroclear" refers to Euroclear Sweden AB reg.no 556112-8074.

The **"Acquisition"** refers to Momentum Group's public takeover offer regarding all shares in Swedol in accordance with the Offer.

"SEK", **"MSEK"** and **"billion SEK"** refers to Swedish kronor, millions of Swedish kronor and respectively billions of Swedish kronor.

"Swedol" refers to, depending on the context, Swedol AB (publ), reg.no 556127-6188, one or more subsidiaries of Swedol or the group in which Swedol is the Parent Company.

The **"Combined Group"** refers to the group after completed acquisition of Swedol in which Momentum Group is the Parent Company.

The **"Cash Consideration"** refers to the alternative that shareholders in Swedol are offered in the form of a consideration of SEK 46.50 for each Class A and Class B share in Swedol.

"Nasdaq Stockholm" refers to the regulated market run by Nasdaq Stockholm Aktiebolag reg.no 556420-8394.

"Nordstjernen" refers to Nordstjernen Aktiebolag reg.no 556000-1421.

The **"New Share Issue"** refers to the issue in kind of a maximum of 33,280,000 Class B shares in Momentum Group that are issued to enable the delivery of the Share Consideration.

BACKGROUND AND MOTIVES

Momentum Group is a leading reseller of industrial consumables and industrial components, service and maintenance to professional end-users in the industrial and construction sectors in Sweden, Norway and Finland. In the 2018/19 financial year, Momentum Group had revenue of approximately SEK 6.0 billion and approximately 1,700 employees. Swedol is a multi-specialist for professional users whose customers mainly operate in construction and civil engineering, industry and workshops, carrier and transport, agriculture and forestry, as well as the public sector in Sweden, Norway, Finland and Estonia. In the 2018 financial year, Swedol had revenue of approximately SEK 3.2 billion and approximately 1,000 employees.

Momentum Group's acquisition of Swedol is an industrially logical transaction that will create a competitive and financially strong player in the Nordic market for tools, workwear, personal protective equipment and consumables. Swedol's operations will be coordinated with Momentum Group's TOOLS business within the Group's business area Tools & Consumables and the companies' operations complement each other well regarding customer segments, sales channels, markets, services and products. Swedol will continue to be an attractive multi-specialist within products and solutions for predominantly smaller to medium-sized customers in the Nordics and TOOLS will continue its journey towards becoming the best business partner within direct sales of tools and consumables to customers in the industrial sector in the Nordic region. As a result of the Acquisition, an even more attractive and competitive business partner will be created for both companies' customers in the industrial and construction sectors as well as the public sector, automotive, agriculture and transport sector, with the market's best and most comprehensive product and service offering.

Momentum Group is eager to retain competence from both TOOLS and Swedol in the new organisation. In order to realise the desirable synergies, the coordination of the companies' operations could result in some organisational and operational changes, but no decisions have been made yet. In connection to the completion of the Offer, Momentum Group anticipates the effects of the transaction to be limited for the employees of Swedol, both regarding the terms of employment and the locations where Swedol operates.

The Acquisition will create the prerequisites for increased efficiency and scalability, which will also be of benefit to the customers of both companies and lead to increased competition within the sector. Together, both businesses will benefit from common product ranges, procurement channels, more efficient logistics and Swedol's proprietary product brands as well as the development of an even better service offering and digital solutions. Consequently, this will lead to a solid platform for continued expansion. Hence, the coordination between Swedol's and TOOLS' operations will create value for customers, suppliers, employees and owners.

Stockholm, 9 December 2019

Momentum Group AB (publ)

Board of Directors

OFFER TO THE SHAREHOLDERS OF SWEDOL

On 11 November 2019, Momentum Group made a public offer to the shareholders of Swedol to convey all shares issued by Swedol to Momentum Group. Swedol's shares are issued in two (2) classes: Class A shares and Class B shares. Swedol's Class B shares are admitted to trading on Nasdaq Stockholm. Momentum Group's shares are issued in two (2) classes: Class A shares and Class B shares. Momentum Group's Class B shares are admitted to trading on Nasdaq Stockholm.

THE OFFER

Momentum Group is offering the shareholders in Swedol the choice between a cash consideration and a share consideration.

Cash Consideration

- ▶ SEK 46.50 will be received for each Class A and Class B share in Swedol.
- ▶ The Cash Consideration represents a premium of 34.7 percent compared to the volume-weighted average trading price for the Class B share in Swedol 30 trading days before the announcement of the Offer and a premium of 39.0 percent compared to the closing price for the Class B share in Swedol on 8 November 2019.

Share Consideration

- ▶ 0.40 of a Class B share in Momentum Group will be received for each Class A and Class B share in Swedol.
- ▶ The Share Consideration represents a premium of 21.2 percent based on Swedol's volume-weighted average price 30 trading days before the announcement of the Offer and the closing price for Momentum Group's Class B shares on 8 November 2019 and a premium of 25.1 percent based on the closing prices of Swedol's and Momentum Group's Class B shares on 8 November 2019.

Should Swedol or Momentum Group, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, for which the record date is prior to the settlement of the Offer, the consideration will be reduced, or relating to the Share Consideration, increased accordingly.

Conditions for completion of the Offer

The completion of the Offer is conditional on:

1. that Momentum Group becomes the owner of shares representing more than 90 percent of the total number of shares and votes in Swedol, on a fully diluted basis;
2. that, with respect to the Offer and Acquisition, all necessary regulatory, governmental or similar clearances, approvals and decisions, including approval from competition authorities, have been obtained for Nordstjernen (in regard to the approval from competition

authorities) and Momentum Group, in each case on terms which, in Nordstjernen's and Momentum Group's opinion, are acceptable (to that extent any conditions affect Nordstjernen and Momentum Group, respectively);

3. that the Extraordinary General Meeting in Momentum Group resolves on an authorisation for the Board of Directors to resolve on new issue of the number of Class B shares in Momentum Group which Momentum Group shall pay as consideration in the Offer and that the resolution by the General Meeting is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as the shares represented at the General Meeting, wherein Momentum Group shall disregard from the shares and votes held and casted by Nordstjernen;
4. that the Acquisition being rendered wholly or in partially impossible or significantly impeded as a result of legislation, decision of court, decision of public authority or any similar circumstance;
5. there being no circumstances, except from such Momentum Group had knowledge of at the time of announcement of the Offer, have occurred that can have a material adverse effect, or could reasonably be expected to have a material adverse effect, on Swedol's sales, profit, liquidity, solidity, equity or assets;
6. that no information made public by Swedol being materially inaccurate, misleading or incomplete and Swedol having made public all information which shall have been made public by Swedol;
7. that Swedol does not take any measures which are likely to impair the prerequisites for making or completing the Offer; and
8. that the payment for the financing of the Offer is made in accordance with Momentum Group's agreement with Danske Bank A/S, Denmark, Swedish Branch and Handelsbanken (see section "*Financing of the Offer*" below).

Momentum Group reserves the right to withdraw the Offer in the event it becomes clear that any of the above conditions is not satisfied or cannot be satisfied. However, with regard to condition 2-8, the Offer may only be withdrawn

provided that the non-satisfaction of such conditions is of material importance to the Acquisition.

Acceptance level in the Offer

The completion of the Offer is conditional upon, inter alia, the Offer being accepted to such extent that Momentum Group becomes the owner of shares representing more than 90 percent of the total number of shares and votes in Swedol, on a fully diluted basis. Momentum Group reserves the right to waive this condition and to complete the Offer at a lower level of acceptance.

Undertakings by shareholders in Swedol

Nordstjernan, whose holding in Swedol represents approximately 67.0 percent of the shares and approximately 72.4 percent of the votes in Swedol, has undertaken to accept the Offer and choose the Share Consideration. Nordstjernan's undertaking is conditional upon (i) Nordstjernan being granted necessary approvals from relevant competition authorities (see *Approval from competition authorities* below), (ii) the exemption from the mandatory bid obligation, granted by the Swedish Securities Council to Nordstjernan, not being changed despite potential appeals (see *Statements from the Swedish Securities Council* below), and (iii) the General Meeting of Shareholders in Momentum Group resolving to authorise the Board of Directors to resolve on the New Share Issue and the resolution being supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting, wherein Momentum Group shall disregard from the shares and votes held and cast by Nordstjernan. Nordstjernan has also undertaken not to accept a potential competing offer, regardless of whether such offer would be higher than the consideration in the Offer.

Financing of the Offer

The Offer will be financed by a combination of cash and newly issued Class B shares in Momentum Group.

For the Cash Consideration, Momentum Group has received binding undertakings for acquisition financing of MSEK 1,300 from Danske Bank A/S, Denmark, Sweden Branch and Svenska Handelsbanken AB (publ) with financing terms customary for public offers in the Swedish market. Payment of the acquisition financing is conditional upon the Acquisition being carried out in accordance with the commitments made under the Offer, including that Momentum Group becomes owner of shares corresponding to more than 90 percent of the total number of shares and votes in Swedol. Payment will therefore be made at the earliest when the terms of the Offer are fulfilled and the Acquisition is completed. The acquisition financing together with existing liquidity and credit facilities covers the cash part of the Offer which, given that Nordstjernan has undertaken to accept the Share Consideration, will amount to no more than MSEK 1,277.

Due diligence

When preparing the Offer, Momentum Group and Swedol have conducted limited, customary confirmatory due diligence reviews of certain business, financial and legal information relating to Swedol and Momentum Group,

respectively. During the due diligence reviews, no other information that had not previously been disclosed and which would constitute insider information in Momentum Group or Swedol was shared.

Rights under incentive programmes

Swedol currently has no share or share-related incentive programmes. However, Nordstjernan has, on market terms, issued call options for Class B shares in Swedol to certain senior executives in Swedol. The Offer does not encompass these call options as they are not issued by Swedol, and therefore not covered by Momentum Group's obligations according to the Takeover Rules. Should Momentum Group complete the Offer, Nordstjernan will give the option holders reasonable treatment and redeem the call options in accordance with the terms for the options. The number of shares in Swedol to which the call options refer are covered by Nordstjernan's undertaking to accept the Offer (see *Undertakings by shareholders in Swedol* above).

Momentum Group's shareholding in Swedol

Momentum Group does not hold or control any shares in Swedol or any other financial instruments that result in a financial exposure equivalent to a shareholding in Swedol at the date of this Information Brochure.

Approval from competition authorities

At the time of the announcement of the Offer, Nordstjernan is the largest shareholder in both Momentum Group and Swedol. Nordstjernan's shareholding in Momentum Group represents approximately 14.8 percent of the total number of shares and approximately 22.9 percent of the total number of votes in Momentum Group. Nordstjernan's shareholding in Swedol represents approximately 67.0 percent of the total number of shares and approximately 72.4 percent of the total number of votes in Swedol.

Nordstjernan's existing shareholding in Momentum Group and Swedol entails that Nordstjernan – given that Nordstjernan has undertaken to accept the Offer and choose the Share Consideration – will achieve a shareholding in Momentum Group entailing that Nordstjernan, from a competition law perspective, acquires control of Momentum Group. As a result, it is Nordstjernan – and not Momentum Group – that is covered by applicable laws and regulations on so-called acquisition control. Hence, it is Nordstjernan – and not Momentum Group – that is obliged to report the Offer to the relevant competition authorities.

Momentum Group's acquisition of Swedol is conditioned on Nordstjernan being granted approvals from relevant competition authorities. Nordstjernan has confirmed that Nordstjernan will notify the relevant competition authorities about the Acquisition as soon as possible after the announcement of the Offer. In case Nordstjernan does not receive approvals from the relevant competition authorities during the initial acceptance period, Momentum Group will extend the acceptance period and postpone the date for the payment of consideration under the Offer.

STATEMENTS FROM THE SWEDISH SECURITIES COUNCIL

Compliance with Takeover Rules and good practice on the stock market

In AMN 2019:41, the Swedish Securities Council has stated that it is in accordance with the Takeover Rules and good practice on the stock market that:

- ▶ Momentum Group establishes as a condition for the completion of the Offer that Nordstjernan obtains all necessary approvals from competition authorities in connection with the Offer, in each case on terms which, in Nordstjernan's and Momentum Group's opinion, are acceptable (to that extent any conditions affect Nordstjernan and Momentum Group, respectively);
- ▶ the exemption clause in item II.7 of the Takeover Rules can be interpreted as giving Momentum Group the right to extend the acceptance period up to a maximum of nine (9) months, even in the event that Momentum Group sets, as a condition for the completion of the Offer, that Nordstjernan obtains all necessary approvals from the competition authorities in connection with the Offer; and
- ▶ provided that the irrevocable with Nordstjernan states that the shares in Swedol, to which the undertaking refers, under no circumstances may be acquired by Momentum Group for a Cash Consideration, the requirement of financial resources for the completion of the Offer only refers to the remaining shares in Swedol.

Granting of exemption for Nordstjernan to make a mandatory public offer on the shares in Momentum Group

Nordstjernan's existing shareholdings in Momentum Group and Swedol entail that Nordstjernan – given that Nordstjernan has undertaken to accept the Offer and choose the Share Consideration – will achieve a shareholding in Momentum Group representing at least three-tenths (3/10) of the voting rights for the total number of shares in Momentum Group. According to Chapter 3, paragraph 1 of the Takeovers Act Nordstjernan would be obligated to make a public offer for all shares in Momentum Group within four (4) weeks thereafter (a so-called mandatory bid). Nordstjernan has applied for and been granted an exemption from such mandatory bid obligation by the Swedish Securities Council. Refer to statement AMN 2019:42.

The granting of the exemption by the Swedish Securities Council is conditional upon (i) Momentum Group informing its shareholders of the share of capital and voting rights, respectively, in Momentum Group that Nordstjernan may receive through the Offer, and (ii) the General Meeting of Shareholders in Momentum Group's resolution to authorise the Board of Directors to resolve on the New Share Issue being supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Meeting, wherein Momentum Group shall disregard from the shares and votes held and cast by Nordstjernan.

If Momentum Group completes the Offer, Nordstjernan's shareholding in Momentum Group will represent 43.2–52.7 percent of the shares and 43.7–51.8 percent of the votes (depending on the proportion of other shareholders in Swedol who choose the Share Consideration).

The Swedish Securities Council's statement (AMN 2019:41) and exemption (AMN 2019:42) are available at www.aktiemarknadsnamnden.se.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN MOMENTUM GROUP

The Board of Directors of Momentum Group has convened an Extraordinary General Meeting to resolve on authorising the Board of Directors of Momentum Group to resolve on the New Share Issue.

The Extraordinary General Meeting will be held on 17 December 2019.

Nordstjernan, who represents approximately 22.9 percent of the votes¹⁾, and Tom Hedelius, who represents approximately 13.2 percent of the votes¹⁾ in Momentum Group, have undertaken to vote in favour of authorising the Board of Directors to resolve on the New Share Issue. However, according to the exemption from the mandatory bid obligation, granted by the Swedish Securities Council to Nordstjernan, votes cast by Nordstjernan during the Extraordinary General Meeting shall not be included to achieve a two-thirds (2/3) majority of both the votes cast and the shares represented at the Extraordinary General Meeting (see *Statements from the Swedish Securities Council* above).

APPLICABLE LAW AND DISPUTES

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

The Takeover Rules and the Swedish Securities Council's statements 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. Furthermore, on 8 November 2019, Momentum Group, in accordance with the Takeovers Act, assumed a contractual undertaking towards Nasdaq Stockholm to fully comply with said rules and statements and to submit to any sanctions that may be imposed by Nasdaq Stockholm in the event of a breach of the Takeover Rules. On 11 November 2019, Momentum Group informed the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) about the Offer and the above-mentioned undertakings towards Nasdaq Stockholm.

1) Calculated based on the number of shares and votes in Momentum Group excluding Momentum Group's repurchased Class B shares.

RISK FACTORS

Prior to making any investment decision, it is important to carefully analyse the risk factors that are considered to be material for the future performance of the Group and the securities. Below is a description of the risk factors that are considered to be material for the Group. These risks pertain both to circumstances attributable to the Group and/or industry and to risks associated with the Company's securities and the Offer, some of which are beyond the Group's control. The assessment of the materiality of each risk is based on the probability of its occurrence and the expected scope of its adverse effects.

The risk factors stated below are limited to risks that are specific to the Company and/or the securities and important to making an informed investment decision. The risks and uncertainties presented below are based on information available for the Company at the date of this Information Brochure. The risk factors that are currently deemed to be most significant are presented first in each category, while the risk factors thereafter are presented in no particular order.

RISKS RELATED TO MOMENTUM GROUP'S OPERATIONS AND INDUSTRY

Momentum Group's financial earnings tend to fluctuate based on the general economic situation and market trend

Momentum Group's customers mainly comprise industrial and construction companies in Sweden, Norway and Finland as well as the public sectors in Sweden and Norway. Other customer groups include craftsmen and the public administration sector. Accordingly, the economic trends within the industrial and construction sectors in the Nordic region impact the Group's performance, mainly with respect to changes in the number of employees, productivity and the level of investment willingness in industry. Moreover, demand in each individual country is impacted by investments in infrastructure programmes, such as expansions and maintenance of motorways and railways, and by various initiatives in publicly financed operations, such as the armed forces. A decline in the economy or activity in the industrial and construction market will adversely impact on Momentum Group's operations and earnings. The Company estimates that the negative effect could be low, medium or high, depending on the extent of the decline in the economy.

Momentum Group's decentralised structure exposes the Group to problems at a local level that the Group may fail to identify and address in time

Momentum Group applies a decentralised organisational model, which means that the Group's subsidiaries are largely responsible for and pursue their operations independently. Consequently, the Group is dependent on the proficiency and expertise of its employees in the local markets. Although the Company considers decentralisation to be a key element of its business model and a key to implementing Momentum Group's strategy, decentralisation shifts significant influence and decision-making to regional and local employees. Group management governs, controls

and monitors subsidiary operations mainly through the Group's CEO or another individual in Momentum Group's management who is the Chairman of the respective subsidiary, and through the continuous monitoring of performance.

The Group's ability to offer digital sales channels and solutions

The subsidiaries' future competitive opportunities are dependent on their capacity to remain at the cutting edge of technology and rapidly respond to market demands. The importance of being able to offer customers both digital sales channels and digital solutions for efficient transaction management is growing. This is placing greater demands on the Group to develop solutions that meet the future needs of customers and business partners, which require a high degree of single order entry. These solutions, in turn, require continuous investments in efficient transaction and integration platforms, systems for managing large quantities of product information and attractive e-commerce solutions. There is a risk that the Group may not successfully develop or deliver new business offerings, or that costly investments, restructuring and/or price reductions may need to be implemented to adapt the operations to a new competitive landscape.

Momentum Group could experience difficulties in completing acquisitions

Acquisitions are a crucial component of Momentum Group's growth strategy. Momentum Group strives to continuously acquire additional businesses expected to complement or strengthen the Group's existing operations. However, there is a risk that Momentum Group may not succeed in identifying suitable acquisition targets or may fail to complete acquisitions on favourable terms and conditions due to, for example, competition by other acquirers or a lack of financing. This could result in reduced or declining growth for Momentum Group and that the Company fails to achieve its financial or strategic targets.

Goodwill arises when operations are acquired for a consideration that exceeds the fair value of the acquired identifiable assets and liabilities. If the operations underperform relative to the assumptions applied at the time of the acquisition, an impairment requirement for goodwill could arise, which may have a negative impact on Momentum Group's financial position and earnings. Impairment testing is carried out at least once per year and as soon as there are indications of a decline in value.

Acquisitions may also expose Momentum Group to unknown liabilities. In conjunction with a company's acquisition, its liabilities are normally acquired along with all its assets. Although an acquisition object's operations are reviewed prior to acquisition and requisite warranties are sought as a part of the acquisition negotiations, there is a risk that not all of the potential liabilities or obligations will be identifiable prior to the acquisition, or that the seller may lack the financial capacity to compensate Momentum Group in the event of a breach of a warranty. If Momentum Group fails to obtain the requisite contractual coverage for such liabilities or obligations, the extent of the adverse impact depends on a number of factors, including the size of the acquisition and the type of undertaking that has been breached.

Momentum Group relies on third-party suppliers

Momentum Group's operations are dependent on external suppliers fulfilling agreements with respect to, for example, volumes, quality and delivery times. Incorrect or delayed deliveries, or nondeliveries, could result in Momentum Group failing to deliver popular and/or ordered products. This could result in reduced sales of the Company's products and potentially in increased costs. Momentum Group could also be adversely impacted if the Company's suppliers are affected by economic, legal or operational problems, such as price hikes or an inability to deliver products at a contractually agreed quality. These factors may result in reduced sales of Momentum Group's products or limit Momentum Group's opportunities to purchase essential products at the right time and price, in order to deliver them to customers. If, due to these factors, Momentum Group should be forced to purchase products from other suppliers, this could result in increased costs in the form of, for example, increased quality controls.

To a certain extent, Momentum Group is also dependent on the global brands of certain suppliers. It is not unusual for foreign manufacturers to use several distributors within their local market. Hence, it is crucial for distributors to cooperate closely with manufacturers of established brands. If Momentum Group should fail to establish, defend and develop partnerships and business relationships with suppliers who control popular brands, this would have an adverse impact on the Group's operations and earnings.

The Group operates in competitive markets

The subsidiaries in the Group are active in markets that are subject to competition that may vary, depending on the geographic market, customer group and product segment. As the structural transformation and consolidation of the industry progresses, the competitive situation also changes for the companies in the Group. Customers are increasingly striving to limit their number of suppliers and instead initi-

ate closer collaboration with these suppliers in order to jointly develop the value chain, focus on a value-added offering of products and services and thereby reduce the total cost (for purchasing, stocking, administration and tied-up capital). Competition among resellers has increased due to the entry of new, often online-based resellers and certain international players into the Nordic market in recent years, especially in the building material and private markets. There is a risk that new players with financial strength could grow stronger through the ongoing consolidation process, which could adversely impact the Company through loss of market shares or through increased price pressure and reduced profitability.

The Group's product-distribution capacity may be materially impacted in the event of damage to, or operational problems at, Momentum Group's logistics centres

The Group has two (2) major logistics centres, one in Alingsås (Sweden) and another in Kotka (Finland), as well as three (3) regional logistics centres in Norway. A fire, problems with the IT system or other technology used by the logistics centres, such as automated warehouse functions, or any other form of major disruption at these units could entail problems in terms of the ability of the companies in Momentum Group to deliver products to their customers in accordance with the terms of delivery, which could lead to loss in revenue and increased costs for the Company in the event of replacement activities. The extent of adverse impact depends primarily on the importance for the Group of the logistics center affected, as well as the extent and timing of damage and operational problems.

Momentum Group is dependent on efficient IT systems

Momentum Group's operations are dependent on the Company's consistent and uninterrupted access to adequate IT-based tools and systems. As a rule, IT systems are vulnerable to damage or disruptions caused by, for example, computer viruses, flooding, fires, power cuts, human error and similar events. IT systems may also be subjected to sabotage, vandalism or problems caused by inadequate maintenance. Disruptions to critical IT systems could cause problems when it comes to delivering products and services to the customers within the agreed time frame. The extent of adverse impact which may occur in errors and damage to IT systems, operational disruptions, incorrect or deficient deliveries of IT services by the Company's suppliers, errors or delays in future implementations of new IT systems and higher-than-expected IT investments depends primarily on the importance of the part of business being affected, the inconvenience and the duration of the operational problems.

Momentum Group relies on its capacity to manage its own requirements for working capital, including product procurement

Momentum Group's inventories, accounts receivable and accounts payable constitute a significant share of the Company's net assets. The Group's suppliers could demand shorter terms of payment or refuse to sell on credit, and the Group's customers could fail to pay at the appointed time and/or demand extended periods of credit, which would increase Momentum Group's working capital requirements,

due to the decline in accounts payable and increase in accounts receivable. If the Group cannot satisfactorily manage its product procurement or inventory management, Momentum Group's working capital, cash flow and financial position could be adversely impacted.

Momentum Group's subsidiaries have extensive inventories of products and are built up over time. This entails an inherent risk of the inventories declining in value and/or becoming worthless. As a consequence, the Group's inventories could be impaired and, if the Group were to recognise a material impairment of inventories, this could adversely impact Momentum Group's financial position and earnings.

RISKS RELATED TO THE SHARES

Share price trend

Securities transactions always entail risk and risk taking. Since an investment in shares can both increase and decrease in value, there is a risk that the investors may not recover all or even parts of their invested capital. It should also be noted that the pricing of the Company's shares depends on factors that are beyond the Group's control, such as the expectations and performance of the stock market and the general economic trend. The price of the shares may be subject to fluctuations as a result of a changed perception of the shares of similar securities in the capital markets due to various circumstances and events, such as changes in applicable laws and other regulations that impact the Group's earnings and business development. From time to time, the stock market may be subject to significant fluctuations in terms of price and volume that are not necessarily related to the Group's operations or outlook. Moreover, the Group's earnings and outlook may, from time to time, be lower than the expectations of the capital markets, analysts or investors. Any of these factors could cause the price of the share to decline. Investors may not be able to sell their shares at or for more than the share price at which they were acquired and may lose some or all of their investment. The Company's share could fall in value by no more than 100 percent, which would correspond to a share price of SEK 0. Investors could thus lose all or parts of the invested capital.

Liquidity in the Company's share

The Company is not able to predict the extent to which investor appetite will result in the development and sustainability of active and liquid trading in the new issue of shares or the Company's existing shares. During the six-month period ended on 30 September 2019, the Company's Class B share had an average trading volume per trading day of approximately MSEK 4. If active and liquid trading does not prove to be sustainable, this could make it difficult to divest the shares. There is a risk that the Company's shares cannot be sold at a price acceptable to the holder, or at all, at any time.

Influence of major shareholders

The three (3) largest shareholders in the Company controls approximately 27 percent of the capital and approximately 44 percent of the votes in the Company.¹⁾ In addition, the Company's largest shareholders will hold a larger share of the capital and votes in the Company after the Offer is completed. In connection with the Offer, Nordstjernan has applied for and been granted an exemption by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) from making a public offer on Momentum Group after completion of the Offer. If a major shareholder decides to divest its holding, or if the market should believe that such a divestment could occur, this could have an adverse impact on the share price. The interests of the major shareholders could deviate significantly from, or be in conflict with, those of the Company or other major shareholders, and those shareholders may exercise their influence over the Company in such a way that is not in the interest of the other shareholders.

Offer of shares in the future

Momentum Group may, in the future, issue shares or other securities in order to, for example, carry out acquisitions or make other investments. A future issue of shares or other securities could have an adverse impact on the share price and the distributable funds available for all share classes.

Moreover, a new share issue could result in dilution for shareholders who do not exercise their rights to subscribe for new shares in the share issue or who, for any reason, cannot participate in the new share issue. A dilution effect may also occur if the Company implements a new share issue without preferential rights for existing shareholders.

Dividends

According to the Company's dividend policy, the Company is to aim to pay an annual dividend corresponding to between 30 and 50 percent of profit after tax, which enables significant reinvestment in the operations. In determining the dividend to be paid, consideration is given to Momentum Group's investment requirements and other factors considered important by the Company's Board of Directors. Resolution concerning dividends are ultimately passed by the General Meeting of Shareholders. There are numerous risks specific to the operations (see above) that could have an adverse impact on the Group's operations and thereby result in Momentum Group not delivering sufficient earnings to enable a dividend.

1) Calculated based on the number of shares and votes in the Company excluding the Company's repurchased Class B shares.

RISKS RELATED TO THE OFFER

Coordination of current operations in the Group and Swedol

The coordination of the Group's current TOOLS operations and Swedol's operations will impose demands on the companies and their operations in order to achieve the expected financial effects of the transaction described in the section *The Combined Group*. It is important that the coordination process occurs without significant losses of customers or key individuals and employees. There is a risk that the coordination of the operations in the Combined Group may take longer than planned, which could have an adverse impact on the earnings of the Combined Group. Moreover, certain synergies that the Company aims to achieve may not materialise, either in full or in part, which could have an adverse impact on the operations, financial position and earnings of the Combined Group.

Key individuals

After the Offer is completed, Swedol's operations will become part of the Company's operations. The Acquisition could result in senior management and employees choosing to leave the Combined Group. The loss of senior management or employees with specific expertise regarding, or relationships with, customers in markets where the Combined Group intends to conduct operations could have an adverse impact on the Combined Group's ability to develop the operations. Nor is there any guarantee that the Company will be able to recruit qualified employees to the Combined Group in the future. Difficulties in attracting, retaining and motivating senior management and employees could have an adverse impact on the Combined Group's earnings through increased remuneration levels. If, however, the Company were to offer too low remunerations levels, it could lead to senior management and employees choosing to terminate their employment, which would adversely affect the Company's competitiveness and operations. A lack of competence or resources can, in the long run, have adverse effect on the Combined Group's strategic goals. Such circumstance may lead to a significant future loss of revenue and increased costs and have a material adverse effect on the Company's operation income and prospects.

Terms and conditions for completion of the Offer

The completion of the Offer is subject to certain terms and conditions, such as the Offer being accepted to such an extent that the Company owns more than 90 percent of the total number of shares and votes outstanding in Swedol, the Extraordinary General Meeting of Shareholders in the Company resolving on an authorisation for the Board of Directors to resolve on the New Share Issue and that the resolution is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Extraordinary General Meeting, and the required regulatory approval being obtained within a time frame and on terms deemed acceptable by the Company. Another condition established for the Offer is that Nordstjernan undertakes to notify the relevant competition authorities about the Acquisition as soon as possible after the announcement of the Offer. Momentum Group reserves the right to extend the acceptance period or to bring forward or postpone the date for the payment of consideration under the Offer if the required approvals cannot be obtained before the end of the stated acceptance period. Since these terms and conditions are beyond the Company's control, there is a risk that the Offer may not be completed. Uncertainty regarding the completion of the Offer may result in the market price of the shares in the Company being adversely impacted.

Goodwill

In connection with the Acquisition, an acquisition analysis has been prepared in which the identifiable assets and liabilities of the acquired operations have been measured at fair value. The difference between the purchase consideration and the fair value of the identifiable assets and liabilities of the acquired operations is recognised as goodwill. Goodwill is not amortised. Instead, an impairment loss is recognised as needed. Impairment testing is carried out at least once per year and as soon as there are indications that the carrying amount exceeds the recoverable amount. A possible impairment loss could have a material adverse impact on the Company's balance sheet as well as income statement and total value.

INFORMATION TO THE SHAREHOLDERS AHEAD OF THE RESOLUTION BY THE EXTRAORDINARY GENERAL MEETING

The Board of Directors proposes that the General Meeting resolves to authorise the Board of Directors, until the next Annual General Meeting, on one or more occasions, to resolve to issue no more than 33,280,000 Class B shares in the Company. The right to subscribe for these shares shall only fall upon shareholders in Swedol. Subscribed shares shall be paid through contribution in kind consisting of shares in Swedol. The Board of Directors, the CEO or the person appointed by the Board of Directors shall be authorised to make any minor adjustments to the above resolution that may be necessary in connection with the registration thereof.

MAJORITY REQUIREMENT

The Board of Directors proposes that in order for the resolution on authorisation of the Board of Directors to be valid it shall require the support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the General Meeting, wherein Momentum Group shall disregard from the shares and votes held and casted by Nordstjernan.

BACKGROUND

The background to the Board of Directors' proposal is that the Company on 11 November 2019 announced a public offer for all issued shares in Swedol. Under the Offer, shareholders in Swedol are given the right to choose between the Cash Consideration and the Share Consideration in exchange for their shares in Swedol. The completion of the Offer is conditional upon that, inter alia, the Extraordinary General Meeting resolves on the above authorisation.

NORDSTJERNAN'S UNDERTAKING AND SHAREHOLDING IN MOMENTUM GROUP AFTER THE OFFER

Nordstjernan has undertaken to, provided that certain conditions are met, accept the Offer and choose the Share Consideration. Due to Nordstjernan's existing shareholding in Momentum Group and Swedol entails that Nordstjernan – provided the completion of the Offer – will achieve a shareholding in Momentum Group representing at least three tenths (3/10) of the voting rights for the total number of shares in Momentum Group. According to Chapter 3, paragraph 1 of the Takeovers Act Nordstjernan would be obligated to make a public offer for all shares in Momentum Group within four (4) weeks thereafter (a so-called mandatory bid). Nordstjernan has applied for and been granted an exemption from such mandatory bid obligation by the Swedish Securities Council.

The granting of the exemption by the Swedish Securities Council is conditional upon (i) Momentum Group informing its shareholders of the share of capital and voting rights, respectively, in Momentum Group that Nordstjernan may receive through the Offer and (ii) the resolution by the General Meeting in Momentum Group to authorise the Board of Directors to resolve on the New Share Issue, is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Extraordinary General Meeting, wherein Momentum Group shall disregard from the shares and votes held and casted by Nordstjernan.

If Momentum Group completes the Offer, Nordstjernan's shareholding in Momentum Group will represent 43.2–52.7 percent of the shares and 43.7–51.8 percent of the votes (depending on the proportion of other shareholders in Swedol choosing the Share Consideration), calculated based on the number of shares and votes in Momentum Group excluding Momentum Group's repurchased Class B shares.



THE COMBINED GROUP

Momentum Group in brief

Momentum Group is one of the leading resellers of industrial consumables and components as well as services and maintenance to professional end-users in the industrial and construction sectors in the Nordic region. The Group comprises two (2) business areas: Tools & Consumables and Components & Services.

Momentum Group's offering is built on customised solutions and specialised advisory services within each subsidiary's product areas coupled with local presence, high availability and fast, reliable deliveries. Momentum Group has established a strong local presence in its main markets and strives to be a leading player in those locations where the Group operates.

In the 2018/19 financial year, Momentum Group had revenue of approximately SEK 6.0 billion and approximately 1,700 employees.

Swedol in brief

Swedol offers high-quality products and services for the professional user's needs and requests. The company is a multi-specialist that combines breadth and depth within selected specialist segments with focus on the five (5) key customer segments: construction and civil engineering, industry and workshops, carrier and transport, agriculture and forestry, as well as the public sector.

Swedol's offering includes tools, consumables, work-wear and protective equipment and associated services sold through an omni-channel concept where stores, websites and field sales combine to create a comprehensive and personal experience.

Swedol serves its customers through the concept brands Swedol, Grolls, Univern and Nima through e-commerce and store networks in Sweden, Norway, Finland and Estonia.

In the 2018 financial year, Swedol had revenue of approximately SEK 3.2 billion and approximately 1,000 employees.



The Combined Group

A MERGER OF TOOLS AND SWEDOL THROUGH MOMENTUM GROUP'S ACQUISITION OF SWEDOL

The combination of Momentum Group's TOOLS business and Swedol forms an attractive business partner for Nordic customers. The merger creates an even stronger and more efficient business with a competitive offering within tools, consumables, workwear and protective equipment. TOOLS and Swedol are two (2) highly complementary businesses with favourable opportunities to increase both revenue and profits.

A combination of two (2) highly complementary businesses

The proposed transaction has a clear industrial rationale as both companies' operations within tools, consumables, workwear and protective equipment complement each other well in regard to customer base, sales channels, markets, services and products. The combination of Momentum Group's TOOLS business and Swedol creates an attractive business partner for Nordic customers, for smaller as well as larger companies within the industrial and construction sectors but also for other sectors such as the public sector, automotive, agricultural and transport industry.

Complementary customer focus

- ▶ TOOLS is focused and positioned towards large companies within the industrial sector, oil & gas and public sector
- ▶ Swedol is focused and positioned towards small and medium-sized customers within construction and civil engineering, industry and workshops, carrier and transport as well as the agriculture and forestry sector

Complementary sales channels

- ▶ The majority of TOOLS' revenue is derived from direct sales to end-customers
- ▶ The majority of Swedol's revenue is derived from in-store sales

Complementary delivery channels

- ▶ TOOLS has a strong product and service offering that is primarily delivered directly to end-customers
- ▶ Swedol has an attractive concept offering for retail customers delivered in stores

Favourable opportunities to increase both revenue and profits

The combined strengths of the two companies will lead to scalability and enable synergies through

- ▶ Improved procurement with aggregated purchasing volumes
- ▶ Balance between purchase of proprietary brands and third-party brands where Swedol's proprietary product brands are intended to be used in a wider distribution to strengthen the total offering and TOOLS' and Swedol's margins
- ▶ More efficient cultivation of the Nordic markets within the companies' customer segments
- ▶ More efficient logistics regarding end-customer delivery and in-store stock refills
- ▶ Improved resources to invest in the future, for example in digitalisation and new logistics solutions

The combined business area Tools & Consumables will initially have total revenue of approximately SEK 8.5 billion and an EBITA margin of approximately 6.5 percent. Momentum Group assesses that the proposed transaction has the potential to, over time, result in an EBITA margin of approximately ten (10) percent for the business area, all else being equal.

ORGANISATION

Momentum Group is eager to retain competence from both TOOLS and Swedol in the new organisation. In order to realise the desirable synergies, the coordination of the companies' operations could result in some organisational and operational changes, but no decisions have been made yet. In connection to the completion of the Offer, Momentum Group anticipates the effects of the transaction to be limited for the employees of Swedol, both regarding the terms of employment and the locations where Swedol operates.

Following the Acquisition, Swedol's operations will be part of Momentum Group's business area Tools & Consumables. In conjunction with the Acquisition, Swedol's current CEO Clein Johansson Ullenvik will become the head of the business area. Except for this, no other organisational changes regarding employees and senior management have been decided. Momentum Group's other business area, Components & Services, has a high-quality product and service offering within spare parts, service and repairs for industrial customers and is not affected directly by the Acquisition.

Board of Directors, senior management and auditors

No changes will be made to the Board of Directors or senior management of Momentum Group in conjunction with the completion of the Offer. For information about Momentum Group's directors, senior management and auditors, refer to the section *Board of Directors, senior management and auditors*.

Momentum Group's current auditor, KPMG AB, will continue to serve as auditor for the Combined Group.

SHARE CAPITAL AND OWNERSHIP STRUCTURE

Upon full completion of the Offer and assuming all shareholders in Swedol choose to accept the Share Consideration, 33,280,000 new Class B shares in Momentum Group will be issued. This means that the shareholders in Swedol will hold a combined approximately 54.5 percent of the capital and approximately 47.1 percent of the votes in Momentum Group. The table below shows the ten (10) largest shareholders after the completion of the Offer based on the conditions as of 30 September 2019 and any known changes thereafter.

Shares in Momentum Group before and after the New Share Issue	Number of shares
Registered Class A shares before the New Share Issue	1,062,436
Registered Class B shares before the New Share Issue	27,202,980
Newly issued Class B shares	33,280,000
Registered Class A shares after the New Share Issue	1,062,436
Registered Class B shares after the New Share Issue	60,482,980

Shareholders in Momentum Group after the Acquisition	Number of Class A shares	Number of Class B shares	Percent of capital ¹⁾	Percent of votes ²⁾
Nordstjernen	495,848	25,901,137	43.2	43.7
Tom Hedelius	493,124	0	0.8	7.0
Handelsbanken Funds	0	4,359,137	7.1	6.2
Swedbank Robur Funds	0	2,971,496	4.9	4.2
SEB Funds	0	2,441,350	4.0	3.9
Avanza Pension	0	1,569,113	2.6	2.2
Handelsbankens Pensionskassa & Pensionsstiftelse	0	1,200,000	2.0	1.7
Carnegie Funds	0	1,016,788	1.7	1.4
The Zetterberg Family	0	880,000	1.4	1.2
Fidelity Investments (FMR)	0	840,643	1.4	1.2
Other	73,464	18,803,316	30.9	27.7
Total	1,062,436	59,982,980	100.0	100.0
Additional: Repurchased Class B shares		500,000		
Total registered shares	1,062,436	60,482,980	100.0	100.0

1) The Company's own holding of Class B shares has not been taken into consideration in the calculation of the percent of capital according to this column.

2) The Company's own holding of Class B shares has not been taken into consideration in the calculation of the percent of votes according to this column.

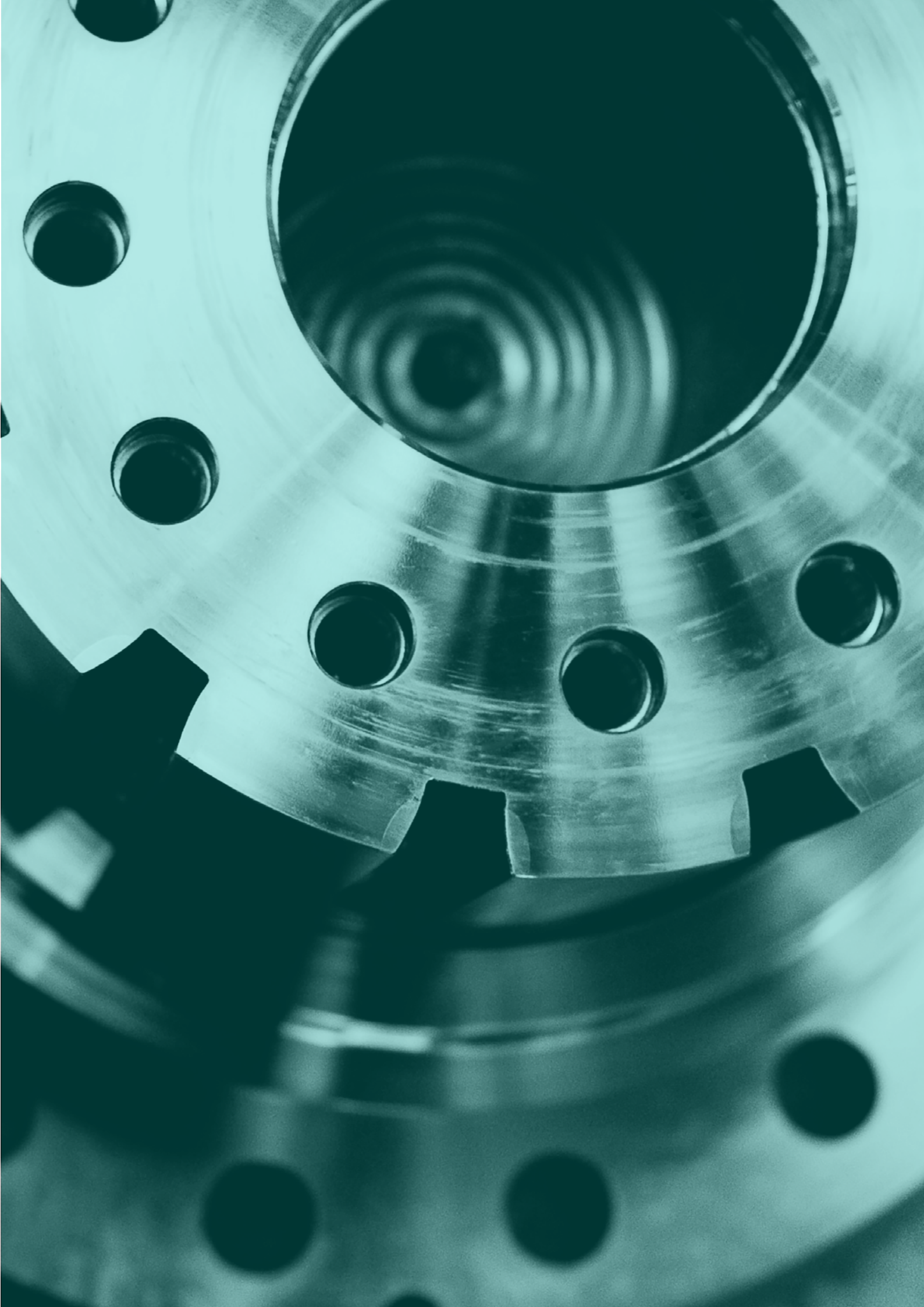
Source: Underlying share data for Momentum Group and Swedol taken from Modular Finance, 2 December 2019.

Pro forma financial information

The Offer Document contains pro forma financial information for the purpose of describing a hypothetical situation if the Acquisition had been completed on an earlier date.

The pro forma information should be read together with the information provided in Momentum Group's and Swedol's respectively financial reports, as well as the Offer Document in its entirety. Hence, the pro forma has not been included in this Information Brochure.

Investors interested in the pro forma are referred to the Offer Document in its entirety.



INFORMATION CONCERNING MOMENTUM GROUP

CONDENSED FINANCIAL INFORMATION

The condensed financial information provided in this section was taken from the following sources:

- a) Financial information for the period 1 April 2016 – 31 March 2017 has been taken from Momentum Group's prospectus "*ADMISSION TO TRADING ON NASDAQ STOCKHOLM FOR CLASS B SHARES IN MOMENTUM GROUP AB (publ)*" pages F1–F33, published on 5 June 2017.
- b) Financial information for the financial years 1 April 2017 – 31 March 2018 and 1 April 2018 – 31 March 2019 has been taken from the Annual Report for each financial year.
- c) Financial information for the interim period 1 April – 30 September 2019 and comparative figures for the corresponding period in 2018 has been taken from the Interim Report for the period 1 April – 30 September 2019.

The financial statements for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively, have been audited by Momentum Group's independent auditors, KPMG AB, as stated in the accompanying auditor's report. The Interim Report for the period 1 April – 30 September 2019 has not been audited or reviewed by Momentum Group's auditors. The financial statements for the 2016/17, 2017/18 and 2018/19 financial years have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the EU as well as the interpretations from the IFRS Interpretations Committee (IFRIC), and the Interim Report for the period 1 April – 30 September 2019 has been prepared in accordance with IAS 34 *Interim Financial Reporting* as adopted by the EU.

This section contains certain alternative performance measures that are not defined as measures of financial performance in accordance with IFRS but are used by Momentum Group's management to measure the underlying performance of the operations and business. The Company also believes that these alternative performance measures are used by investors, equity analysts and other stakeholders as supplementary measures of earnings performance. For information on certain performance measures that are not defined in accordance with IFRS, refer to the section *Condensed financial information – Performance measures*.

The Group was founded on 25 September 2016 when Momentum Group acquired the twelve (12) operating companies which at the time were part of Bergman & Beving AB's (formerly B&B TOOLS AB) Momentum Group segment from Bergman & Beving Invest AB (formerly B&B TOOLS

Invest AB) at their carrying amounts. For a specification of the twelve (12) companies, refer to Note 2 of the combined financial statements for the period 1 April 2016 – 31 March 2017, which were incorporated into Momentum Group's prospectus "*ADMISSION TO TRADING ON NASDAQ STOCKHOLM FOR CLASS B SHARES IN MOMENTUM GROUP AB (publ)*" through reference. Since the operations have not historically formed a group according to the IFRS, there are no consolidated financial statements for the period prior to 25 September 2016. Accordingly, in conjunction with the split from Bergman & Beving AB, the historical information for the period prior to 25 September 2016 has been prepared as combined financial statements for the reporting unit comprising Momentum Group and its twelve (12) subsidiaries. At the time of the acquisition and during the period encompassed by the financial statements, the twelve (12) acquired companies were wholly owned subsidiaries of B&B TOOLS Invest AB, which in turn was a wholly owned subsidiary of Bergman & Beving AB and thus, together with Momentum Group, was under the so-called "common control" of Bergman & Beving AB. For more information concerning the reasons for preparing combined financial statements, refer to Note 2 of the financial statements presented in the prospectus "*ADMISSION TO TRADING ON NASDAQ STOCKHOLM FOR CLASS B SHARES IN MOMENTUM GROUP AB (publ)*" pages F5–F10, published 5 June 2017.

IFRS 16 *Leases* applies as of 1 April 2019 and replaces IAS 17 *Leases* and IFRIC 4 *Determining Whether an Arrangement Contains a Lease*. The standard primarily entails changes for the lessee, since the distinction between operating and financial leases has been removed. Lessees are to recognise a right-of-use asset representing the right to use the underlying asset and a lease liability representing the obligation to make lease payments for each lease. In the income statement, interest and depreciation are recognised instead of lease expenses.

Upon transition to the new standard, Momentum Group has chosen to apply the modified retrospective approach, which does not require restating of comparative periods. Comparative information will continue to be recognised in accordance with IAS 17 *Leases* and IFRIC 4 *Determining Whether an Arrangement Contains a Lease*.

Momentum Group's business area structure has been adjusted as of 1 April 2019. The adjustment mainly impacted the subsidiary Gigant AB, which was previously part of the business area Components & Services but became part of the business area Tools & Consumables as of 1 April 2019. Comparative figures have been restated in the business-area-level comparison of the periods 1 April – 30 September 2019 and 1 April – 30 September 2018, but not in the comparison of the 2018/19 and 2017/18 financial year.

The information below should be read together with the Company's audited financial statements for the 2016/17, 2017/18 and 2018/19 financial years, and the Company's Interim Report for the period 1 April – 30 September 2019.

In certain cases, the figures in the following section have been subject to rounding adjustments and therefore the totals in the tables do not necessarily sum up correctly.

CONDENSED CONSOLIDATED INCOME STATEMENT

MSEK	Apr – Sep 2019 Unaudited	Apr – Sep 2018 Unaudited	Apr 2018 – Mar 2019 Audited	Apr 2017 – Mar 2018 Audited	Apr 2016 – Mar 2017 Audited
Revenue	3,008	2,912	6,024	5,616	5,411
Other operating income	2	2	4	6	6
Total operating income	3,010	2,914	6,028	5,622	5,417
Cost of goods sold	-1,894	-1,842	-3,804	-3,546	-3,460
Personnel costs	-583	-573	-1,188	-1,125	-1,061
Depreciation, amortisation, impairment losses and reversal of impairment losses	-133	-22	-47	-37	-22
Other operating expenses	-255	-339	-687	-674	-809
Total operating expenses	-2,865	-2,776	-5,726	-5,382	-5,352
Operating profit	145	138	302	240	65
Financial income	0	0	1	2	2
Financial expenses	-8	-3	-7	-7	-13
Net financial items	-8	-3	-6	-5	-11
Profit after financial items	137	135	296	235	54
Taxes	-30	-29	-65	-53	-12
Net profit	107	106	231	182	42
Attributable to:					
Parent Company shareholders	105	105	229	181	42
Non-controlling interests	2	1	2	1	-
Earnings per share (SEK)	3.80	3.75	8.20	6.45	1.50

CONDENSED CONSOLIDATED BALANCE SHEET

MSEK	30 Sep 2019 Unaudited	30 Sep 2018 Unaudited	31 Mar 2019 Audited	31 Mar 2018 Audited	31 Mar 2017 Audited
ASSETS					
Non-current assets					
Intangible non-current assets	678	648	649	627	533
Tangible non-current assets	65	58	63	61	64
Shares in associated companies	–	–	–	–	9
Right-of-use assets	548	–	–	–	–
Financial investments	2	2	2	2	5
Deferred tax assets	23	24	20	24	27
Total non-current assets	1,316	732	734	714	638
Current assets					
Inventories	1,026	975	986	927	823
Accounts receivable	976	1,016	1,044	967	912
Other current receivables	114	109	142	116	109
Cash and cash equivalents	27	6	8	10	69
Total current assets	2,143	2,106	2,180	2,020	1,913
Total assets	3,459	2,838	2,914	2,734	2,551
EQUITY AND LIABILITIES					
Equity					
Equity attributable to Parent Company shareholders	1,300	1,200	1,303	1,155	1,007
Non-controlling interests	22	13	14	15	–
Total equity	1,322	1,213	1,317	1,170	1,007
Non-current liabilities					
Non-current interest-bearing liabilities	183	203	137	103	150
Non-current lease liabilities	345	–	–	–	–
Provisions for pensions	33	28	27	27	24
Other non-current liabilities and provisions	79	71	76	79	41
Total non-current liabilities	640	302	240	209	215
Current liabilities					
Current interest-bearing liabilities	193	222	137	202	182
Current lease liabilities	208	–	–	–	–
Accounts payable	746	760	822	743	782
Other current liabilities	350	341	398	410	365
Total current liabilities	1,497	1,323	1,357	1,355	1,329
Total liabilities	2,137	1,625	1,597	1,564	1,544
Total equity and liabilities	3,459	2,838	2,914	2,734	2,551

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

MSEK	Apr – Sep 2019 Unaudited	Apr – Sep 2018 Unaudited	Apr 2018 – Mar 2019 Audited	Apr 2017 – Mar 2018 Audited	Apr 2016 – Mar 2017 Audited
Operating activities					
Operating activities before changes in working capital	244	100	235	195	148
Changes in working capital	-42	-92	-5	-103	29
Cash flow from operating activities	202	8	230	92	177
Investing activities					
Investments in intangible and tangible non-current assets	-10	-13	-28	-36	-67
Proceeds from sale of intangible and tangible non-current assets	0	0	0	0	0
Proceeds from sale of financial non-current assets	–	–	–	9	–
Acquisition of subsidiaries and other business units	-58	-43	-73	-72	-121
Cash flow from investing activities	-68	-56	-101	-99	-188
Cash flow before financing	134	-48	129	-7	-11
Financing activities					
Financing activities	-115	44	-131	-52	-448
Cash flow for the period	19	-4	-2	-59	-459
Reconciliation of cash and cash equivalents					
Cash and cash equivalents at the beginning of the period	8	10	10	69	525
Exchange-rate differences in cash and cash equivalents	0	0	0	0	3
Cash and cash equivalents at the end of the period	27	6	8	10	69

PERFORMANCE MEASURES

Momentum Group uses certain financial performance measures in its analysis of the operations and their performance that are not defined in accordance with IFRS. Such non-IFRS performance measures may measure historical or future earnings, financial position or cash flows, but exclude or include amounts that would not be adjusted in the same manner in the most comparable performance measure defined in accordance with IFRS. Momentum Group believes that these alternative performance measures provide valuable information for the Company's Board of Directors, owners and investors, since they enable a more accurate assessment of current trends and the Company's performance when combined with other performance measures calculated in accordance with IFRS. Since not all listed companies calculate these financial performance measures in the same way, there is no guarantee that the information is comparable with other companies' performance measures of the same name. Hence, these financial performance measures must not be viewed as a replacement for those measures calculated in accordance with IFRS. Insofar as the performance measures are used and commented on by business area (operating segment), the derivation of the performance measures is also presented at this level.

12-month period	Oct 2018 – Sep 2019 ¹⁾	Oct 2017 – Sep 2018 ²⁾	Apr 2018 – Mar 2019	Apr 2017 – Mar 2018	Apr 2016 – Mar 2017
IFRS performance measures					
Net profit, MSEK	232	210	231*	182*	42*
Earnings per share, SEK	8.25	7.45	8.20*	6.45*	1.50*
Alternative performance measures					
Performance measures related to the income statement					
Revenue, MSEK	6,120	5,835	6,024*	5,616*	5,411*
Operating profit, MSEK	309	274	302*	240*	65*
Adjusted operating profit, MSEK	309	275	302**	252**	193**
EBITA, MSEK	327	289	318**	262**	195**
Profit after financial items, MSEK	298	269	296*	235*	54*
Operating margin, %	5.0	4.7	5.0**	4.3**	1.2**
Adjusted operating margin, %	5.0	4.7	5.0**	4.5**	3.6**
EBITA margin, %	5.3	5.0	5.3**	4.7**	3.6**
Profit margin, %	4.9	4.6	4.9**	4.2**	1.0**
Performance measures related to profitability					
Return on working capital (P/WC), %	25	24	25**	24**	21**
Return on working capital (EBITA/WC), %	27	25	27**	25**	21**
Return on capital employed, %	16	18	19**	17**	4**
Return on equity, %	18	18	19**	17**	4**
Performance measures related to financial position					
Financial net loan liability (closing balance), MSEK	935	447	293**	322**	287**
Operational net loan liability (closing balance), MSEK	349	419	266**	295**	263**
Equity (closing balance), MSEK ³⁾	1,300	1,200	1,303*	1,155*	1,007*
Equity/assets ratio, %	38	42	45**	42**	39**
Other performance measures					
Number of employees at the end of the period	1,692	1,668	1,684**	1,647**	1,660**
Share price at the end of the period, SEK	99.40	112.60	93.40**	100.00**	–

1) Retrieved from Momentum Group's unaudited Interim Reports for the periods 1 April – 30 September 2018 and 2019.

2) Retrieved from Momentum Group's unaudited Interim Reports for the periods 1 April – 30 September 2018 and 2019 with exemption from EBITA margin, %, return on working capital (EBITA/WC), %, financial net loan liability (closing balance), MSEK, for the period 1 October 2017 – 30 September 2018, taken from the Company's internal financial reporting system.

3) Refers to equity attributable to Parent Company shareholders.

* Retrieved from Momentum Group's audited financial statements for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

** Unaudited information taken from Momentum Group's Annual Reports for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

DEFINITIONS OF PERFORMANCE MEASURES

Performance measure	Definition	Reason
Revenue	Own invoicing, commission-based revenue from commission sales and side revenue.	Revenue is presented to clarify the Group's sales to external customers. Revenue per operating segment is presented based on revenue from both external and internal customers.
Operating profit	Profit before financial items and tax.	Operating profit is presented to clarify the Company's earnings generated by its operating activities.
Adjusted operating profit	Operating profit adjusted for items affecting comparability. Items affecting comparability include revenue and expenses that do not arise regularly in the operating activities.	Adjusted operating profit is presented to clarify the Company's earnings generated by its operating activities, adjusted for items affecting comparability in order to retain comparability between periods.
EBITA	Adjusted operating profit before any impairment of goodwill and amortisation and impairment of other intangible assets incurred in connection with corporate acquisitions and equivalent transactions.	EBITA is presented to clarify the Company's earnings generated by its operating activities, adjusted for items affecting comparability to retain comparability between periods and before impairment of goodwill and amortisation and impairment of other intangible assets arising in connection with corporate acquisitions and equivalent transactions.
Operating margin, %	Operating profit relative to revenue.	The operating margin is presented to measure the Company's earnings generated by its operating activities and to provide an understanding of the value created over time. The operating margin per operating segment is presented based on revenue from both external and internal customers.
Adjusted operating margin, %	Adjusted operating profit as a percentage of revenue.	Refer to the explanation under the description of <i>Adjusted operating profit</i> .
EBITA margin, %	EBITA as a percentage of revenue.	Refer to the explanation under the description of <i>EBITA</i> .
Profit margin, %	Profit after financial items as a percentage of revenue.	The profit margin is presented to assess the Company's earnings relative to its revenue and measures the amount of revenue the Company can retain in terms of profit before tax.
Return on working capital (P/WC), %	Adjusted operating profit for the most recent twelve-month (12) period divided by average working capital measured as total working capital (accounts receivable and inventories less accounts payable) at the end of each month for the most recent twelve-month (12) period and the opening balance at the start of the period divided by 13.	Return on working capital serves as Momentum Group's internal profitability target, measured as operating profit (P) relative to utilised working capital (WC), and encourages high operating profit and low tied-up capital, which – combined with the Group's growth target – enables a positive cash flow and provides the conditions for profitable growth.
Return on working capital (EBITA/WC), %	EBITA for the most recent twelve-month (12) period divided by average working capital measured as total working capital (accounts receivable and inventories less accounts payable) at the end of each month for the most recent twelve-month (12) period and the opening balance at the start of the period divided by 13.	Return on working capital serves as Momentum Group's internal profitability target, measured as EBITA relative to utilised working capital (WC), and encourages high operating profit and low tied-up capital, which – combined with the Group's growth target – enables a positive cash flow and provides the conditions for profitable growth.
Return on capital employed, %	Operating profit plus financial income for the most recent twelve-month (12) period divided by average capital employed.	Return on capital employed is presented to show the Company's return on its externally financed capital and equity, meaning independent of its financing.
Return on equity, %	Net profit for the most recent twelve-month (12) period divided by average equity measured as total equity attributable to Parent Company shareholders at the end of the most recent four (4) quarters and the opening balance at the start of the period divided by five (5).	Return on equity is used to show the return that is generated on the capital invested in the Company by the shareholders.

Performance measure	Definition	Reason
Financial net loan liability (closing balance)	Financial net loan liability measured as non-current interest-bearing liabilities and current interest-bearing liabilities, less cash and cash equivalents at the end of the period.	Financial net loan liability is presented to clarify the capital made available by lenders plus interest-bearing pension liabilities and lease liabilities, adjusted for cash and cash equivalents at the end of the financial period.
Operational net loan liability (closing balance)	Operational net loan liability measured as non-current interest-bearing liabilities and current interest-bearing liabilities, excluding financial lease liabilities and net provisions for pensions, less cash and cash equivalents at the end of the period.	Operational net loan liability is presented to clarify the capital made available by lenders, adjusted for cash and cash equivalents at the end of the financial period.
Equity/assets ratio, %	Equity attributable to Parent Company shareholders as a percentage of the balance-sheet total at the end of the period.	The equity/assets ratio is presented to clarify how much of the Group's share of the balance-sheet total has been financed with equity.
Earnings per share, SEK	Net profit attributable to the Parent Company shareholders divided by the weighted number of shares.	IFRS performance measure.

DERIVATION OF ALTERNATIVE PERFORMANCE MEASURES

12-month period, MSEK	Oct 2018 – Sep 2019 ¹⁾	Oct 2017 – Sep 2018 ²⁾	Apr 2018 – Mar 2019	Apr 2017 – Mar 2018	Apr 2016 – Mar 2017
ADJUSTED OPERATING PROFIT					
Operating profit	309	274	302*	240*	65*
<i>Items affecting comparability</i>					
Restructuring expenses	–	–	–	–	94**
Split and listing expenses	–	1	–	12**	34**
Adjusted operating profit	309	275	302	252	193
WORKING CAPITAL					
<i>Average operating assets</i>					
Average inventories	1,004	940	975**	884**	823**
Average accounts receivable	971	929	956**	895**	821**
Total average operating assets	1,975	1,869	1,931	1,779	1,644
<i>Average operating liabilities</i>					
Average accounts payable	-751	-731	-736**	-732**	-709**
Total average operating liabilities	-751	-731	-736	-732	-709
Average working capital	1,224	1,138	1,195**	1,047**	935**
Adjusted operating profit	309	275	302**	252**	193**
Return on working capital (P/WC), %	25	24	25**	24**	21**
EBITA					
Adjusted operating profit	309	275	302**	252**	193**
Amortisation of intangible non-current assets incurred in connection with acquisitions	18	14	16**	10**	2**
EBITA	327	289	318	262	195
Average working capital	1,224	1,138	1,195**	1,047**	935**
Return on working capital (EBITA/WC), %	27	25	27	25	21

Derivation of alternative performance measures, cont.

12-month period, MSEK	Oct 2018 – Sep 2019 ¹⁾	Oct 2017 – Sep 2018 ²⁾	Apr 2018 – Mar 2019	Apr 2017 – Mar 2018	Apr 2016 – Mar 2017
CAPITAL EMPLOYED					
Average balance-sheet total	3,095	2,742	2,813**	2,619**	2,719**
<i>Average non-interest-bearing liabilities and provisions</i>					
Average non-interest-bearing non-current liabilities	-75	-69	-74**	-57**	-14**
Average non-interest-bearing current liabilities	-1,134	-1,151	-1,150**	-1,149**	-1,073**
Total average non-interest-bearing liabilities and provisions	-1,209	-1,220	-1,224	-1,206	-1,087
Average capital employed	1,886	1,522	1,589	1,413	1,632
Operating profit	309	274	302**	240**	65**
Financial income	1	2	1*	2*	2*
Total operating profit + financial income	310	276	303	242	67
Return on capital employed, %	16	18	19**	17**	4**
RETURN ON EQUITY					
Average equity***	1,272	1,147	1,220**	1,070**	1,008**
Net profit***	229	208	229*	181*	42*
Return on equity, %	18	18	19**	17**	4**
FINANCIAL NET LOAN LIABILITY (CLOSING BALANCE)					
Non-current interest-bearing liabilities	561	231	164*	130*	174*
Current interest-bearing liabilities	401	222	137*	202*	182*
Cash and cash equivalents	-27	-6	-8*	-10*	-69*
Financial net loan liability (closing balance)	935	447	293	322	287
OPERATIONAL NET LOAN LIABILITY (CLOSING BALANCE)					
Financial net loan liability	935	447	293**	322**	287**
Financial lease liabilities	-553	-	-	-	-
Net provisions for pensions	-33	-28	-27**	-27**	-24**
Operational net loan liability (closing balance)	349	419	266	295	263
BALANCE-SHEET TOTAL					
Balance-sheet total (closing balance)	3,459	2,838	2,914**	2,734**	2,551**
Equity (closing balance)***	1,300	1,200	1,303**	1,155**	1,007**
Equity/assets ratio, %	38	42	45**	42**	39**

1) Retrieved from Momentum Group's unaudited Interim Reports for the periods 1 April – 30 September 2018 and 2019.

2) Retrieved from Momentum Group's unaudited Interim Reports for the periods 1 April – 30 September 2018 and 2019 with exemption from EBITA margin, %, return on working capital (EBITA/WC), %, financial net loan liability (closing balance), MSEK, for the period 1 October 2017 – 30 September 2018, taken from the Company's internal financial reporting system.

* Retrieved from Momentum Group's audited financial statements for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

** Unaudited information taken from Momentum Group's Annual Reports for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

*** Refers to equity attributable to Parent Company shareholders.

Change in revenue

Comparable units refer to sales in local currency from units that were part of the Group during the current period and the entire corresponding period in the preceding year. Trading days refer to the effect on sales in local currency depending on the difference in the number of trading days compared with the comparative period. Other units refer to acquired or divested units during the corresponding period.

	Reporting period	
	Apr – Sep 2019	Apr – Sep 2018
Change in revenue for:		
Comparable units in local currency, %	-0.8	1.6
Currency effects, %	0.6	3.2
Number of trading days, %	-0.2	1.1
Other units, %	3.8	2.2
Total change, %	3.4	8.1

DISCLOSURES BY OPERATING SEGMENT¹⁾

Apr 2018 – Mar 2019

MSEK	Tools & Consumables	Components & Services	Group-wide	Eliminations	Group total
Revenue					
From external customers by geographic area					
Sweden	1,871	1,183	2	–	3,056
Norway	1,749	75	–	–	1,824
Finland	975	7	–	–	982
Other countries	82	80	–	–	162
From other segments	11	192	124	-327	–
Total	4,688	1,537	126	-327	6,024
Adjusted operating profit/loss	168	142	-8	0	302
<i>Items affecting comparability</i>	–	–	–	–	–
Operating profit/loss	168	142	-8	0	302
Net financial items	–	–	-6	–	-6
Profit/loss after net financial items	168	142	-14	0	296
Goodwill	365	157	–	–	522
Other assets	1,940	627	598	-773	2,392
Total assets	2,305	784	598	-773	2,914
Liabilities	1,229	610	538	-766	1,611
Other disclosures					
Investments	22	3	3	–	28
Depreciation and amortisation	-39	-6	-2	–	-47

1) Retrieved from Momentum Group's audited financial statements for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

The columns *Group-wide* and *Eliminations* pertaining to assets comprise eliminations of intra-segment receivables and internal gains on inventories of MSEK 773, intra-segment receivables of MSEK 562 and undistributed assets of MSEK 36. The columns *Group-wide* and *Eliminations* pertaining to liabilities comprise eliminations of intra-segment liabilities of MSEK 766, intra-segment liabilities of MSEK 173 and undistributed liabilities of MSEK 365.

Apr 2017 – Mar 2018

MSEK	Tools & Consumables	Components & Services	Group-wide	Eliminations	Group total
Revenue					
From external customers per geographic area					
Sweden	1,935	1,045	2	–	2,982
Norway	1,478	72	–	–	1,550
Finland	922	8	–	–	930
Other countries	78	76	–	–	154
From other segments	10	197	118	-325	–
Total	4,423	1,398	120	-325	5,616
Adjusted operating profit/loss	134	125	-8	1	252
<i>Items affecting comparability</i>	-5	-2	-5	–	-12
Operating profit/loss	129	123	-13	1	240
Net financial items	–	–	-5	–	-5
Profit/loss after net financial items	129	123	-18	1	235
Goodwill	354	146	–	–	500
Other assets	1,848	575	571	-760	2,234
Total assets	2,202	721	571	-760	2,734
Liabilities	1,183	562	587	-753	1,579
Other disclosures					
Investments	22	11	3	–	36
Depreciation and amortisation	-32	-3	-2	–	-37

The columns *Group-wide* and *Eliminations* pertaining to assets comprise eliminations of intra-segment receivables and internal gains on inventories of MSEK 760, intra-segment receivables of MSEK 537 and undistributed assets of MSEK 33. The columns *Group-wide* and *Eliminations* pertaining to liabilities comprise eliminations of intra-segment liabilities of MSEK 753, intra-segment liabilities of MSEK 173 and undistributed liabilities of MSEK 414.

Apr 2016 – Mar 2017

MSEK	Tools & Consumables	Components & Services	Group-wide	Eliminations	Group total
Revenue					
From external customers	4,261	1,150	–	–	5,411
From other segments	8	209	0	-217	–
Total	4,269	1,359	0	-217	5,411
Adjusted operating profit/loss	76	121	-2	-2	193
<i>Items affecting comparability</i>	-64	-8	-56	–	-128
Operating profit/loss	12	113	-58	-2	65
Net financial items	–	–	-11	–	-11
Profit/loss after net financial items	12	113	-69	-2	54
Goodwill	303	146	–	–	449
Other assets	1,660	513	309	-380	2,102
Total assets	1,963	659	309	-380	2,551
Liabilities	1,085	513	318	-372	1,544
Other disclosures					
Investments	51	4	12	–	67
Depreciation and amortisation	-20	-2	–	–	-22

The columns *Group-wide* and *Eliminations* pertaining to assets comprise eliminations of intra-segment receivables and internal gains on inventories of MSEK 380, intra-segment receivables of MSEK 286 and undistributed assets of MSEK 23. The columns *Group-wide* and *Eliminations* pertaining to liabilities comprise eliminations of intra-segment liabilities of MSEK 372, intra-segment liabilities of MSEK 49 and undistributed liabilities of MSEK 269.

Apr 2016 – Mar 2017¹⁾

	External revenue
Sweden	2,962
Norway	1,495
Finland	818
Other countries	136
Group total	5,411

AVERAGE NUMBER OF EMPLOYEES BY COUNTRY²⁾

Apr 2018 – Mar 2019

Average number of employees by country	Men	Women	Total
Sweden, Parent Company	4	3	7
Sweden, subsidiaries	725	216	941
Norway	362	74	436
Finland	227	43	270
Denmark	11	4	15
Other countries	1	1	2
Group total	1,330	341	1,671

Apr 2017 – Mar 2018

Average number of employees by country	Men	Women	Total
Sweden, Parent Company	4	3	7
Sweden, subsidiaries	725	211	936
Norway	354	71	425
Finland	228	40	268
Denmark	13	3	16
Other countries	1	1	2
Group total	1,325	329	1,654

Apr 2016 – Mar 2017³⁾

Average number of employees by country	Men	Women	Total
Sweden	713	182	895
Norway	330	69	399
Finland	229	36	265
Denmark	12	2	14
Other countries	1	2	3
Group total	1,285	291	1,576

1) Figures concerning revenue by segment and country are not presented for the period 1 April 2016 – 31 March 2017. Instead, total revenue is presented for Sweden, Norway, Finland and other countries.

2) Retrieved from Momentum Group's audited financial statements for the 2016/17, 2017/18 and 2018/19 financial years, which ended on 31 March 2017, 2018 and 2019, respectively.

3) Figures concerning the average number of employees in the Swedish Parent Company and the Swedish subsidiaries are not presented for the period 1 April 2016 – 31 March 2017.

Board of Directors, senior management and auditors

According to Momentum Group's Articles of Association, the Board of Directors is to comprise not fewer than five (5) and not more than eight (8) Board members elected by the Annual General Meeting. The Board of Directors for the period up until the end of the 2020 Annual General Meeting comprises five (5) Board members elected by the Annual General Meeting. The Board of Directors of Momentum Group has appointed an external CEO.

The Board of Directors is presented in the table below, including information concerning year of birth, year of election to the Board and independence in relation to the Company and management as well as the Company's major shareholders, as defined in the Swedish Corporate Governance Code (the "Code") (Sw. *Svensk kod för bolagsstyrning*). Their shareholdings in Momentum Group as of the date of this Information Brochure are also reported.

Name	Year of birth	Year of election	Independent in relation to the Company and management	Independent in relation to the Company's major shareholders	Number of shares in Momentum Group	
					A	B
Johan Sjö, Chairman	1967	2019	Yes	Yes	–	–
Charlotte Hansson	1962	2016	Yes	Yes	–	7,500
Stefan Hedelius	1969	2016	Yes	No	–	1,500
Göran Näsholm	1955	2019	Yes	Yes	–	20,000
Gunilla Spongh	1966	2016	Yes	Yes	–	1,550

BOARD MEMBERS



JOHAN SJÖ

Chairman of the Board since 2019.

Born: 1967.

Education: M.Sc. Econ.

Work experience: CEO of the Addtech Group and senior positions in the Bergman & Beving Group. Previously held different positions at Alfred Berg/ABN Amro.

Other current assignments: Chairman of AddLife AB (publ) and OptiGroup AB. Board member of Addtech AB (publ), Anebyhusgruppen AB, Arkösund Holding AB, Bufab AB (publ), Camfil Aktiebolag (publ), COJU AB, M2 Asset Management AB (publ), Spaljisten Aktiebolag and Träaktiebolaget KG-list. Deputy Board member of Henrik Sjö AB.

Previous assignments (past five (5) years): Chairman of Bergman & Beving Aktiebolag (publ). Board member of Joh Sjö AB. Deputy Board member of Joh Sjö Holding AB.

Independent in relation to the Company and management: Yes.

Independent in relation to major shareholders: Yes.

Shares owned: –



CHARLOTTE HANSSON

Board member since 2016.

Born: 1962.

Education: M.Sc.

Work experience: CEO of MTD Morgontidig Distribution i Sverige AB. CEO of Jetpak Sverige. Senior positions at Jetpak, ASG/Danzas, Carl Zeiss and Beckman Coulter.

Other current assignments: Chairman of Orio AB. Board member of DistIT AB (publ), Green Cargo AB, PROBI Aktiebolag (publ) and Scandinavian Insight Consulting AB.

Previous assignments (past five (5) years): Board member of Alcadon Group AB (publ), BE Group AB (publ), B&B TOOLS Aktiebolag, Formpipe Software AB (publ), Go Accounting AB and RenoNorden ASA.

Independent in relation to the Company and management: Yes.

Independent in relation to major shareholders: Yes.

Shares owned: 3,800 Class B shares (own holding) and 3,700 Class B shares (through companies).



STEFAN HEDELIUS

Board member since 2016.

Born: 1969.

Education: University studies in economics, various international executive education programmes.

Work experience: CEO of NOTE AB, Vice President Brand and Marketing at Scandinavian Airlines (SAS) and senior positions in the Ericsson Group, including Vice President Marketing and Communications, Head of Strategy and Marketing and Vice President of Ericsson Austria.

Other current assignments: CEO of Human Care HC AB (publ). Chairman of Alhanko & Johnson AB. Board member of AddLife AB (publ), Chatflights International AB, The Cloud Factory AB and Stefan Hedelius AB. Deputy Board member of BJ by Hedelius AB, Illemann Konsult AB and Say hello to all of our friends AB.

Previous assignments (past five (5) years): Board member of Handbolls-EM 2016 Sverige AB.

Independent in relation to the Company and management: Yes.

Independent in relation to major shareholders: No.

Shares owned: 1,500 Class B shares (own holding).



GÖRAN NÅSHOLM

Board member since 2019.

Born: 1955.

Education: M.Sc. in Mechanical Engineering & M.Sc. Econ.

Work experience: CEO of the Ahlsell Group. Senior positions at the Ahlsell Group, CEO of Jirva AB, Purchasing Director at Calor-Celsius and senior positions in the Alfa Laval Group.

Other current assignments: CEO and Board member of Profun Förvaltnings AB. Chairman of Lefva Fastigheter AB, LW Sverige AB, Malef Holding Aktiebolag and Waste Reform Sweden AB. Board member of Clas Ohlson Aktiebolag (publ), Funpro Förvaltnings AB, Martin & Servera Aktiebolag and Pegroco Invest AB (publ).

Previous assignments (past five (5) years): Chairman of Fresks Holding AB and CA Invest AB. Board member of AXXA AB (publ).

Independent in relation to the Company and management: Yes.

Independent in relation to major shareholders: Yes.

Shares owned: 20,000 Class B shares (own holding).



GUNILLA SPONGH

Board member since 2016.

Born: 1966.

Education: M.Sc. Eng. and Industrial Economics.

Work experience: CFO of the Preem Group. International Business Director and CFO of Mekonomen Group. Senior positions at Cashguard, Enea and Electrolux.

Other current assignments: Board member of AQ Group AB (publ), Byggmax Group AB (publ), G Spongh Förvaltnings AB, Infranord AB (publ), Lernia AB, Pierce Holding AB, Swedish Stirling AB (publ) and Systemair Aktiebolag (publ).

Previous assignments (past five (5) years): Board member of B&B TOOLS Aktiebolag and SunPine AB. Deputy Board member of Capital Software Innovations Stockholm Aktiebolag, Säfte Drivmedel Aktiebolag and Quaoar AB.

Independent in relation to the Company and management: Yes.

Independent in relation to major shareholders: Yes.

Shares owned: 1,550 Class B shares (own holding).

GROUP MANAGEMENT



ULF LILIUS

President & CEO since 2016.

Born: 1972.

Education: B.Sc. Econ.

Work experience: Former President & CEO of the B&B TOOLS Group. CEO of Momentum Industrial. Senior positions at Momentum Industrial and SKF.

Other current assignments: Chairman, Board member and/or CEO of a number of companies in the Momentum Group. Board member of Lilius System Aktiebolag.

Previous assignments (past five (5) years): –

Shares owned: 2,688 Class A shares and 195,512 Class B shares (with family) and 50,000 call options.



NIKLAS ENMARK

Executive Vice President & CFO since 2017.

Born: 1972.

Education: M.Sc. Econ.

Work experience: Former CFO of Axel Johnson International AB, CFO and Executive Vice President of Lagercrantz Group AB and Investment Manager at Investor Growth Capital. Board member of a number of companies within the Axel Johnson International Group.

Other current assignments: Board member of a number of companies in the Momentum Group.

Previous assignments (past five (5) years): –

Shares owned: 30,802 Class B shares (own holding) and 45,000 call options.

AUDITORS

The most recent election of auditors in the Company took place on 29 August 2019, when the registered auditing firm of KPMG AB (Box 16106, SE-103 23 Stockholm, Sweden) was re-elected as auditors for the period until the end of the 2020 Annual General Meeting, with Håkan Olsson Reising (Authorised Public Accountant and member of FAR – the trade association for authorised accounting consultants, auditors and advisors) as Auditor in Charge. KPMG AB has been Momentum Group's auditors since 2016, with Håkan Olsson Reising as Auditor in Charge since 2017. KPMG has served as Momentum Group's auditor for the entire period covered by the historical financial information in this Information Brochure.

OTHER DISCLOSURES CONCERNING BOARD MEMBERS AND SENIOR MANAGEMENT

The office address of all members of Momentum Group's Board of Directors and senior management is Östermalmsgatan 87 D in Stockholm.

Momentum Group's Board of Directors was appointed based on the proposal from the Election Committee of Momentum Group. At the Annual General Meeting on 29 August 2019, Charlotte Hansson, Stefan Hedelius and Gunilla Spongh were re-elected for the period up until the end of the 2020 Annual General Meeting. Johan Sjö and Göran Näsholm were newly elected as ordinary Board members for the period up until the end of the 2020 Annual General Meeting. Johan Sjö was also elected Chairman of the Board at the Annual General Meeting.

None of the aforementioned Board members or members of senior management has family ties with another Board member or member of the Company's senior management. No Board member or member of senior management has been convicted in a fraud-related court case in the past five (5) years.

In the past five (5) years, no Board member or member of senior management has (i) been convicted of fraud-related cases, (ii) represented a company that has gone bankrupt, been liquidated or subject to bankruptcy administration, (iii) been the object of charges and/or sanctions by authorities or professional societies governed via public law or regulation (including authorised professional bodies), or (iv) been prohibited by a court of law from becoming a member in a company's administrative, management or control function, or of holding a leading or overriding function in a company.

No Board member or member of senior management has any private interests that could conflict with the Company's interests. However, as described above, certain Board members and members of senior management have financial interests in Momentum Group through their shareholdings.

As far as the Board of Directors is aware, no special agreements have been entered into with major shareholders, customers, suppliers or other parties concerning the election or appointment of Board members, members of senior management or auditors.

In accordance with the Code, more than half of the Board members elected at the General Meeting of Shareholders are to be independent in relation to the Company and Group management. This rule does not apply to employee representatives. There is no generally accepted definition of the term "independence". However, the independence of a Board member may be questioned if, for example, he or she directly or indirectly has extensive business connections or other extensive financial transactions with the Company. An overall evaluation of a Board member's relationship to the Company is necessary in every single case. All Board members have been deemed to be independent in relation to the Company and Group management.

The Code also requires that at least two (2) of the Board members elected at the General Meeting of Shareholders who are considered independent in relation to the Company and Group management must also be independent in relation to the Company's major shareholders. According to the Code, major shareholders are shareholders who directly or indirectly control ten (10) percent or more of the shares or votes in the Company. A Board member is not regarded as independent in relation to the Company's major shareholders if he or she is employed by or is a Board member of a company that is a major shareholder. When assessing whether a Board member is independent in relation to major shareholders, the scope of the Board member's direct and indirect relationship with the major shareholder is to be taken into account. Stefan Hedelius has been deemed to be dependent in relation to the Company's major shareholders. Johan Sjö, Charlotte Hansson, Göran Näsholm and Gunilla Spongh have been deemed to be independent both in relation to the Company's major shareholders and in relation to the Company and Group management. Accordingly, four (4) Board members elected by the General Meeting of Shareholders who are independent in relation to Momentum Group and Group management are thus also independent in relation to Momentum Group's major shareholders. The Company thus meets the rules of the Code with respect to the independence of the Board of Directors in relation to the Company, Group management and the Company's major shareholders.

The share, share capital and ownership conditions

SHARE INFORMATION

As of the date of this Information Brochure, Momentum Group's registered share capital amounts to SEK 56,530,832, distributed between 28,265,416 shares, of which 1,062,436 are Class A shares and 27,202,980 are Class B shares. Each share has a quotient value of SEK 2. The shares have been issued in accordance with Swedish law and are denominated in SEK. The shares are issued to shareholders and the shareholders' register is maintained electronically by Euroclear. For more information, refer to the section *Central securities depository* below. All issued shares have been fully paid for and are freely transferable. Class A shares are encompassed by a conversion provision in Momentum Group's Articles of Association (article 7). The ISIN code for the Class A shares is SE0009922297 and the ISIN code for the Class B shares is SE0009922305. According to the Articles of Association adopted by the Extraordinary General Meeting on 31 March 2017, the share capital shall amount to not less than SEK 50,000,000 and not more than SEK 200,000,000, distributed between not fewer than 25,000,000 and not more than 100,000,000 shares. Class A shares may be issued in a maximum number equivalent to 25 percent of the total number of shares that may be issued in the Company and Class B shares may be issued in a maximum number equivalent to 100 percent of the total number of shares that may be issued in the Company. The rights associated with the shares may only be changed in accordance with the Swedish Companies Act (Sw. *Aktiebolagslagen* (2005:551)).

As of the date of the Information Brochure, the Company holds 500,000 Class B treasury shares in Momentum Group with a carrying amount of MSEK 48.6. The Company also has two (2) registered call option programmes comprising a total of 484,000 outstanding call options. For more information about each call option programme, refer to the section *Share-based incentive programmes*. Other than the above call option programmes, Momentum Group has no outstanding warrants, convertibles or other share-related financial instruments as of the date of this Information Brochure. The shares in Momentum Group are not the subject of offers submitted due to mandatory public offers¹⁾, redemption rights or sell-out obligations. No public takeover offer has been made for the shares in Momentum Group during the current or preceding financial year.

CERTAIN RIGHTS ASSOCIATED WITH THE SHARES

General Meetings of Shareholders and voting rights

Notice for General Meetings of Shareholders is to be given through an advertisement in *Post- och Inrikes Tidningar* (*Official Swedish Gazette*) and on Momentum Group's website. An announcement of the publication of the notice shall be made in *Svenska Dagbladet*. Shareholders who are entered in the shareholders' register five (5) weekdays before the General Meeting and have notified the Company of their desire to participate in the proceedings of the General Meeting by the date specified in the notice for the General Meeting will be entitled to participate in the General Meeting of Shareholders. At General Meetings of Shareholders, each Class A share entitles the holder to ten (10) votes and each Class B share to one (1) vote. All voting shareholders are entitled to vote for the full number of shares without limitation.

Preferential rights to new shares, etc.

Should the Company decide to issue new Class A or Class B shares in a cash issue or set-off issue, holders of Class A and Class B shares are to have preferential rights to subscribe for new shares of the same share class in proportion to the number of shares previously owned by the holder (primary preferential right). Shares not subscribed for using primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Where the shares thus offered are not sufficient for subscription by subsidiary preferential right, shares shall be distributed among the subscribers in proportion to the number of shares previously held, and to the extent that this is not possible, by drawing lots.

Should the Company decide to issue only Class A or Class B shares in a cash issue or set-off issue, all shareholders, regardless of whether they hold Class A or Class B shares, shall have preferential right to subscribe for new shares in proportion to the number of shares previously owned by the holder. Momentum Group's Articles of Association do not restrict the possibility of deciding on a cash issue or set-off issue with a departure from the preferential rights of shareholders.

Right to dividends and distribution in the event of liquidation

All shares carry equal rights to dividends and to any surplus in the event of liquidation.

1) In connection with the Offer, Nordstjernan has applied for and been granted an exemption by the Swedish Securities Council from making a public offer on Momentum Group after completion of the Offer. Refer to the Swedish Security Council's statement 2019:42.

SHARE CAPITAL DEVELOPMENT

The following table shows the historical development of Momentum Group's share capital since the Company was founded.

Date	Event	Change in number of shares		Total number of shares		Change in share capital (SEK)	Total share capital (SEK)	Quotient value (SEK)	Price (SEK)	Terms
		Class A shares	Class B shares	Class A shares	Class B shares					
8 Aug 2016	New formation	500 ¹⁾	–	500 ¹⁾	–	50,000	50,000	100	–	–
31 Mar 2017	Split 1/50	24,500 ¹⁾	–	25,000 ¹⁾	–	0	50,000	2	–	–
31 Mar 2017	Introduction of separate share classes	–	–	25,000	–	–	–	2	–	–
31 Mar 2017	New share issue	1,038,780	27,201,636	1,063,780	27,201,636	56,480,832	56,530,832	2	2	Cash
2 Aug 2017	Conversion of Class A shares	-1,344	1,344	1,062,436	27,202,980	0	56,530,832	2	–	–
2020	New share issue ²⁾	–	33,280,000	1,062,436	60,482,980	66,560,000	123,090,832	2	–	Issue in kind

- 1) Prior to the introduction of separate share classes, the Company had only one share class. For formatting purposes, these shares are presented in the column for Class A shares.
 2) Figures are based on full completion of the Offer and the assumption that all shareholders in Swedol will choose to accept the Share Consideration. The Share Contribution corresponds to 0.40 new Class B share in Momentum Group for each Class A and Class B share in Swedol.

NEW SHARE ISSUE IN CONNECTION WITH THE OFFER AND DILUTION**Resolution by the General Meeting of Shareholders**

The Board of Directors has proposed that the Extraordinary General Meeting on 17 December 2019 resolve to authorise the Board, for the period until the next Annual General Meeting, to resolve on a New Share Issue on one or more occasions. According to the Board's proposal, only shareholders in Swedol will be entitled to subscribe for shares under this authorisation. Subscribed shares are to be paid for with non-cash consideration comprising shares in Swedol.

Dilution

Should the Extraordinary General Meeting on 17 December 2019 resolve to authorise the Board of the Company to resolve on a New Share Issue, this will cause the number of shares in the Company, upon full subscription, meaning that all shareholders in Swedol accept the Share Consideration, to increase from 28,265,416 to 61,545,416, including shares repurchased by the Company, corresponding to an increase of approximately 118 percent, which will entail a dilution effect corresponding to a maximum of approximately 54.5 percent of the share capital and about 47.1 percent of the votes in Momentum Group after the New Share Issue. The dilution effect has been calculated as the maximum number of shares and votes that may be issued divided by the maximum total number of shares and votes in the Company after the New Share Issue.

AUTHORISATION

At the Annual General Meeting on 29 August 2019, the Board was authorised, prior to the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds ten (10) percent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the stock exchange rules at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board was also authorised by the same Annual General Meeting, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to disapply the shareholders' preferential rights and stipulates that payment may be made by other means than money.

OWNERSHIP STRUCTURE

Below is a list of all shareholders – to the best of the Company’s knowledge – with a holding that exceeds five (5) percent of the shares in the Company or five (5) percent of the votes for all shares.

Shareholder	Number of Class A shares	Number of Class B shares	Percent of capital ¹⁾	Percent of votes ²⁾
Nordstjernan	495,848	3,602,817	14.8	22.9
Tom Hedelius	493,124	0	1.8	13.2
Swedbank Robur Funds	0	2,971,496	10.7	8.0
SEB Funds	0	2,208,630	8.0	5.9
Handelsbanken Funds	0	1,931,046	7.0	5.2
Other	73,464	15,988,991	57.9	44.8
Total	1,062,436	26,702,980	100.00	100.00
<i>Additional: Repurchased Class B shares</i>		500,000		
Total	1,062,436	27,202,980	100.00	100.00

1) The Company’s own holding of Class B shares has not been taken into consideration in the calculation of the percent of capital according to this column.

2) The Company’s own holding of Class B shares has not been taken into consideration in the calculation of the percent of votes according to this column.

SHAREHOLDER AGREEMENTS

As far as the Board of Directors of Momentum Group is aware, there are no shareholder agreements or arrangements between Momentum Group’s shareholders pertaining to joint control over the Company. As far as the Board of Directors of Momentum Group is aware, nor are there any agreements or the equivalent that could lead to a change in control over the Company.

SHARE-BASED INCENTIVE PROGRAMMES

There are currently two (2) share-based incentive programmes in Momentum Group.

In the 2017 programme, 234,000 call options are outstanding, which entitle the holders to acquire 234,000 Class B shares in the Company. The redemption price for these call options is set at SEK 121.60 per share and redemption can take place on two occasions: (i) during the period 12–25 February 2021, inclusive (after the Company has published its Interim Report for the period 1 April – 31 December 2020), and (ii) during the period 12 – 25 May 2021, inclusive (after the Company has published its Financial Report for the period 1 April 2020–31 March 2021).

In the 2018 programme, 250,000 call options are outstanding, which entitle the holders to acquire 250,000 Class B shares in the Company. The redemption price for these call options is set at SEK 137.30 per share and redemption can take place on two occasions: (i) during the period 14–28 February 2022, inclusive (after the Company has published its Interim Report for the period 1 April – 31 December 2021), and (ii) during the period 16–30 May 2022, inclusive (after the Company has published its Financial Report for the period 1 April 2021–31 March 2022).

INFORMATION ABOUT TAKEOVER BIDS AND REDEMPTION OF MINORITY SHARES

According to the Takeovers Act, a party that holds no shares or holds shares representing less than three-tenths (3/10) of the number of votes for all shares in a Swedish limited liability company whose shares are admitted to trading on a regulated market (the “**Target**”) and who, through the acquisition of shares in the Target solely or together with a related party, achieves a shareholding that represents at least three-tenths (3/10) of the number of votes for all shares in the Target, must immediately disclose the size of his/her shareholding in the Target and, within four (4) weeks thereafter, make a public offer for the remaining shares in the Target (mandatory bid).

However, a shareholder who, directly or through a subsidiary, holds more than 90 percent of the shares in a Swedish limited liability company (the “**Majority Shareholder**”) is entitled to redeem the remaining shares in the Target Company. The owners of the remaining shares (the “**Minority Shareholders**”) have a corresponding right to have their shares redeemed by the Majority Shareholder. The procedure for the redemption of the Minority Shareholders’ shares is regulated by the Swedish Companies Act.

CENTRAL SECURITIES DEPOSITORY

Momentum Group’s Articles of Association include a record date provision and the Company’s shares are connected to the electronic securities system with Euroclear as the central securities depository (Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden). No share certificates have been issued for the Company’s shares.



ONICS
ELECTRONICS
RATION

3D Blocks

OLD HINDECK
OF AERODROME

SOL
PARAGLIDERS

15 pcs/set 1/2"

DC ENGENHARIA
Projetos de engenharia
Fabricação de peças
Montagem de sistemas
Atendimento personalizado
Atendimento de emergência
e manutenção preventiva.

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Fabricação de peças
Montagem de sistemas
Atendimento personalizado
Atendimento de emergência
e manutenção preventiva.

CIS clips

INFORMATION CONCERNING SWEDOL

Condensed financial information

The following financial information concerning Swedol has been taken from the audited Annual Reports for the 2016, 2017 and 2018 financial years as well as the unaudited Interim Report for the period 1 January – 30 September 2019, with comparative figures for the corresponding period 1 January – 30 September 2018.

The consolidated financial statements for the 2016, 2017 and 2018 financial years have been prepared in accordance with the Swedish Annual Accounts Act (*Sw. Årsredovisningslagen (1995:1554)*), Recommendation RFR 1 *Supplementary Accounting Rules for Groups* issued by the International Financial Reporting Standards (IFRS) and interpretations issued by the International Financial Interpretations Committee (IFRIC) as adopted by the EU.

The Interim Report for the period 1 January – 30 September 2019 has been prepared in accordance with IAS 34 *Interim Financial Reporting* and IFRS as adopted by the EU.

The consolidated financial statements for the 2016, 2017 and 2018 financial years have been audited by Swedol's auditors. The Interim Report for the period 1 January – 30 September 2019 has been reviewed by Swedol's auditors.

This section contains certain alternative performance measures that are not defined as measures of financial performance in accordance with IFRS but are used by Swedol's management to measure the underlying performance of the operations and business.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

MSEK	Jan – Sep 2019* Reviewed	Jan – Sep 2018 Reviewed	Jan – Dec 2018 Audited	Jan – Dec 2017 Audited	Jan – Dec 2016 Audited
Revenue	2,554.6	2,263.0	3,241.3	3,067.1	2,371.2
Cost of goods sold	-1,522.6	-1,349.1	-1,917.1	-1,858.5	-1,448.3
Gross profit	1,032.0	913.9	1,324.2	1,208.6	922.9
Other revenue	21.5	13.3	20.9	8.5	10.5
Sales costs	-745.0	-655.9	-902.9	-825.4	-659.5
Administration costs	-90.1	-81.9	-116.9	-110.9	-90.4
Other costs	–	-0.1	–	–	-7.3
Operating profit	218.3	189.3	325.3	280.7	176.2
Loss from financial items	-21.8	-5.3	-8.0	-10.6	-11.8
Profit before tax	196.5	184.0	317.3	270.1	164.4
Income tax	-47.6	-40.9	-65.0	-62.9	-37.4
Profit for the period**	148.9	143.0	252.3	207.2	127.0
Other comprehensive income for the period					
<i>Items that may be reclassified to the income statement</i>					
Translation differences on foreign business	18.9	12.0	-1.2	-5.3	2.0
Cash flow hedges	11.5	3.4	-1.5	-9.6	10.2
Deferred tax related to cash flow hedges	-2.5	-0.7	0.3	2.1	-2.2
<i>Items that will not be reclassified to the income statement</i>					
	–	–	–	–	–
Other comprehensive income for the period, net after tax	28.0	14.6	-2.4	-12.8	10.0
Total comprehensive income for the period**	176.9	157.6	249.9	194.4	137.0
Data per share					
Earnings per share, before and after dilution (SEK)	1.79	1.72	3.03	2.49	1.53

* As of 1 January 2019, the group applies IFRS 16 *Leases*. The transition was made using the modified retrospective approach, which means that comparative figures have not been restated. The transition effects on the balance sheet, income statement and performance measures during the period 1 January – 30 September 2019 are presented in Note 8 of the Interim Report for the third quarter of 2019.

** Profit attributable to Parent Company shareholders.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

MSEK	30 Sep 2019* Reviewed	30 Sep 2018 Reviewed	31 Dec 2018 Audited	31 Dec 2017 Audited	31 Dec 2016 Audited
ASSETS					
Intangible assets	773.3	670.7	744.6	636.5	632.3
Right-of-use assets	576.2	–	–	–	–
Tangible non-current assets	272.6	246.5	254.6	253.3	261.7
Deferred tax receivables	9.4	0.3	4.3	9.0	10.8
Total non-current assets	1,631.5	917.5	1,003.5	898.8	904.7
Inventory	1,029.9	787.2**	820.8	711.1	693.9
Account receivables	382.5	363.1	331.4	316.5	279.3
Other receivables	113.8	122.8**	141.5	93.2	86.8
Current tax receivables	0.2	2.4	0.1	24.9	–
Derivative instruments	9.2	5.5	1.6	1.9	8.8
Cash and cash equivalents	37.5	257.7	234.1	303.6	230.0
Total current assets	1,573.0	1,538.5	1,529.5	1,451.2	1,298.8
TOTAL ASSETS	3,204.5	2,456.0	2,533.0	2,350.0	2,203.5
SHAREHOLDERS' EQUITY AND LIABILITIES					
Shareholders' equity (attributable to Parent Company shareholders)					
	1,332.6	1,161.2	1,255.5	1,080.0	930.2
Non-current lease liabilities	374.8	–	–	–	–
Non-current interest-bearing liabilities	416.9	505.8	465.5	543.5	619.9
Deferred tax liabilities	151.4	135.8	145.8	136.2	132.9
Total non-current liabilities	943.1	641.5	611.4	679.8	752.8
Accounts payable	302.4	329.6	311.4	255.5	262.9
Current lease liabilities	179.1	–	–	–	–
Current interest-bearing liabilities	214.8	80.0	80.0	83.5	85.1
Other current non-interest-bearing liabilities	203.9	201.5	223.3	184.7	161.1
Derivative instruments	0.1	2.5	3.5	2.7	–
Current tax liabilities	28.6	39.7	48.0	63.7	11.4
Total current liabilities	928.9	653.3	666.2	590.2	520.5
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	3,204.5	2,456.0	2,533.0	2,350.0	2,203.5

* As of 1 January 2019, the group applies IFRS 16 *Leases*. The transition was made using the modified retrospective approach, which means that comparative figures have not been restated. The transition effects on the balance sheet, income statement and performance measures during the period 1 January – 30 September 2019 are presented in Note 8 of the Interim Report for the third quarter of 2019.

** The group has adjusted the calculation of inventory through a transfer between other receivables and inventory so that inventory no longer includes prepayments. This has resulted in the comparative figures being restated.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

MSEK	Jan – Sep 2019* Reviewed	Jan – Sep 2018 Reviewed	Jan – Dec 2018 Audited	Jan – Dec 2017 Audited	Jan – Dec 2016 Audited
Profit before tax	196.5	184.0	317.3	270.1	164.4
Adjustments for items not included in cash flow	222.0	60.7	59.9	38.3	56.9
Change in operating capital					
Change in inventories	-189.4	-96.6**	-101.2	-17.2	-86.8
Change in receivables	-49.3	-59.6**	-20.2	-23.8	-30.5
Change in liabilities	-41.2	83.5	66.1	15.2	53.4
Cash flow from operations	138.7	171.9	321.9	282.6	157.4
Net interest	-13.2	-7.7	-9.8	-13.3	-15.5
Tax paid	-70.9	-33.7	-47.6	-30.6	-17.9
Cash flow from operating activities	54.7	130.5	264.5	238.7	124.0
Acquisition of subsidiaries/operations	-42.4	-14.1	-111.9	–	-332.6
Acquisition of other non current assets	-77.3	-47.1	-66.9	-46.7	-30.0
Cash flow from investment activities	-119.7	-61.2	-178.8	-46.7	-362.6
New share issue	–	–	–	–	305.9
Received loans	134.8	-0.3	-0.3	3.2	814.1
Repayment of loans	-168.9	-40	-80.0	-80.0	-625.9
Dividend paid	-99.8	-74.9	-74.9	-41.6	-28.8
Cash flow from financing activities	-134.0	-115.2	-155.2	-118.4	465.3
Cash flow for the period	-199.0	-45.9	-69.5	73.6	226.7
Cash and cash equivalents at start of the period	234.1	303.6	303.6	230.0	3.3
Exchange-rate differences in cash and cash equivalents	2.3	–	–	–	–
Cash and cash equivalents at end of the period	37.5	257.7	234.1	303.6	230.0

* As of 1 January 2019, the group applies IFRS 16 Leases. The transition was made using the modified retrospective approach, which means that comparative figures have not been restated. The transition effects on the balance sheet, income statement and performance measures during the period 1 January – 30 September 2019 are presented in Note 8 of the interim report for the third quarter of 2019.

** The group has adjusted the calculation of inventory through a transfer between other receivables and inventory so that inventory no longer includes prepayments. This has resulted in the comparative figures being restated.

KEY FIGURES FOR THE GROUP

	Jan – Sep 2019* Reviewed	Jan – Sep 2018 Reviewed	Jan – Dec 2018 Audited	Jan – Dec 2017 Audited	Jan – Dec 2016 Audited
Margin measurements					
Revenue growth, %	12.9	5.9	5.7	29.3	54.0
Gross margin, %	40.4	40.4	40.9	39.4	38.9
Operating margin, %	8.5	8.4	10.0	9.2	7.4
Financial metrics					
Return on average capital employed, %**	16.7	18.3	18.8	17.1	16.0
Return on average shareholders' equity, %**	20.7	21.7	21.6	20.6	17.6
Net debt to EBITDA, times**	2.06	0.90	0.8	1.0	1.9
Equity ratio, %	41.6	47.3	49.6	46.0	42.2
Capital employed, MSEK	2,518.1	1,747.0	1,801.0	1,707.1	1,635.2
Share dividend of net profit, %	–	–	39.6	36.1	32.8
Activities related key figures					
Gross investments, MSEK	119.7	61.2	66.9	46.7	30.0
Depreciation and amortisation, MSEK	185.5	45.8	62.1	51.0	43.8
Cash flow from operating activities, MSEK	54.7	130.5	264.5	238.7	124.0
Sustainability related key figures					
Number of employees at the end of the period, number	1,168	971	1,041	903***	914
Average number of employees during the period, number	1,119	955	982	901***	751
Data per share					
Earnings, SEK****	1.79	1.72	3.03	2.49	1.53*****
Cash flow from operating activities, SEK	0.66	1.57	3.18	2.87	1.49*****
Shareholders' equity, SEK	16.02	13.96	15.09	12.98	11.18*****
Dividend, SEK	1.20	0.90	1.20	0.90	0.50*****
Share price on balance sheet day, SEK	37.00	32.50	31.40	29.10	25.90
Number of shares, thousands	83,200	83,200	83,200	83,200	83,200

* As of 1 January 2019, the group applies IFRS 16 Leases. The transition was made using the modified retrospective approach, which means that comparative figures have not been restated. The transition effects on the balance sheet, income statement and performance measures during the period 1 January – 30 September 2019 are presented in Note 8 of the Interim Report for the third quarter of 2019.

** Rolling twelve months. IFRS 16 is applied as of 1 January 2019.

*** These figures have been taken from the Annual Report for 2017. The calculation method for the number of employees has been adjusted with effect from the third quarter of 2018 inclusive. This has resulted in the comparative figures being restated. The change was made to better reflect the number of employees and number of hours worked within the group. According to the new calculation method, the number of employees in 2017 was 947 at the end of period and the average number of employees during the period was 945.

**** Earnings per share are the same before and after dilution since there are no outstanding warrants or convertibles that can entail dilution.

***** Restated in respect of the preferential share issue in 2016.

DEFINITIONS OF KEY FIGURES

Swedol reports key figures to describe the underlying profitability of its business and to improve comparability between reporting periods and sectors. Swedol uses the four financial key figures of growth, operating margin, return on shareholders' equity and equity ratio when setting long-term targets. In addition to these key figures, a number of other complementary key figures are used that Swedol considers relevant for users of its financial reports to assess the possibility of dividend payments, make strategic investments, evaluate profitability and assess the group's ability to live up to its financial undertakings. The group applies the European Securities and Markets Authority (ESMA) guidelines for reporting alternative key figures.

FINANCIAL KEY FIGURES – LONG-TERM FINANCIAL TARGETS

	Definition	Reason
Growth, %	Revenue for the current period divided by revenue for the comparative period minus one.	–
Operating margin, %	Operating profit as a percentage of revenue.	The group views operating margin as a relevant key figure for investors wishing to understand what proportion of revenue remains to cover interest, tax and earnings.
Return on average shareholders' equity, %	Profit for the year (as a full-year equivalent) as a percentage of average shareholders' equity, meaning the sum of equity at the beginning and end of the period divided by two.	Return on average shareholders' equity is a ratio that the group considers to be important for investors who wish to compare their investment with alternative investments.
Equity ratio, %	Shareholders' equity as a percentage of total assets.	Equity ratio is a ratio the group considers important for credit providers who wish to understand the company's long-term ability to repay.

FINANCIAL KEY FIGURES – OTHER

	Definition	Reason
Profit margin, %	Profit after financial items as a percentage of revenue.	The group considers profit margin to be relevant for investors as it shows what proportion of revenue remains when all costs, excluding tax, are covered and accordingly puts profit in relation to the scale of the enterprise.
Earnings per share, SEK	Profit for the period divided by the number of shares, adjusted for new share issues and split.	–
Return on average capital employed, %	Profit before tax increased by financial costs as a percentage of average capital employed at the start and end of the period, respectively, divided by two.	Return on average capital employed is a ratio that the group considers important for investors who want to understand profit generation in relation to capital employed.
Net debt to EBITDA, times	Net debt is defined as interest-bearing liabilities (sum of current and non-current interest-bearing liabilities) minus cash and cash equivalents. The definition of EBITDA (earnings before interest, tax, depreciation and amortisation) is operating profit excluding depreciation and write downs of tangible and intangible assets. Net debt divided by EBITDA.	Net debt (interest-bearing net debt) in relation to EBITDA is a ratio that the group considers relevant for credit providers wishing to understand the group's total debt position in relation to its profit generating capacity.
Capital employed, SEK	Total capital (total assets) less non-interest-bearing liabilities and other appropriations, including deferred tax liability.	Capital employed is a ratio that the group considers to be of practical application for investors as it shows what proportion of group assets is financed by interest attracting capital.
Cash flow from operation activities per share, SEK	Cash flow for the period from operating activities, divided by the number of shares, adjusted for new share issues and split.	–
Shareholders' equity per share, SEK	Shareholders' equity divided by the number of shares, adjusted for new share issues and split.	The group considers shareholders' equity per share to be a relevant key ratio for investors as it shows the proportion of shareholders' equity that belongs to shareholders in the Parent Company.

SECTOR-SPECIFIC KEY FIGURES

	Definition	Reason
Gross margin, %	Revenue minus cost of goods sold, divided by revenue.	Gross margin is a ratio that the group considers important for investors who wish to understand how profitable products are.
Comparable units	Comparable units are units that were open during the entire period referred to, meaning during both the current and previous year. Integrated stores are viewed as comparable units.	–
Other units	Other units relate to all other sales that are not comparable.	–

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