

Malmö, 25 September 2023

Statement from the independent bid committee within Duni Group regarding the mandatory public offer from Mellby Gård AB

The independent bid committee of Duni AB (publ) (“Duni Group” or the “Company”) unanimously recommends the shareholders of Duni Group not to accept the cash-based mandatory public offer submitted by Mellby Gård AB (“Mellby Gård”) on 8 September 2023.

Background

This statement is made by the independent bid committee of Duni Group pursuant to Nasdaq Stockholm’s Takeover Rules (the “Takeover Rules”).

On 14 August 2023, Duni Group’s main shareholder Mellby Gård announced that Mellby Gård had acquired 6,000 shares in Duni Group for a maximum price of 96.80 SEK per share and that the shareholding thereafter amounted to a total of 14,100,500 shares in Duni Group, corresponding to 30.00 per cent of the shares and votes. Through the acquisition of additional shares in Duni Group, an obligation arose for Mellby Gård to submit a public offer for the remaining shares in Duni Group (a mandatory public offer) within four weeks from the acquisition date, in accordance with the Swedish Takeovers Act on the stock market.

On 8 September 2023, Mellby Gård submitted a public offer to the shareholders in Duni Group to transfer all of their shares in Duni Group to Mellby Gård for SEK 96.80 in cash per share (the “Offer”). On 11 September 2023 Mellby Gård published an offer document regarding the Offer.

The Offer values all 46,999,032 shares in Duni Group at approximately SEK 4,550 million. The total value of the Offer, based on 32,898,532 outstanding shares in Duni Group which are not owned by Mellby Gård, amounts to approximately SEK 3,185 million.

The Offer price represents:

- a premium of 0.00 per cent compared to the closing price of SEK 96.80 for the Duni share on Nasdaq Stockholm on 7 September 2023 (which was the last trading day prior to the announcement of the Offer);
- a premium of 0.41 per cent compared to the closing price of SEK 96.40 for the Duni share on Nasdaq Stockholm on 11 August 2023 (which was the last trading day before Mellby Gård announced that the mandatory bid threshold was crossed);

- a negative premium of 0.87 per cent compared to the volume-weighted average share price of SEK 97.65 for the Duni share on Nasdaq Stockholm during the last 30 trading days up to and including 7 September 2023; and
- a negative premium of 2.16 per cent compared to the volume-weighted average share price of SEK 98.93 for the Duni share on Nasdaq Stockholm during the last 90 trading days up to and including 7 September 2023.

The acceptance period for the Offer commenced on 12 September 2023 and expires on 10 October 2023.

The completion of the Offer is conditional upon, with respect to the Offer and completion of the acquisition of Duni Group, receipt of all necessary regulatory, governmental or similar clearances, approvals, decisions and other actions from authorities or similar, including from competition authorities, in each case on terms which, in Mellby Gård's opinion, are acceptable.

For further information about the Offer, please refer to <https://mellby-gaard.se/en/duni-offer>.

The independent bid committee

The Board of Directors of Duni Group has instructed the independent Board members Pia Marions, Morten Falkenberg, Viktoria Bergman, Janne Moltke-Leth, Maria Fredholm and David Green to form an independent bid committee to handle and resolve on matters relating to the Offer, which is normally handled by the Board as a whole. The Chairperson of the Board of Duni Group Thomas Gustafsson and Board member Sven Knutsson have, due to their respective commitments in companies within the Mellby Gård Group, conflicts of interest and are therefore not part of the bid committee and they have thus not participated in the handling of or decisions on matters related to the Offer. Accordingly, section III of the Takeover Rules is applicable on the Offer. The independent bid committee has therefore, in accordance with item III.3 of the Takeover Rules, requested a fairness opinion from Grant Thornton Sweden AB ("**Grant Thornton**"). The fairness opinion is attached to this statement. Grant Thornton receives a fixed fee for providing the fairness opinion which is not contingent upon the amount of the Offer price, the acceptance level of the Offer or whether it is completed or not.

Impact on the Company and its employees

In accordance with the Takeover Rules the independent bid committee is required, on the basis of Mellby Gård's statement in the press release announcing the Offer, to present its opinion regarding the impact that the implementation of the Offer will have on the company, particularly on terms of employment and its opinion regarding Mellby Gård's strategic plans for the Company and the effect it is anticipated that such plans will have on employment and on the locations where the company operates.

In its press release, Mellby Gård stated, among other things, the following:

"Mellby Gård values the important role of the Duni employees. Furthermore, Mellby Gård's shareholding in Duni is a strategic ownership with a very long-term perspective. Mellby Gård does not plan any changes regarding Duni's

operations or its management or employees as a result of the Offer (including employment terms and conditions), or for the employment at the locations where Duni operates. Mellby Gård does currently not have any strategic plans for the Company that may have an impact on employment or the locations where Duni operates.”

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

The independent bid committee’s statement on the Offer

The bid committee’s opinion of the Offer is based on an overall assessment of a number of factors that the independent bid committee has considered relevant in the evaluation of the Offer. These factors include, but are not limited to, the market share price of Duni Group, the Company’s strategic options given its operational and financial prerequisites as well as prevailing market conditions and challenges in each market in which the Company operates, the Company’s expected future development and related opportunities and risks.

Further, the independent bid committee has analysed the Offer using the methods normally used for evaluating public offers for listed companies, including Duni Group’s valuation in relation to comparable listed companies and comparable transactions, premiums in previous public offers, the stock market’s expectations in respect of Duni Group and the independent bid committee’s view on Duni Groups long-term value, based on expected future cash flows.

The bid committee also notes that Mellby Gård has expressed that the increase of Mellby Gård’s shareholding in Duni Group to 30 per cent is not motivated by any ambition or attempt to acquire all outstanding shares in Duni Group, but of a strong belief in the future prospects of Duni Group and Mellby Gård’s ambition to continue to support the growth and development of Duni as a very long-term and active major shareholder.

Further, the bid committee has considered the independent fairness opinion from Grant Thornton, according to which the Offer, subject to the conditions and assumptions stated therein, is not considered fair from a financial perspective to the shareholders in Duni Group.

Having conducted this evaluation, the independent bid committee believes that the terms of the Offer do not reflect the long-term growth prospect of Duni Group.

In view of the above, the independent bid committee unanimously recommends Duni Group’s shareholders to not accept the Offer.

However, the independent bid committee believes that the interest shown by the main shareholder Mellby Gård to increase its holding in the Company and its willingness to contribute to the Company’s continued development in the long-term through its experience and financial strength is positive for the Company.

Other

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

Advisor

Mannheimer Swartling Advokatbyrå AB is legal advisor to Duni Group.

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