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Axentia Group AB (publ)

Tender Information Document in respect of a tender offer for Axentia Group AB's (publ) outstanding senior secured callable floating rate bonds with ISIN SE0022060711

Axentia Group AB (publ), reg.no. 559224-8842 (the "**Issuer**") today announces its invitation to the holders of the bonds described under the heading "Purchase price" below (the "**Bonds**") (including any beneficial owners who hold their Bonds via nominees or custodians) (the "**Bondholders**") to tender any or all of their Bonds for purchase by the Issuer for cash (the "**Tender Offer**") subject to the Transaction Cap (as defined below) and the satisfaction of the New Financing Conditions (as defined below) being met. The Issuer has appointed DNB Carnegie Investment Bank AB (publ) ("**DNB Carnegie**") and Skandinaviska Enskilda Banken AB (publ) ("**SEB**") to act as dealer managers and tender agents (the "**Dealer Managers**") in connection with the Tender Offer.

In conjunction with the Tender Offer, the Issuer intends to issue senior secured callable floating rate bonds (the "**New Bonds**"), subject to market conditions. The Issuer has mandated DNB Carnegie as sole global coordinator and joint bookrunner and SEB as joint bookrunner in respect of the issuance of the New Bonds.

The Tender Offer is made on the terms and subject to the conditions set out below.

Purchase price
Subject to the terms and conditions set out in this tender information document and the applicable minimum denomination in respect of the Bonds, the Issuer offers to purchase the Bonds at the purchase price set out below (the "**Purchase Price**"):

Description of the Bonds	ISIN	Outstanding Amount	Minimum Denomination	Purchase Price
2024/2028 Senior secured EUR denominated	SE0022060711	EUR 65,000,000	EUR 100,000	102.50%

The Issuer will also pay an amount equal to any accrued and unpaid interest on the Bonds on the Settlement Date (as defined below) in accordance with the terms and conditions of the Bonds ("**Accrued Interest**").

Deadline
The Tender Offer expires at 14.00 CEST on 8 May 2026, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "**Expiration Date**"). The Issuer will announce the results and (acting in its sole and absolute discretion) whether any Bonds will be accepted for purchase under the Tender Offer as soon as reasonably practicable after the pricing of the New Bonds. Settlement of the Tender Offer is expected to occur on or about 18 May 2026 (the "**Settlement Date**") and to the extent possible on the same day as the settlement of the New Bonds, such Settlement Date to be communicated as part of the New Bonds book building process. Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Managers. The Dealer Managers are acting solely as settlement agents on behalf of the Issuer, and any trades booked as part of the settlement of the Tender Offer shall be understood as being between the relevant Bondholders and the Issuer, with relevant risks and responsibilities to carry out such settlement being between the Bondholders and the Issuer. Bondholders should note that the Dealer Managers will not be bound to make any payments to Bondholders, and any payments to Bondholders by the Dealer Managers on behalf of the Issuer will be subject to the aggregate amount of all amounts payable by the Issuer having been identified as being received by the Dealer Managers. The

Dealer Managers disclaim any liability whatsoever toward Bondholders in connection with the Tender Offer and any execution of the tender settlement.

Subject to the terms and conditions set out in this tender information document and applicable law, the Issuer may, in its sole and absolute discretion, extend, re-open, amend or waive any condition of or terminate the Tender Offer at any time. Bondholders are advised to carefully read this document for the details of and information on the procedures for participating in the Tender Offer.

Transaction Cap

The tendered amount of Bonds accepted by the Issuer will be capped at an amount equal to the total nominal amount of New Bonds issued (the "**Transaction Cap**"), subject to the Issuer's sole discretion of increasing, decreasing or removing the Transaction Cap. If the Issuer decides to accept for purchase valid tender instructions made pursuant to the Tender Offer and the aggregate nominal amount of Bonds validly tendered pursuant to the Tender Offer is greater than the Transaction Cap, the Issuer will accept such Bonds for purchase on a pro rata basis and on the principles described below, subject to the minimum denomination of EUR 100,000.

Priority take out and scaling

In the event of any scaling in the acceptance of Bonds to be purchased in the Tender Offer, the Issuer will firstly accept tender instructions from investors who subscribe for and are allocated New Bonds up to the nominal amount subscribed for and allocated in the issue of the New Bonds to such investor. In respect of tender instructions for Bonds that have not been priority allocated in accordance with the aforesaid, the Issuer will thereafter secondly accept either all or none of the tender instructions of Bonds submitted at the minimum denomination of the respective Bonds and thirdly all other tender instructions of Bonds with a total nominal amount above the minimum denomination on a pro rata basis. The acceptance of tender instructions of Bonds will be rounded down to a multiple of EUR 100,000 and any scaling made by the Issuer is binding on all Bondholders who validly tendered their Bonds.

Purpose of the Tender Offer
The Tender Offer is being made as part of the Issuer's commitments to exercise active management of its balance sheet. The purpose of the Tender Offer is to pro-actively manage the Issuer's upcoming debt redemptions and to lengthen its debt maturity profile.

Priority in New Bonds
The Issuer will, in connection with the allocation of the New Bonds, consider, among other factors, whether or not the relevant investor seeking an allocation of the New Bonds has, prior to such allocation, validly tendered Bonds pursuant to the Tender Offer and, if so, the aggregate nominal amount of Bonds tendered by such investor, subject to the investor being an eligible buyer of the New Bonds given the target market for the New Bonds in accordance with Directive 2014/65/EU (MiFID II). In the event that a Bondholder validly tenders Bonds pursuant to the Tender Offer, such Bonds will remain subject to the conditions of the Tender Offer as set out in this Tender Information Document irrespective of whether that Bondholder receives all, part or none of any allocation of New Bonds for which it has applied.

Bondholders are advised that (i) no assurance is given, in any event, that a particular Bondholder will be allocated New Bonds up to or in excess of the allocation for which it has applied; (ii) priority allocation preferences granted in connection with valid tenders of Bonds may be subject to *pro rata* scaling; and (iii) in connection with the New Bonds, the Issuer may decide in its sole discretion, not to issue any New Bonds, as a result of which Bondholders who have requested a priority allocation preference will receive no such allocation and Bondholders who make any separate application will receive no New Bonds. The Issuer has sole discretion to modify or disregard priority allocation preferences in determining allocations with respect to any New Bonds issued.

New Financing Conditions
The Issuer's acceptance of Bonds validly tendered for purchase pursuant to the Tender Offer is conditional upon that, in the absolute and sole discretion and determination of the Issuer, (i) the terms and conditions of the New Bonds are satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Bonds and (ii) the successful outcome of the issuance of New Bonds (including the receipt of funds by the Issuer), which will enable the Issuer to finance the Purchase Price and Accrued Interest of the total amount of Bonds validly tendered and accepted for purchase pursuant to the Tender Offer (together "**New Financing Conditions**").

For the avoidance of doubt, the Issuer is not under any obligation to accept any tender of Bonds for purchase pursuant to the Tender Offer. Any tender of Bonds for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Bondholders to furnish any reason or justification for refusing to accept a tender of Bonds for purchase.

The Issuer's acceptance of Bonds validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but in any event subject to the satisfaction of the New Financing Conditions.

As announced by the Issuer in a press release dated 4 May 2026, the Issuer will redeem all Bonds in full which are not being tendered in the Tender Offer, conditional upon the consummation of the issuance and the settlement of the New Bonds, in accordance with the terms and conditions of the Bonds. The Bonds will in such early redemption be redeemed at a price equal to 102.50 per cent. of the nominal amount (plus accrued and unpaid interest).

Restrictions: No offer or sale of New Bonds
Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Bonds in the United States or any other jurisdiction.

Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except for “Qualified Institutional Buyers” (“**QIB**”) within the meaning of Rule 144A under the U.S. Securities Act. In the application form relating to the New Bonds, each person applying for the New Bonds must confirm whether it is a U.S. person (as defined in Regulation S under the Securities Act) and if it is a U.S. person it must confirm, inter alia, that it is a QIB. Investors who wish to buy New Bonds should contact their sales contact at either of the Dealer Managers to obtain all relevant documentation.

Investors should carefully read and consider the selling restrictions set out below in the section “Offer and Distribution Restrictions”.

Participation
Bondholders can only participate in the Tender Offer by submitting a valid tender instruction. Only Bondholders who are customers of, and can execute a secondary trade upon settlement with, DNB Carnegie or SEB with all required know your customer (KYC) and similar documentation in place to the satisfaction of DNB Carnegie or SEB, as applicable, may participate in this Tender Offer and Bondholders must contact a Dealer Manager to receive a tender application form that includes the details of how to participate in the Tender Offer. Tender instructions given via the tender application form or via other form of tender instructions in a way that is permitted in accordance with what is stated in the tender application form are irrevocable by the Bondholders, except for in the limited circumstances described in the tender application form.

Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial, legal and regulatory consequences of participating in the Tender Offer. Bondholders who do not participate in the Tender Offer, or whose Bonds are not accepted for purchase by the Issuer, will continue to hold their Bonds subject to the terms and conditions of the Bonds.

To obtain a tender application form and participate in the Tender Offer, please contact a Dealer Manager at the details below.

Placing fee
The Dealer Managers in their capacities as joint arrangers and bookrunners in respect of the issuance of the New Bonds will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Bonds.

CONTACT INFORMATION

Sole Global Coordinator, Joint Bookrunner and Dealer Manager
DNB Carnegie Investment Bank AB (publ)
Email: bond.syndicate@dnbcarnegie.no

Joint Bookrunner and Dealer Manager
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Issuer
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DISCLAIMER

This tender information document contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Bondholder is in any doubt as to the action it should take or is unsure of the impact of the Tender Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any Bondholder whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Tender Offer. Neither the Issuer nor the Dealer Managers nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Bonds should tender Bonds for purchase pursuant to the Tender Offer or is providing Bondholders with any legal, business, financial, accounting, tax or other advice in this tender information document.

Offer and Distribution Restrictions

This tender information document does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Dealer Managers to inform themselves about and to observe any such restrictions. The Tender Offer is subject to offer restrictions in, amongst other countries, the United States of America, the United Kingdom and Sweden as set out below.

United States

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")),. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Bonds may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this document and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Bonds cannot be tendered in the Tender Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

This document is not an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Bonds or other securities in the United States or to U.S. Persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act of 1933, as amended.

Each Bondholder participating in the Tender Offer will represent that (i) it is not a U.S. Person, it is not located in the United States and is not participating in the Tender Offer from the United States or (ii) it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraphs, "**United States"** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

This document and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, this document and such other documents and/or materials related to the Tender Offer are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

General

Neither this tender information document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and tenders of Bonds for purchase pursuant to the Tender Offer will not be accepted from Bondholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and the Dealer Managers or any of their affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, tender information document does not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 as supplemented from time to time by Commission delegated regulations (the Prospectus Regulation), nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act. Each holder participating in the Tender Offer will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the tender application form for participating in the Tender Offer available from a Dealer Manager. Any tender of Bonds for purchase pursuant to the Tender Offer from a holder that is unable to make these representations will not be accepted.

The Issuer reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Bonds for purchase pursuant to the Tender Offer, whether any such representation given by a Bondholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission shall not be accepted.