Assemblin



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Assemblin Announces Required Consents Received in its Consent Solicitation Relating to Its Outstanding Senior Secured Floating Rate Notes due 2025

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HÄGERSTEN, July 22, 2021 – Assemblin Financing AB (publ) (the "Issuer", together with its subsidiaries, the "Group") today announced that its consent solicitation, with respect to the Issuer's €100,000,000 aggregate principal amount of Senior Secured Floating Rate Notes due 2025 (the "Temporary Notes"), has been successful, and that on July 22, 2021, the Issuer obtained the required consents necessary to waive (the "Waiver") and approve an amendment to (the "Proposed Amendment" and, together with the Waiver, the "Waiver and Proposed Amendment") certain provisions contained in the Temporary Notes and in the indenture, dated as of February 11, 2021, pursuant to which the Temporary Notes were issued (the "Temporary Indenture"), as set forth in the consent solicitation statement dated July 16, 2021 (the "Consent Solicitation Statement").

The Waiver and Proposed Amendment became effective on July 22, 2021 upon receipt of the required consents (the "Effective Time"). The Waiver and the Proposed Amendment became effective as of the Effective Time, but the Waiver and Proposed Amendment will become operative (with effect from the Effective Time) only after the execution of a supplemental indenture to the Temporary Indenture containing the Proposed Amendment and upon the payment of the consent payment of €1.25 for each €1,000 in principal amount of Temporary Notes for which a consent was validly delivered and not validly revoked (as set forth in the Consent Solicitation Statement). The supplemental indenture to the Temporary Indenture will bind all holders of the Temporary Notes, including those that did not give their consent, although nonconsenting holders of the Temporary Notes will not receive the consent payment.

The consent solicitation was undertaken in connection with the proposed acquisition (the "Fidelix Acquisition") by Assemblin AB, a subsidiary of the Issuer, of Fidelix Holding Oy. Subject to obtaining regulatory approvals and other customary closing conditions, the Group at present expects the Fidelix Acquisition to close in 2021.

The consent payment will be made on July 29, 2021, or such earlier date after the Expiration Time as determined by the Issuer in its sole discretion. No consent payment will be made, and the supplemental

indenture to the Temporary Indenture will not become operative, until the conditions precedent set forth in the Consent Solicitation Statement have been satisfied (or waived) in respect of the Waiver and Proposed Amendment in accordance with the terms of the Consent Solicitation Statement.

This announcement is for information purposes only. The consent solicitation was available only to (1) non-U.S. persons (within the meaning of Regulation S under the U.S. Securities Act of 1933) outside the United States and (2) persons to whom the Temporary Notes were otherwise sold or transferred pursuant to a valid exemption from the registration requirements of the U.S. Securities Act of 1933. This press release is not an offer to sell the securities of the Issuer in the United States. The Temporary Notes have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an exemption from such registration requirement. If any public offering of securities is made in the United States, it will be by means of a prospectus that may be obtained from the Issuer or the selling security holder that will contain detailed information about the Issuer or United Group or its group and its management, as well as financial statements. No public offering of securities will be made in the United States in connection with the above-mentioned transactions. The solicitation of consents was not made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or "blue sky" laws.

Forward-Looking Statements

The Issuer cautions you that statements included in this announcement that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they do not materialize or prove correct, could cause the Group's results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this announcement (including the Fidelix Acquisition) will be completed. The Group assumes no obligation to update any forward-looking statement included in this announcement to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Temporary Notes in any jurisdiction. The consent solicitation shall not be considered an "offer of securities to the public," or give rise to or require a prospectus in a European Economic Area member state which has implemented Regulation (EU) 2017/1129 (together with any applicable implementing measures in any member state) or in the UK in respect of Regulation (EU) 2017/1129, as amended as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The consent solicitation was not made to, and no consents were solicited from, holders or beneficial owners of the Temporary Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may have, in its sole discretion and in compliance with any applicable laws, taken such actions as it deemed necessary to solicit consents in any jurisdiction and may have extended the consent solicitation to, and solicited consents from, persons in such jurisdiction.

The communication of the Consent Solicitation Statement and any other documents or materials relating to the consents were not made, and such documents and/or materials were not approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the Consent Solicitation Statement was not distributed to, and must not be passed on to, the general public in the United Kingdom. Rather, the communication of the Consent Solicitation Statement as a financial promotion was made to, and was directed only at: (a) those persons in the United Kingdom falling

within the definition of Investment Professionals (contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or within Article 43 of the Order, or other persons to whom it may lawfully be communicated in accordance with the Order; or (b) persons outside the United Kingdom to whom it can legally be made (such persons together being "relevant persons"). The Consent Solicitation Statement was only available to relevant persons and the transactions contemplated in the Consent Solicitation Statement were available only to, or engaged in only with relevant persons, and this financial promotion must not be relied or acted upon by persons or any person to whom it may otherwise lawfully be made other than relevant persons.

The making of the consent solicitation may be restricted by laws and regulations in some jurisdictions.

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About Assemblin

Assemblin is an end-to-end installation and service partner with operations in Sweden, Norway and Finland. We design, install and maintain technical systems for air, water and energy. Our vision is to create smart and sustainable installations that make buildings work and people feel comfortable. We do this through close local collaboration supported by a strong organisation. We have annual sales of approximately SEK 10 billion and 5,900 dedicated employees at more than 100 locations in the Nordic region. Read more at assemblin.com.