

**OFFER TO THE SHAREHOLDERS IN  
NORDIC WATERPROOFING HOLDING AB (PUBL)**



## IMPORTANT INFORMATION

Kingspan Holdings (IRL) Limited (a public limited company registered and domiciled in Ireland, reg. no. 43462) (“**Kingspan**”) has launched a public offer to the shareholders in Nordic Waterproofing Holding AB (publ) (reg. no. 556839-3168) (“**Nordic Waterproofing**” or the “**Company**”), in accordance with the conditions set out in this offer document (the “**Offer**” and the “**Offer Document**”, respectively).

The Offer, and the agreements entered into between Kingspan and Nordic Waterproofing’s shareholders in relation to the Offer, shall be governed by and construed in accordance with Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be exclusively settled by Swedish courts, with Stockholm District Court (Sw. *Stockholms tingsrätt*) as the first instance.

Nasdaq Stockholm’s Takeover Rules (the “**Takeover Rules**”) and the Swedish Securities Council’s (Sw. *Aktiemarknadsnämnden*) rulings and statements on the interpretation and application of the Takeover Rules, including, where applicable, the Swedish Securities Council’s rulings and statements on the interpretation and application of the previously 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. Kingspan has, in accordance with the Swedish Act on Public Takeovers on the Stock Market (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) (the “**Takeovers Act**”), on 6 October 2023 contractually undertaken, in writing, towards Nasdaq Stockholm AB to comply with said rules, rulings and statements, and to adhere to the sanctions that Nasdaq Stockholm AB may impose on Kingspan in the event of a breach of the Takeover Rules. Kingspan has on 10 October 2023 informed the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) about the Offer and the abovementioned undertaking towards Nasdaq Stockholm AB.

A Swedish language version of the Offer Document has been approved and registered by the Swedish Financial Supervisory Authority in accordance with Chapter 2 of the Takeovers Act and Chapter 2a of the Swedish Financial Instruments Trading Act (Sw. *lag (1991:980) om handel med finansiella instrument*). Approval and registration by the Swedish Financial Supervisory Authority does not imply that the Swedish Financial Supervisory Authority guarantees that the factual information provided in the Swedish language version of the Offer Document is correct or complete. In the event of any discrepancy in content between the Swedish version and this English translation, the Swedish version shall prevail.

The information in the Offer Document is intended to be accurate, although not complete, only as of the day of the Offer Document. It is not implied that the information has been or will be accurate at any other time. Except where otherwise is required by the Takeover Rules or applicable law or regulation, Kingspan disclaims any obligation or undertaking to publicly announce updates or revisions regarding the Offer Document. The information in the Offer Document is provided solely for purpose of the Offer and is not permitted to be used for any other purpose.

The information regarding Nordic Waterproofing on pages 13 - 54 in the Offer Document is based on information that has been published by Nordic Waterproofing. Therefore, Kingspan does not guarantee that the information included in the Offer Document with respect to Nordic Waterproofing is accurate or complete and does not take any responsibility for such information being accurate or complete. Except where expressly stated, no information in the Offer Document has been reviewed or audited by auditors.

The figures reported in the Offer Document have been rounded as appropriate. This implies that some tables may not sum up correctly. Unless otherwise stated, all information in the Offer Document regarding shareholdings in Nordic Waterproofing is based on there being a total of 24,083,935 outstanding shares in Nordic Waterproofing.

### Forward-looking information

Statements in the Offer Document relating to future status or circumstances, including statements regarding future performance, growth and other projections as well as benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “expects”, “believes”, or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results may differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside Kingspan’s control. Any such forward-looking statements speak only as of the date on which they were made and Kingspan has no obligation (and undertake no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except as required by applicable laws and regulations.

### Offer restrictions

The distribution of this Offer Document and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this Offer Document are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any such jurisdiction. Therefore, persons who receive this Offer Document (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Kingspan disclaims any responsibility or liability for the violations of any such restrictions by any person.

The Offer is not being made, and this Offer Document may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of shareholders in, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, South Africa or the United States or any other jurisdiction in which the making of the Offer, the distribution of this Offer Document or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

The Offer, the information as well as the documentation published through this Offer Document has not been produced, or approved, by such “authorised person” for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, the information and the documents published through this Offer Document may not be distributed in, or forwarded to, the public in the United Kingdom unless an exemption applies. The distribution of information and documents made available through this Offer Document is exempt from the restrictions on financial promotions in section 21 of the FSMA because it is a communication by, or on behalf of, a body corporate which relates to a transaction to acquire day-to-day control of the affairs of that body corporate or to acquire 50 per cent or more of the voting shares of a body corporate, in accordance within article 62 (Sale of body corporate) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

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## THE OFFER IN BRIEF

Consideration	SEK 160 <sup>1</sup> per share in Nordic Waterproofing
Acceptance period begins	23 November 2023
Acceptance period ends	1 February 2024
Commencement of settlement	On or about 8 February 2024

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<sup>1</sup> Should Nordic Waterproofing, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders with a record date occurring prior to the commencement of settlement under the Offer, or issue new shares or take any similar actions resulting in a reduction of the value per share in Nordic Waterproofing, the Offer Price will be adjusted accordingly.

## OFFER TO THE SHAREHOLDERS IN NORDIC WATERPROOFING

### Introduction

On 13 September 2023, Kingspan Holdings (IRL) Limited, corporate registration number 43462 (“**Kingspan**”), announced that it had acquired additional shares in Nordic Waterproofing Holding AB (publ), corporate registration number 556839-3168 (“**Nordic Waterproofing**” or the “**Company**”), and thereby increased its shareholding from approximately 24.1 per cent to 30.9<sup>2</sup> per cent in the Company. Thus, the mandatory bid threshold of 30 per cent of the voting rights in Nordic Waterproofing was crossed.

Consequently, on 10 October 2023, Kingspan announced a mandatory cash offer to the shareholders of Nordic Waterproofing to tender any and all shares in Nordic Waterproofing to Kingspan at a price of SEK 160 in cash per share (the “**Offer**”).

The shares in Nordic Waterproofing are listed on Nasdaq Stockholm, Mid Cap under the ticker symbol “NWG”.

### Consideration

Kingspan offers SEK 160 in cash per share in Nordic Waterproofing (the “**Offer Price**”).

Should Nordic Waterproofing, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders with a record date occurring prior to the commencement of settlement under the Offer, or issue new shares or take any similar actions resulting in a reduction of the value per share in Nordic Waterproofing, the Offer Price will be adjusted accordingly.

No commission will be charged in connection with the Offer.

### Premium<sup>3</sup>

The Offer Price represents a:

- premium of 13.8 per cent compared to the closing price of SEK 140.6 for the Nordic Waterproofing share on Nasdaq Stockholm on 13 September 2023 (being the last day of trading before Kingspan announced that the mandatory bid threshold was crossed);
- discount of 1.2 per cent compared to the closing price of SEK 162.0 for the Nordic Waterproofing share on Nasdaq Stockholm on 9 October 2023 (being the last day of trading before the announcement of the Offer);
- premium of 1.8 per cent compared to Nordic Waterproofing’s volume-weighted average share price for the shares on Nasdaq Stockholm during the last 90 days of trading up to and including 9 October 2023; and
- premium of 2.7 per cent compared to Nordic Waterproofing’s volume-weighted average share price for the shares on Nasdaq Stockholm during the last 180 days of trading up to and including 9 October 2023.

### The total value of the Offer

The Offer values the total number of shares in Nordic Waterproofing to approximately SEK 3,853<sup>4</sup> million. The total value of the Offer, based on the 16,630,205 shares in Nordic Waterproofing, which are not owned by Kingspan, amounts to approximately SEK 2,661<sup>5</sup> million.

<sup>2</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the shareholding corresponds to 31.1 per cent of the shares and votes in Nordic Waterproofing.

<sup>3</sup> Source for Nordic Waterproofing’s share price: Nasdaq Stockholm.

<sup>4</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the Offer value corresponds to SEK 3,839 million.

<sup>5</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the Offer value corresponds to SEK 2,646 million.



## Financing of the Offer

The consideration payable in respect of the Offer will be fully financed by Kingspan's own cash and credit facilities. Hence, Kingspan has sufficient cash resources to satisfy in full the consideration payable in the Offer.

## Statement from the board of directors of Nordic Waterproofing

The board of directors of Nordic Waterproofing is expected to, in accordance with Nasdaq Stockholm's takeover rules (the "**Takeover Rules**"), announce its opinion of the Offer no later than two weeks prior to the expiry of the acceptance period.

## Due diligence

Kingspan has not conducted any due diligence investigation of Nordic Waterproofing prior to the Offer.

## Kingspan's shareholding in Nordic Waterproofing

As per the date of this Offer Document, Kingspan owns 7,453,730 shares in Nordic Waterproofing, corresponding to approximately 30.9<sup>6</sup> per cent of the total number of shares and votes in Nordic Waterproofing. Neither Kingspan nor any of its closely related companies or other closely related parties hold any other financial instruments that provide a financial exposure to the shares in Nordic Waterproofing.

During the six months preceding the announcement of the Offer, neither Kingspan nor any of its closely related companies or other closely related parties have acquired shares in Nordic Waterproofing at a price higher than the Offer Price.

Kingspan may acquire, or take measures to acquire, additional shares or other securities in Nordic Waterproofing outside the Offer. Information on such acquisitions or measures will be announced in accordance with applicable rules and regulations.

## Conditions for completion of the Offer and approvals from authorities

Completion of the Offer is conditional upon the Offer and the acquisition of Nordic Waterproofing receiving all necessary regulatory, governmental or similar clearances, approvals and decisions, including approvals and clearances from competition authorities, in each case on terms which, in Kingspan's opinion, are acceptable. For further information, refer to the section "*Terms, conditions and instructions – Conditions for completion of the Offer*".

According to Kingspan's assessment, the transaction will require merger approval from the EU Commission.

## Statement from the Swedish Securities Council

The Swedish Securities Council has, in statement AMN 2023:47, granted Kingspan an exemption from the obligation to direct the Offer to shareholders in Nordic Waterproofing residing in jurisdictions outside of the EEA. The complete statement is available at [www.aktiemarknadsnamnden.se](http://www.aktiemarknadsnamnden.se).

## Governing law and disputes

The Offer and the agreements entered into between Kingspan and the shareholders in Nordic Waterproofing in relation to the Offer, shall be governed by and be interpreted in accordance with Swedish law. Disputes concerning, or arising in connection with the Offer, shall be settled exclusively by Swedish courts, with Stockholm District Court (Sw. *Stockholms tingsrätt*) as first instance.

The Takeover Rules and the Swedish Securities Council's rulings and statements regarding interpretation and application of the Takeover Rules, including, where applicable, the Swedish Securities Council's former interpretations of the Swedish Industry and Commerce Stock Exchange Committee's rules on public offers

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<sup>6</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the shareholding corresponds to 31.1 per cent of the shares and votes in Nordic Waterproofing.

(Sw. *Näringslivets Börskommittés Regler om offentliga uppköpserbjudanden på aktiemarknaden*), are applicable to the Offer. Furthermore, Kingspan has, in accordance with the Takeovers Act on 6 October 2023 contractually undertaken, in writing, towards Nasdaq Stockholm AB to comply with the aforementioned rules and statements and to submit to any sanctions that can be imposed on Kingspan by Nasdaq Stockholm AB in the event of a breach of the Takeover Rules.

#### **Advisors**

Lazard is financial advisor and Advokatfirman Cederquist is legal advisor to Kingspan in connection with the Offer. Linklaters is legal advisor to Kingspan in relation to competition law in connection with the Offer.

## BACKGROUND AND REASONS FOR THE OFFER

During August 2022, Kingspan acquired shares in Nordic Waterproofing, corresponding to approximately 24.1<sup>7</sup> per cent of the shares and votes in the Company, and has since then been the largest shareholder in Nordic Waterproofing. The Offer is being made since Kingspan, on 13 September 2023, announced that it had acquired additional shares in Nordic Waterproofing at a price of SEK 160 in cash per share and thereby increased its shareholding to approximately 30.9<sup>8</sup> per cent. Thereby, the mandatory bid threshold of 30 per cent of the voting rights in Nordic Waterproofing was crossed. The Offer set out herein is thus made in accordance with the Swedish rules on mandatory offers in Chapter 3, Section 1 of the Swedish Takeovers Act (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) (the “Takeovers Act”) as well as the Takeover Rules.

Nordic Waterproofing enjoys a long-standing good reputation in the market, a proud heritage of innovation and strong brand in the manufacture of high-quality waterproofing solutions across Sweden, Denmark and other countries. This makes Nordic Waterproofing a good fit for Kingspan’s portfolio and aligns it with Kingspan’s own goals. The acquisition supports the strategy of Kingspan by establishing a presence in the waterproofing segment across the Nordic region.

Kingspan does not plan any changes regarding Nordic Waterproofing’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 Nordic Waterproofing operates. Kingspan does currently not have any strategic plans for Nordic Waterproofing that may have an impact on employment or the locations where the Company operates. The Offer is also not expected to result in any changes to Kingspan’s management or employees, and Kingspan does not have any strategic plans in connection with the Offer which may have an impact on employment or the locations where Kingspan conducts its operations.

*For further information, please refer to the information in the Offer Document, which has been prepared by the Board of Directors of Kingspan in relation to the Offer. The description of Nordic Waterproofing on pages 13 – 54 in the Offer Document has been prepared by Kingspan based on public information regarding Nordic Waterproofing. The Board of Directors of Kingspan assures that, to the best of its knowledge, the information in the Offer Document with regard to Kingspan corresponds to the actual conditions.*

22 November 2023

**Kingspan Holdings (IRL) Limited**

*The Board of Directors*

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<sup>7</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the shareholding corresponds to 24.2 per cent of the shares and votes in Nordic Waterproofing.

<sup>8</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the shareholding corresponds to 31.1 per cent of the shares and votes in Nordic Waterproofing.

## TERMS, CONDITIONS AND INSTRUCTIONS

### The Offer

Kingspan offers SEK 160 in cash per share in Nordic Waterproofing.

The Offer values all shares in Nordic Waterproofing to approximately SEK 3,853<sup>9</sup> million. The total value of the Offer, based on the 16,630,205 shares in Nordic Waterproofing, which are not owned by Kingspan, amounts to approximately SEK 2,661<sup>10</sup> million.

Should Nordic Waterproofing, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders with a record date occurring prior to the commencement of settlement under the Offer, or issue new shares or take any similar actions resulting in a reduction of the value per share in Nordic Waterproofing, the Offer Price will be adjusted accordingly.

No commission will be charged in connection with the Offer.

### Conditions for completion of the Offer

Completion of the Offer is conditional upon the Offer and the acquisition of Nordic Waterproofing receiving 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 Kingspan's opinion, are acceptable.

According to Kingspan's assessment, the transaction will require merger approval from the EU Commission.

Kingspan reserves the right to withdraw the Offer in the event that it becomes clear that the above condition is not satisfied or cannot be satisfied. However, the Offer may only be withdrawn where the non-satisfaction of such condition is of material importance to Kingspan's acquisition of Nordic Waterproofing or if otherwise approved by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*). Kingspan reserves the right to waive, in whole or in part, the above condition.

### Acceptance

#### *Directly registered holdings*

Shareholders of Nordic Waterproofing whose shares are directly registered with Euroclear Sweden AB ("**Euroclear**") and who wishes to accept the Offer shall, during the period from and including 23 November 2023 up to and including 1 February 2024 at 17:00 CET, sign and submit a duly completed acceptance form to Aktieinvest FK AB ("**Aktieinvest**"), acting as settlement agent for the Offer, at the address stated on the acceptance form or by email to [emittentservice@aktieinvest.se](mailto:emittentservice@aktieinvest.se).

The acceptance form must be sent by email to [emittentservice@aktieinvest.se](mailto:emittentservice@aktieinvest.se) or sent by post in due time prior to the last date of the acceptance period, and be received by Aktieinvest not later than on 1 February 2024 at 17:00 CET.

Acceptance forms will be distributed to shareholders whose ownership in Nordic Waterproofing is registered in their own name with Euroclear. The securities account and details on the relevant shareholding will be found on the pre-printed acceptance form. The person who completes and submits the acceptance form is responsible for ensuring that the pre-printed information on the acceptance form is correct.

Please note that an acceptance form that is missing mandatory information or otherwise is incorrectly completed may be disregarded. No amendments may be made in the pre-printed text on the acceptance forms.

<sup>9</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the Offer value corresponds to SEK 3,839 million.

<sup>10</sup> Based on 24,083,935 shares in Nordic Waterproofing (including 91,946 shares held in treasury by Nordic Waterproofing). Excluding the shares which are owned by Nordic Waterproofing, the Offer value corresponds to SEK 2,646 million.

Shareholders of Nordic Waterproofing who accept the Offer authorise Aktieinvest to deliver their shares in Nordic Waterproofing to Kingspan in accordance with the terms, conditions and instructions for the Offer.

Each shareholder of Nordic Waterproofing is advised to check with any broker, dealer, bank, custodian, trust company or other nominee or other intermediary through which it holds shares in Nordic Waterproofing to confirm whether such intermediary needs to receive instructions from such shareholder before the deadlines specified in this Offer Document in order for that shareholder to be able to participate in the Offer. The deadlines set by intermediaries may be earlier than the deadlines specified in this Offer Document.

#### *Nominee registered holdings*

Shareholders of Nordic Waterproofing whose shares are registered in the name of a nominee will not receive any pre-printed acceptance form. Any acceptance of the Offer should in such event be made in accordance with instructions from the nominee.

#### *Pledged shares*

If shares in Nordic Waterproofing are pledged in Euroclear's system, both the shareholder and the pledgee must sign the acceptance form and confirm that the pledge will be terminated if the Offer is completed. Those who are included in the list of pledgees and trustees will not receive an acceptance form but will instead be notified separately. The pledge of the relevant shares must be deregistered in Euroclear's system at the time of the delivery of the shares to Kingspan.

#### *Shareholders resident in certain restricted territories*

Acceptances of the Offer by persons who are resident outside of Sweden may be restricted due to the securities legislation in such jurisdictions, or due to other compliance reasons. Please refer to "Important information" above and the acceptance form for further information.

### **Acceptance period and right to extend the Offer**

The acceptance period for the Offer runs from and including 23 November 2023 up to and including 1 February 2024.

Kingspan reserves the right to extend the acceptance period for the Offer, as well as to postpone the settlement date. A notice of any such extension and/or postponement will be announced by Kingspan by means of a press release in accordance with applicable laws and regulations.

### **Right to withdraw acceptances**

Shareholders of Nordic Waterproofing have the right to withdraw their acceptance of the Offer if such withdrawal has been received in writing by Aktieinvest before Kingspan has announced that the condition of the Offer has been fulfilled or, if such announcement has not been made during the acceptance period, no later than 17:00 CET on the last day of the acceptance period. If conditions to the Offer, which Kingspan has reserved the right to waive, remain during an extension of the Offer, the right to withdraw an acceptance will apply in the same manner throughout any such extension of the Offer. Shareholders of Nordic Waterproofing holding nominee registered shares wishing to withdraw acceptance shall do so in accordance with instructions from the nominee.

### **Settlement**

Settlement is expected to be initiated on or about 8 February 2024 for those who have accepted the Offer no later than 17:00 CET on 1 February 2024, provided that the condition for the Offer has been fulfilled or waived at that time. Settlement will be affected by distribution of settlement notes to those who have accepted the Offer.

Consideration will be paid to the yield account linked to the securities account in which the shares were registered. For shareholders in Nordic Waterproofing who do not have a yield account or whose yield account is incorrect, or

is a BankGiro or PlusGiro account, settlement will be made by a money order. In connection with settlement, the shares will be transferred from the blocked securities account, which subsequently will be terminated. No statement will be sent in connection therewith. If the shareholding is registered in the name of a nominee, settlement will take place through the respective nominee in accordance with their routines. Settlement will take place in accordance with the above procedure also in the event the shares are pledged.

### **Compulsory redemption proceedings and delisting**

If Kingspan in connection with the Offer or otherwise acquires shares corresponding to more than 90 per cent of the total number of shares in Nordic Waterproofing, Kingspan intends to commence compulsory redemption proceedings under the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) to acquire all remaining shares in Nordic Waterproofing and to promote delisting of Nordic Waterproofing's shares from Nasdaq Stockholm.

### **Important information regarding NID and LEI**

Pursuant to Directive 2014/65/EU of the European Parliament and of the Council (MiFID II), all investors are from and including 3 January 2018 required to have a global identity code to carry out a securities transaction. This requirement means that legal persons must apply for registration of a legal entity identifier (LEI code) and natural persons must present their national ID or national identifier (NID number) in order to be able to accept the Offer. Please note that Aktieinvest may be prevented from completing a transaction if no LEI code or NID number is presented by the relevant person.

### **Information about handling of personal data**

Personal data that is submitted to Aktieinvest, for example contact information and personal identification number, or which is otherwise registered in connection with the preparation or administration of the Offer, will be processed by Aktieinvest (who is the controller) for the administration and execution of the assignment. Personal data is also processed in order to enable Aktieinvest to fulfil its legal obligations.

Personal data may, for the stated purposes and in observance of applicable banking secrecy rules, be disclosed to other companies within the Aktieinvest group or to companies which Aktieinvest cooperates with, within as well as outside the EU/EEA, in accordance with the European Union's approved and appropriate protective measures. In certain cases, Aktieinvest also has a legal obligation to provide information, for example to the Swedish Financial Supervisory Authority and the Swedish Tax Agency (Sw. *Skatteverket*).

The Swedish Banking and Financing Business Act (Sw. *lagen (2004:297) om bank- och finansieringsrörelse*) as well as the Swedish Securities Markets Act (Sw. *lagen (2007:528) om värdepappersmarknaden*) contain confidentiality provisions according to which all of Aktieinvest's employees are bound by a duty of confidentiality with regard to clients of Aktieinvest and other parties to whom services are provided. The duty of confidentiality also applies between and within the various companies of the Aktieinvest group.

Information regarding what personal data is processed by Aktieinvest, deletion of personal data, limitation on the processing of personal data, data portability or the rectification of personal data may be requested from Aktieinvest's data protection officer. It is also possible to contact the data protection officer to obtain further information about how Aktieinvest processes personal data. If a person whose personal data is processed wishes to make a complaint regarding the processing of personal data, such person may turn to the Swedish Authority for Privacy Protection (Sw. *Integritetsskyddsmyndigheten*) in its capacity as supervisory authority.

Personal data shall be deleted if it is no longer needed for the purposes for which it was originally collected or otherwise processed, provided that Aktieinvest has no legal obligation to preserve such personal data. The normal storage time for personal data is ten years.

*Address to data protection officer*

Aktieinvest  
P.O. Box 7785  
SE-103 96 Stockholm, Sweden

**Acceptance form**

The Offer Document and an acceptance form will be available at Kingspan's website ([www.kingspan.com/nwg-offer](http://www.kingspan.com/nwg-offer)) and Aktieinvest's website ([www.aktieinvest.se/emission/nwg/](http://www.aktieinvest.se/emission/nwg/)).

**Other information**

Aktieinvest is acting as receiving agent in connection with the Offer, meaning that Aktieinvest performs certain administrative services in respect of the Offer. This does not, in itself, mean that a person accepting the Offer (the "**Participant**") will be regarded as a customer of Aktieinvest. If a Participant is not regarded as a customer, the investor protection rules set forth in the Swedish Securities Market Act (Sw. *lagen (2007:528) om värdepappersmarknaden*) will not apply to such Participant's acceptance. This means, inter alia, that neither a so-called customer categorisation nor a suitability assessment will be carried out in respect of the Offer. Accordingly, the Participant is personally responsible for ensuring that he or she possesses sufficient experience and knowledge to understand the risks associated with the Offer.

**Questions concerning the Offer**

For more information regarding the Offer visit Kingspan's website, [www.kingspan.com/nwg-offer](http://www.kingspan.com/nwg-offer). In case of administrative questions, please contact your bank in first hand if your shares are nominee registered.

**DESCRIPTION OF KINGSPAN**

Kingspan is an Ireland-based building materials company with headquarters in Kingscourt, Ireland. The company was founded in the 1960's by Eugene Murtagh who is also the largest shareholder of the company. Kingspan has been listed on the Irish Stock Exchange since 1989.

Kingspan operates through five divisions: Insulated Panels, Insulation, Light, Air & Water, Data & Flooring and Roofing & Waterproofing. In 2022, total sales amounted to approximately EUR 8.3 billion with an EBITDA close to EUR 1 billion. For more information, visit [www.kingspangroup.com](http://www.kingspangroup.com).



## DESCRIPTION OF NORDIC WATERPROOFING

*The information regarding Nordic Waterproofing on pages 13 – 54 in this Offer Document is based on Nordic Waterproofing's annual report for the financial year 2022 and the interim report for the period 1 January 2023 – 30 September 2023 as well as Nordic Waterproofing's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), unless otherwise is stated.*

### **Nordic Waterproofing in brief**

Nordic Waterproofing was founded in 2011 and is one of the leading providers in the waterproofing industry in Northern Europe. The group develops, manufactures and distributes a full range of products and solutions for the protection of buildings and infrastructure. In 2022, Nordic Waterproofing's total consolidated sales amounted to approximately SEK 4.3 billion with an EBITDA of approximately SEK 583 million.

The group consists of the parent company Nordic Waterproofing Holding AB, a Swedish public limited liability company, registered in Helsingborg, and its subsidiaries. Nordic Waterproofing Holding AB operates as a holding company of the group without conducting any business operations on its own. As of 30 September 2023, the operations were conducted in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, Latvia, the United Kingdom and Germany and the average number of employees in the group during Q3 2023 was 1,355.

Nordic Waterproofing's operations are divided into two operating segments: Products & Solutions and Installation Services. The Products & Solutions operating segment can be divided into roofing products, construction products, green infrastructure and prefabricated elements. The Installation Services operating segment comprises installation of waterproofing products and maintenance services with the Nordic Waterproofing group's own products for commercial properties and homes.

Nordic Waterproofing mainly offers self-manufactured products and solutions for flat and pitched roofs, and also offers subcontracted products as a complement to its self-manufactured products. The Company markets its products and solutions under several brands, such as Matak, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, Taasinge Elementer, RVT, Urban Green and Veg Tech.

### **Business model and strategy**

The Company's business model is to develop, manufacture and distribute products and solutions for waterproofing, protecting and preserving buildings and other structures. The products and solutions are supplied with a high level of service and are characterised by quality, durability, adaption to local conditions, smart logistics and ease of installation and environmental considerations are taken into account in decisions that are deemed to have a direct or indirect impact on the environment.

Nordic Waterproofing's strategic focus is to generate value for its customers, prioritising strong relationships at all stages, all the way to the end users. The focus is on organic growth, profitability, and selective acquisitions. The companies within the group are considered to have strong market positions, and quality and sustainability are decisive factors in creating profitability and opportunities to drive development.

## FINANCIAL INFORMATION REGARDING NORDIC WATERPROOFING IN SUMMARY

*The following consolidated financial information regarding the Nordic Waterproofing group has been extracted from the audited annual reports for the financial years 2022, 2021 and 2020 as well as the interim report for the period 1 January 2023 – 30 September 2023, which has been reviewed by Nordic Waterproofing's auditor.*

The consolidated financial statements for the Nordic Waterproofing group have been prepared in accordance with the Swedish Annual Accounts Act (Sw. *årsredovisningslagen (1995:1554)*), the International Financial Reporting Standards (“**IFRS**”) as adopted by the EU, the recommendation RFR 1 Supplementary accounting standards for groups (Sw. *Kompletterande redovisningsregler för koncerner*) and statements issued by the Swedish Financial Reporting Board (Sw. *Rådet för finansiell rapportering*).

Nordic Waterproofing's audited annual reports for the financial years 2022, 2021 and 2020 and the interim report for the period 1 January 2023 – 30 September 2023 are available at Nordic Waterproofing's website ([www.nordicwaterproofing.com](http://www.nordicwaterproofing.com)). For complete information about the financial development of Nordic Waterproofing and its financial position, see the annual reports for the financial years 2022, 2021 and 2020 and the interim report for the period 1 January 2023 – 30 September 2023.

# Condensed consolidated statement of profit or loss and other comprehensive income

Amounts in SEKm, unless otherwise stated	Q3		Full-year		
	2023	2022	2022	2021	2020
Net sales	1,212.0	1,131.5	4,343.4	3,663.5	3,302.8
Cost of goods sold	-905.6	-814.8	-3,159.1	-2,622.4	-2,373.6
<b>Gross profit/loss</b>	<b>306.5</b>	<b>316.7</b>	<b>1,184.3</b>	<b>1,041.1</b>	<b>929.2</b>
Selling expenses	-131.5	-134.2	-530.1	-439.9	-403.6
Administrative expenses	-69.0	-68.2	-272.7	-244.3	-220.6
Research and development expenses	-1.4	-1.1	-5.1	-4.7	-4.3
Other operating income	3.5	3.7	19.0	11.0	10.0
Other operating expenses	-0.7	-0.8	-7.0	-2.5	-4.8
Share of profit in associated companies	7.3	12.1	42.1	21.0	31.2
<b>Operating profit/loss (EBIT)</b>	<b>114.7</b>	<b>128.2</b>	<b>430.4</b>	<b>381.7</b>	<b>337.1</b>
Net finance items	-14.3	0.7	-17.9	-47.0	-16.3
<b>Profit/loss before tax</b>	<b>100.4</b>	<b>128.9</b>	<b>412.6</b>	<b>334.6</b>	<b>320.8</b>
Tax	-18.9	-24.7	-82.4	-78.3	-67.5
<b>Profit/loss after tax</b>	<b>81.5</b>	<b>104.2</b>	<b>330.1</b>	<b>256.4</b>	<b>253.3</b>
<b>Other comprehensive income</b>					
<b>Items that are or may be reclassified to profit/loss for the year</b>					
Translation differences for the year in translation of foreign operations	-35.8	28.2	100.1	27.8	-48.1
Gains/losses on raw material hedging, net	0.0	0.0	0.0	1.7	-5.0
Tax on gains/losses on comprehensive income	0.0	0.0	0.0	-0.4	1.1
<b>Total other comprehensive income after tax</b>	<b>-35.8</b>	<b>28.2</b>	<b>100.1</b>	<b>29.1</b>	<b>-52.0</b>
<b>Total comprehensive income after tax</b>	<b>45.8</b>	<b>132.4</b>	<b>430.2</b>	<b>285.5</b>	<b>201.3</b>
<b>Profit/loss for the year, attributable to:</b>					
Owners of the company	83.6	104.1	331.3	258.6	255.6
Non-controlling interests	-2.1	0.1	-1.2	-2.3	-2.3
<b>Total comprehensive income for the year, attributable to:</b>					
Owners of the company	48.4	132.2	430.8	287.1	204.2
Non-controlling interests	-2.6	0.1	-0.5	-1.6	-2.9
Average number of shares before dilution	23,991,360	23,999,838	23,957,563	23,939,094	23,894,198
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	3.49	4.34	13.83	10.71	10.60
Earnings per share after dilution, SEK	3.47	4.32	13.76	10.64	10.52

## Condensed consolidated balance sheet

Amounts in SEKm, unless otherwise stated	30 September		31 December		
	2023	2022	2022	2021	2020
<b>ASSETS</b>					
Intangible assets	1,368.9	1,294.0	1,360.6	1,177.4	1,027.1
Tangible assets	563.2	530.0	571.5	490.8	378.9
Financial assets	154.2	133.9	146.2	121.5	110.4
Deferred tax assets	16.2	12.8	13.4	8.9	6.5
Other non-current assets	19.1	17.8	11.2	11.2	15.7
<b>Total non-current assets</b>	<b>2,121.7</b>	<b>1,988.5</b>	<b>2,102.9</b>	<b>1,809.8</b>	<b>1,538.6</b>
Inventories	703.5	839.5	786.6	609.4	392.4
Trade receivables	742.8	669.8	420.0	366.6	268.8
Receivables for on-going construction contracts	151.7	140.1	101.9	80.6	21.4
Tax assets	32.0	0.0	0.2	2.9	5.4
Other receivables	73.3	74.4	51.9	62.0	32.7
Cash and cash equivalents	154.3	224.9	260.5	226.6	604.3
<b>Total current assets</b>	<b>1,857.5</b>	<b>1,948.7</b>	<b>1,621.1</b>	<b>1,348.0</b>	<b>1,325.0</b>
<b>TOTAL ASSETS</b>	<b>3,979.2</b>	<b>3,937.2</b>	<b>3,724.0</b>	<b>3,157.8</b>	<b>2,863.6</b>
<b>EQUITY AND LIABILITIES</b>					
Share capital	24.1	24.1	24.1	24.1	24.1
Reserves	171.3	113.6	138.5	39.0	10.5
Retained earnings including profit for the year	1,563.1	1,533.6	1,573.9	1,387.9	1,372.2
<b>Equity attributable to owners of the Company</b>	<b>1,758.5</b>	<b>1,671.3</b>	<b>1,736.4</b>	<b>1,451.0</b>	<b>1,406.8</b>
Non-controlling interests	18.6	9.0	17.9	9.0	11.2
<b>Total equity</b>	<b>1,777.1</b>	<b>1,680.3</b>	<b>1,754.3</b>	<b>1,460.0</b>	<b>1,418.0</b>
Non-current interest-bearing liabilities	878.6	869.3	881.6	851.5	801.3
Other non-current liabilities	41.3	33.3	50.6	35.3	32.9
Provisions	5.4	5.8	5.1	6.0	5.3
Deferred tax liabilities	135.1	122.8	132.3	123.2	102.4
<b>Total non-current liabilities</b>	<b>1,060.4</b>	<b>1,031.3</b>	<b>1,069.7</b>	<b>1,016.0</b>	<b>941.8</b>
Current interest-bearing liabilities	216.0	216.9	223.3	52.2	41.3
Trade payable	414.6	502.8	242.6	211.5	151.9
Payables for on-going construction contracts	96.0	58.5	56.9	45.0	19.1
Tax liabilities	42.7	93.3	27.7	50.1	19.9
Other current liabilities	372.4	354.1	349.6	323.0	271.6
<b>Total current liabilities</b>	<b>1,141.7</b>	<b>1,225.6</b>	<b>900.0</b>	<b>681.8</b>	<b>503.7</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,979.2</b>	<b>3,937.2</b>	<b>3,724.0</b>	<b>3,157.8</b>	<b>2,863.6</b>

# Condensed consolidated statement of changes in equity

Amounts in SEKm, unless otherwise stated	30 September		31 December		
	2023	2022	2022	2021	2020
<b>Specification of changes in equity</b>					
<i>Equity attributable to owners of the Company</i>					
Opening balance	1,736.4	1,451.0	1,451.0	1,406.8	1,195.5
Profit for the period	167.4	283.2	331.3	258.6	255.6
Other comprehensive income	32.8	74.6	99.4	28.5	-51.4
Transactions with non-controlling interest	-1.1	0.0	-9.5	8.3	0.0
Dividend	-167.3	-143.4	-143.4	-239.1	0.0
Repurchase of treasury shares	-15.0	0.0	0.0	-20.0	-
Costs for long-term incentive programs	5.3	5.9	7.5	7.8	7.5
<b>Closing balance</b>	<b>1,758.5</b>	<b>1,671.3</b>	<b>1,736.4</b>	<b>1,451.0</b>	<b>1,406.8</b>
<i>Equity attributable to non-controlling interest</i>					
Opening balance	17.9	9.0	9.0	11.2	14.1
Profit for the period	-4.7	-0.2	-1.2	-2.3	-2.3
Other comprehensive income	0.6	0.2	0.6	0.6	-0.6
Acquisitions	4.8	0.0	9.9	7.8	0.0
Dividend	0.0	0.0	-0.5	-	-
Transactions with the Group's owners	0.0	0.0	0.0	-8.3	0.0
<b>Closing balance</b>	<b>18.6</b>	<b>9.0</b>	<b>17.9</b>	<b>9.0</b>	<b>11.2</b>
<b>SUM TOTAL EQUITY, CLOSING BALANCE</b>	<b>1,777.1</b>	<b>1,680.3</b>	<b>1,754.3</b>	<b>1,460.0</b>	<b>1,418.0</b>

# Condensed consolidated cash flow statement

Amounts in SEKm, unless otherwise stated	Q3		Full-year		
	2023	2022	2022	2021	2020
<b>Operating activities</b>					
Operating profit (EBIT)	114.7	128.2	430.4	381.7	337.1
Adjustment for non-cash items etc	59.2	31.7	105.0	122.7	88.5
Interest received	-0.1	0.2	0.8	0.5	2.6
Interest paid	-16.4	-5.8	-23.5	-13.9	-19.1
Dividends received	4.4	14.7	24.6	31.6	23.4
Dividends received from entities values according to IFRS 9	0.0	0.0	0.4	0.0	0.0
Income tax paid/received	-15.3	-1.3	-120.7	-42.9	-48.8
<b>Cash flow from operating activities before changes in working capital</b>	<b>146.5</b>	<b>167.7</b>	<b>417.0</b>	<b>479.7</b>	<b>383.6</b>
<b>Changes in working capital</b>					
Increase (-)/Decrease (+) in inventories	62.1	-58.5	-88.0	-171.2	-21.7
Increase (-)/Decrease (+) in operating receivables	-83.1	31.6	14.0	-120.0	23.7
Increase (+)/Decrease (-) in operating liabilities	23.2	103.4	16.8	31.1	76.7
<b>Cash flow from operating activities</b>	<b>148.7</b>	<b>244.2</b>	<b>359.7</b>	<b>219.5</b>	<b>462.3</b>
<b>Investing activities</b>					
Acquisition of intangible fixed assets	-1.1	0.3	-1.5	-5.7	-0.1
Acquisition of tangible fixed assets	-11.4	-15.8	-103.0	-76.5	-55.0
Divestments of tangible fixed assets	0.0	0.0	4.2	0.0	0.0
Acquisition of business, net cash impact	-2.2	-87.4	-127.8	-180.6	0.0
Divestments of business, net cash impact	0.0	0.0	0.0	-	-
Acquisition of participations in associated companies	-14.9	-0.3	-0.3	-17.0	-4.7
Divestments of participations in associated companies	23.7	0.0	1.0	2.6	0.0
Change in other financial assets	1.4	-6.1	-9.3	0.0	4.5
<b>Cash flow from investing activities</b>	<b>-4.5</b>	<b>-109.3</b>	<b>-236.7</b>	<b>-277.3</b>	<b>-55.3</b>
<b>Financing activities</b>					
Amortization of loans	-109.9	-16.3	-62.3	-67.7	-66.5
Proceeds from loans	0.0	0.0	160.5	11.8	75.0
Purchase of own shares	0.0	0.0	0.0	-20.0	0.0
Dividend	0.0	0.0	-143.4	-239.1	0.0
Acquisition of participations in non-controlling interest	-5.7	-0.3	-56.0	-3.4	0.0
Divestment of participations in non-controlling interest	0.0	0.0	0.0	0.0	-
Dividend paid to non-controlling interests	0.0	0.0	-0.5	-4.6	0.0
<b>Cash flow from financing activities</b>	<b>-115.6</b>	<b>-16.6</b>	<b>-101.7</b>	<b>-322.9</b>	<b>8.5</b>
Cash flow for the period	28.6	118.2	21.4	-380.7	415.4
Cash and cash equivalents at the beginning of the period	135.6	104.7	226.6	604.3	196.9
Exchange-rate differences in cash and cash equivalents	-9.9	2.0	12.5	3.0	-8.0
<b>Cash and cash equivalents at the end of the period</b>	<b>154.3</b>	<b>224.9</b>	<b>260.5</b>	<b>226.6</b>	<b>604.3</b>

**Condensed consolidated key figures**

Amounts in SEKm, unless otherwise stated	Q3		Full-year		
	2023	2022	2022	2021	2020
Net sales	1,212	1,132	4,343	3,664	3,303
Gross profit	306	317	1,184	1,041	929
EBITDA	159	162	583	515	455
Operating profit (EBIT)	115	128	430	382	337
Net profit	82	104	330	256	253
Gross margin, %	25.3%	28.0%	27.3%	28.4%	28.1%
EBITDA margin, %	13.1%	14.3%	13.4%	14.1%	13.8%
EBIT margin, %	9.5%	11.3%	9.9%	10.4%	10.2%
Cash flow from operating activities	149	244	360	220	462
Operating cash conversion, %	n/a	n/a	62%	43%	102%
Investments in tangible & intangible assets	-12	-15	-105	-84	-56
Total assets	3,979	3,937	3,724	3,158	2,864
Capital employed	2,872	2,767	2,859	2,364	2,261
Equity	1,777	1,680	1,754	1,460	1,418
Interest-bearing net debt	940	861	844	677	238
Interest-bearing net debt/EBITDA, multiple	n/a	n/a	1.4x	1.3x	0.5x
Net debt	985	895	912	770	274
Net debt/EBITDA, multiple	n/a	n/a	1.6x	1.5x	0.6x
Interest coverage ratio, multiple	7.0x	21.7x	17.3x	22.3x	15.0x
Equity/assets ratio, %	44.8%	42.7%	47.1%	46.2%	49.5%
Net debt/equity ratio, multiple	0.5x	0.5x	0.5x	0.5x	0.2x
Return on shareholders' equity, %	n/a	n/a	20.8%	18.1%	19.6%
Return on capital employed, %	n/a	n/a	16.1%	16.6%	15.6%
Return on capital employed excluding goodwill, %	n/a	n/a	27.9%	29.9%	27.8%
Average number of shares before dilution	23,991,360	23,999,838	23,957,563	23,939,094	23,894,198
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	3.49	4.34	13.83	10.71	10.60
Earnings per share after dilution, SEK	3.47	4.32	13.76	10.64	10.52
Shareholders equity per share before dilution, SEK	74.07	70.01	73.23	60.99	59.35
Shareholders equity per share after dilution, SEK	73.79	69.77	72.84	60.62	58.88
Cash flow from operating activities per share before dilution, SEK	6.20	10.17	14.99	9.20	19.34
Cash flow from operating activities per share after dilution, SEK	6.17	10.14	14.94	9.13	19.19
Number of shares before dilution	23,991,989	23,999,838	23,999,838	23,907,601	23,908,198
Number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935

**Financial definitions**

<i>Key figures</i>	<i>Definitions</i>
<b>Capital employed</b>	Total assets less non-interest-bearing provisions and liabilities
<b>EBIT (earnings before interest and taxes)</b>	Operating profit.
<b>EBIT margin</b>	EBIT as a percentage of net sales.
<b>EBITDA (earnings before interest, taxes, depreciation and amortization)</b>	Operating profit before depreciation, amortization and impairment of tangible and intangible assets.
<b>EBITDA margin</b>	Operating profit before depreciation, amortization and impairment of tangible and intangible assets as a percentage of net sales.
<b>Equity/assets ratio</b>	Shareholders' equity, including non-controlling interests, as a percentage of total assets.
<b>Gross margin</b>	Gross profit as a percentage of net sales.
<b>Interest cover ratio</b>	Profit after net financial items plus interest expenses in relation to interest expenses.
<b>Interest-bearing net debt</b>	Interest-bearing liabilities less cash and cash equivalents.
<b>Interest-bearing net debt/EBITDA</b>	Net interest-bearing debt in relation to EBITDA.
<b>Net debt</b>	Interest-bearing and non-interest-bearing liabilities less cash and cash equivalents.
<b>Net debt/EBITDA</b>	Net debt in relation to EBITDA.
<b>Net debt/equity ratio</b>	Net debt in relation to shareholders' equity.
<b>Operating cash conversion</b>	Cash flow from operating activities as a percentage of EBITDA.
<b>Organic growth</b>	Net sales growth adjusted for enterprises acquired and sold off and any exchange rate changes. No adjustments have been made for number of working days.
<b>R12</b>	The most recent twelve months/rolling twelve-month period.
<b>Return on capital employed</b>	EBIT as a percentage of average capital employed, calculated as the average of the last four quarter's closing balances.
<b>Return on capital employed excluding goodwill</b>	Operating profit (EBIT) as a percentage of average capital employed, excluding goodwill, calculated as the average of the latest four quarter's closing balances.
<b>Return on shareholders' equity</b>	Profit after tax attributable to parent company shareholders as a percentage of average shareholders' equity, excluding non-controlling interests.



## Share capital and ownership structure

### Shares

Nordic Waterproofing's shares are listed on Nasdaq Stockholm, in the Mid Cap segment. The shares are traded under the ticker symbol "NWG" and the ISIN-code is SE0014731089.

### Share capital

Nordic Waterproofing's share capital, as of the date of the Offer Document, amounts to SEK 24,083,935 distributed on a total of 24,083,935 shares. The Company has one (1) class of shares, and the shares have a quota value of SEK 1 per share.

Each share entitles the holder to one vote at general meetings. The shares carry equal rights to Nordic Waterproofing's assets and dividends.

There are no provisions in Nordic Waterproofing's Articles of Association or applicable law that restrict the right to transfer the Company's shares.

### Nordic Waterproofing's largest shareholders

The table below shows the ten largest shareholders of Nordic Waterproofing, based on information published at Nordic Waterproofing's website ([www.nordicwaterproofing.com](http://www.nordicwaterproofing.com)).

Shareholder	Number of shares	Share capital	Votes	Verified
Kingspan Group PLC	7,453,730	30.95%	30.95%	2023-10-10
Samson Rock Capital LLP	2,418,098	10.04%	10.04%	2023-10-26
Fidelity International (FIL)	1,203,072	5.00%	5.00%	2023-08-31
Carnegie Fonder	548,213	2.28%	2.28%	2023-10-27
Lannebo Fonder	544,362	2.26%	2.26%	2023-09-14
Dimensional Fund Advisors	525,715	2.18%	2.18%	2023-10-31
Canaccord Genuity Wealth Management	420,818	1.75%	1.75%	2023-07-31
Avanza Pension	414,128	1.72%	1.72%	2023-10-27
ODDO BHF Asset Management	310,343	1.29%	1.29%	2023-09-30
Evli Fund Management	300,000	1.25%	1.25%	2023-10-31
<b>Ten largest shareholders in total</b>	<b>14,138,479</b>	<b>58.71%</b>	<b>58.71%</b>	
<b>Treasury shares</b>	<b>91,946</b>	<b>0.38%</b>	<b>0.38%</b>	
<b>Other</b>	<b>9,853,510</b>	<b>40.91%</b>	<b>40.91%</b>	
<b>Total number of shares</b>	<b>24,083,935</b>	<b>100.00%</b>	<b>100.00%</b>	

As per 30 September 2023, the Company had approximately 6,100 shareholders.

### Dividend policy

Nordic Waterproofing's dividend policy states an annual dividend exceeding 50 per cent of the Company's net profit. Resolutions on dividends shall take the group's financial position, investment needs, liquidity position, as well as general economic and business conditions into account.

### Holding of own shares

As per the date of this Offer Document, Nordic Waterproofing holds 91,946 own shares in treasury.

### Incentive programmes

Nordic Waterproofing has three ongoing incentive programs to the CEO and other senior executives of the group, adopted at the annual general meetings 2021 ("LTIP 2021"), 2022 ("LTIP 2022") and 2023 ("LTIP 2023"). Performance share rights are allotted free of charge to the participants, and after a three-year vesting period, the participants may exercise their performance share rights through which they are allotted shares in the Company free of charge, provided that certain performance requirements are met.

The performance share rights do not carry any entitlement to dividends or voting rights, and no new shares will be issued as a result of the incentive programs. However, the Company has acquired treasury shares in order to secure delivery of shares to the participants and securing costs triggered by the incentive programs.

In case a public offer for all shares in the Company is completed resulting in the offeror owning more than 90 per cent of the shares in the Company, the Board of Directors shall be authorised to resolve upon the close-down of LTIP 2021 and LTIP 2022, including, but not limited to, approving earlier execution of performance share rights, amending the vesting requirements and shortening the periods for application of the EBIT growth for determination of to which extent the performance requirement is fulfilled.

In case a public offer for all shares in the Company is declared unconditional and the offeror thereby will become the owner of more than 90 per cent of the shares in the Company, the Board of Directors shall be authorised to resolve upon the close-down and cash settlement of LTIP 2023, including, but not limited to, approving earlier execution of performance share rights, amending the vesting requirements and shortening the periods for application of the EBIT growth for determination of to which extent the performance requirement is fulfilled.

### **Convertibles and warrants etc.**

Nordic Waterproofing has not issued any convertibles, warrants or other securities entitling the holder to subscribe for shares in the Company.

### **Shareholders' agreements**

Nordic Waterproofing's annual report for the financial year 2022 does not state any agreements between shareholders in Nordic Waterproofing that restrict the transferability of the shares.

The board of directors of Nordic Waterproofing is not aware of any shareholders' agreements or other agreements between shareholders in Nordic Waterproofing with the purpose of creating a joint control of the Company.

### **Material agreements**

In the event of termination of employment initiated by the Company, the CEO is entitled to a notice period of 24 months, and if the CEO resigns, a notice period of 12 months shall apply.

Nordic Waterproofing's annual report for the financial year 2022 does not mention any material agreements to which Nordic Waterproofing is a party which could be affected, amended, or terminated as a consequence of the change of control in Nordic Waterproofing as a result of a public offer.

### **Authorisations**

At the annual general meeting 2023, the board of directors of Nordic Waterproofing was authorised to, on one or several occasions up until the annual general meeting 2024, resolve on acquisition of shares in the Company. The maximum number of shares that may be acquired is 101,411, and shares may only be acquired to such extent that, following each acquisition, the Company holds a maximum of ten per cent of the total number of shares in the Company.

At the annual general meeting 2023, the board of directors was authorised to, on one or several occasions up until the annual general meeting 2024, and with deviation from the shareholders' preferential rights, resolve to increase the Company's share capital by issue of no more than shares corresponding to ten per cent of the total number of shares in the Company at the time of the annual general meeting's resolution of authorisation. Share issues may not cause the share capital in the Company to exceed the Company's highest allowed share capital according to the Articles of Association. The reason for any deviation from the shareholders' preferential rights is to enable the Company to use shares as payment for, or financing of, acquisitions of companies or businesses (including payment of earn-outs). The authorisation also includes the right to decide on payment for the issued shares by set-off, in kind or with other conditions as referred in Chapter 13 section 5 item 6 of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen (2005:551)*). At a deviation from the shareholders' preferential rights, the subscription price shall be determined in accordance with market conditions, taking into account any discount on market terms.

## NORDIC WATERPROOFING'S BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND AUDITOR

### BOARD OF DIRECTORS

#### MATS O. PAULSSON

Chairman of the Board since 2020. Board member since 2017. Chairman of the Remuneration Committee and member of the Audit Committee.

**Born:** 1958.

**Education:** Master of Science in Engineering from Lund University of Technology, Sweden.

**Other assignments:** Chairman of the board of directors of Caverion Oy, Nordisk Bergteknik AB and Svevia AB. Member of the board of directors of BE Group AB and Bösarps Grus & Torrbruk AB.

**Previous assignments:** CEO of Bravida AB, Strabag Scandinavia AB and Peab Industri AB. Member of the board of directors of Acando AB, Elda Acquisition AB, Paroc Oy, Ramirent Plc, BTH Bygg AB, KEWAB, AKEAB, Mark & Energibyggnarna AB and Win Group AB.

**Independent in relation to major shareholders:** Yes.

**Independent in relation to the Company and management:** Yes.

**Number of shares in Nordic Waterproofing, own and closely related:** 15,000.

#### HANNELE ARVONEN

Board member since 2022. Member of the Audit Committee.

**Born:** 1966.

**Education:** Master's degree (certificated forester) from Helsinki University, Finland. Bachelor's degree (International Relations) from Beloit College, USA.

**Other assignments:** CEO and partner of Flooré AB, Board member of Södra Skogsägarna and Plantvation AB.

**Previous assignments:** CEO of Sveaskog and Setra Group. Different senior executive positions within Holmen and Metsä Board.

**Independent in relation to major shareholders:** Yes.

**Independent in relation to the Company and management:** Yes.

**Number of shares in Nordic Waterproofing, own and closely related:** 0.

#### STEFFEN BAUNGAARD

Board member since 2019. Member of the Remuneration Committee.

**Born:** 1967.

**Education:** Master of Business Economics at Copenhagen Business School, Denmark, Building constructor at Engineering College of Copenhagen, Denmark, and various leadership courses at Harvard, USA, and IMD, Switzerland.

**Other assignments:** Chairman of the board of Brøndum Holding A/S, DEKO A/S, Frederikshøj Ejendomme A/S, Din ByggeRådgiver ApS and M.B Packaging A/S. Vice chairman of Arkil Holding A/S. Board member in Carl Ras A/S, MT Højgaard Holding A/S, EBK Huse A/S, Durapor A/S, Dansk Celleglas ApS and Dansk Installations Teknik A/S.

**Previous assignments:** Group CEO of Huscompagniet A/S 2008-2019 as well as CEO/Senior Executive Vice President of NCC Denmark 1998-2008.

**Independent in relation to major shareholders:** Yes.

**Independent in relation to the Company and management:** Yes.

**Number of shares in Nordic Waterproofing, own and closely related:** 0.

## RIITTA PALOMÄKI

Board member since 2016. Chairwoman of the Audit Committee.

**Born:** 1957.

**Education:** Master of Science in Accounting and ICT from Turku School of Economics and Business Administration, Finland.

**Other assignments:** Member of the Board of Directors, Chair of the Audit Committee and Member of the Risk Committee at OP Financial Group.

**Previous assignments:** Board member, Chair of the Audit Committee and member of the Remuneration Committee at HKScan Oyj. Executive Vice President and CFO of Uponor Oyj. Board member and Chair of the Audit Committee of Componenta Oyj. CFO of Kuusakoski Group. Various managerial positions at Konecranes and ABB Finland.

**Independent in relation to major shareholders:** Yes.

**Independent in relation to the Company and management:** Yes.

**Number of shares in Nordic Waterproofing, own and closely related:** 5,000.

## HANNU SAASTAMOINEN

Board member since 2020. Member of the Remuneration Committee.

**Born:** 1960.

**Education:** Master's degree from Helsinki School of Business, Finland.

**Other assignments:** Senior advisor Investment AB Latour in Finland. Owner and CEO of Sandbacka Advisory Services Oy.

**Previous assignments:** CEO Swegon Group AB 2013-2020. Senior positions in among other Munters, Huurre Group, TAC Swedish, Carrier Refrigeration and Electrolux.

**Independent in relation to major shareholders:** Yes

**Independent in relation to the Company and management:** Yes.

**Number of shares in Nordic Waterproofing, own and closely related:** 0.

## EXECUTIVE MANAGEMENT

### MARTIN ELLIS

President and CEO.

**Employed since:** 2011. In current position since 2015.

**Born:** 1956.

**Education:** Diploma from HEC Paris Business School, France. In addition, attended Stern Business School in New York, USA, and Getulio Vargas Business School in São Paulo, Brazil.

**Previous assignments:** Chairman of the Board of Nordic Waterproofing. 30 years of experience as CEO and other leading positions, including at Icopal (CEO) and Saint Gobain (President of the Building Materials Division).

**Number of shares in Nordic Waterproofing, own and closely related:** 211,106.

### PALLE SCHREWELIUS

Chief Financial Officer (CFO) and Head of IR.

**Employed since:** 2020. In current position since 2020.

**Born:** 1963.

**Education:** MSc in Business Administration and Economics from Lund University, Sweden.

**Previous assignments:** Over 25 years of experience from different CFO and Finance Manager positions in various industries at, among others, Alligator Bioscience AB, the Getinge group and the Sandvik group.

**Number of shares in Nordic Waterproofing, own and closely related:** 16,309.

## MATS LINDBORG

Head of Nordic Waterproofing Sweden and Norway.

**Employed since:** 1998. In current position since 2011.

**Born:** 1964.

**Education:** Four-year technical high school diploma in Building and Civil Engineering from Erik Dahlbergs Gymnasium in Jönköping, Sweden.

**Previous assignments:** 30 years of experience in sales and marketing positions, including at Trelleborg Waterproofing.

**Number of shares in Nordic Waterproofing, own and closely related:** 25,742.

## ESA MÄKI

Head of Nordic Waterproofing Finland.

**Employed since:** 2017. In current position since 2017.

**Born:** 1969.

**Education:** Master of Science in building economics and a Bachelor in building construction technology from Tampere University, Finland.

**Previous assignments:** CEO of Nesco Group and various managerial positions at Icopal Finland and other companies in the building material industry.

**Number of shares in Nordic Waterproofing, own and closely related:** 26,174.

## PAUL ERIK RASK

Head of Nordic Waterproofing Denmark.

**Employed since:** 1992. In current position since 2000.

**Born:** 1962.

**Education:** Bachelor in Business Administration from Aarhus University, Denmark, a Bachelor in Marketing from Aalborg University, Denmark, and an Executive Master of Business Administration from the Scandinavian International Management Institute in Copenhagen, Denmark. Has also studied the Advanced Management Programme at INSEAD.

**Previous assignments:** 30 years of experience of leading positions and sales and marketing, including at Trelleborg Phønix A/S.

**Number of shares in Nordic Waterproofing, own and closely related:** 6,837.

## THOMAS ZIPFEL

Head of SealEco.

**Employed since:** 2009. In current position since 2011.

**Born:** 1961.

**Education:** Master of Science in electronics engineering from Industrie und Handelskammer in Bochum, Germany. In addition, he has studied an Executive Marketing Program and Executive Management Program at IFL, Stockholm School of Economics, Sweden.

**Previous assignments:** 20 years of experience of managing positions, including at Trelleborg Waterproofing

**Number of shares in Nordic Waterproofing, own and closely related:** 19,748.

## AUDITOR

Deloitte AB, with address Box 386, SE-201 23 Malmö, Sweden, is Nordic Waterproofing's auditor since 2019. Jeanette Roosberg is the auditor-in-charge. Jeanette Roosberg is an authorized public accountant and a member of FAR – Swedish Auditors (professional institute for authorized public accountants in Sweden).

## **NORDIC WATERPROOFING'S ARTICLES OF ASSOCIATION**

### **ARTICLES OF ASSOCIATION**

Nordic Waterproofing Holding AB, reg.no 556839-3168.

#### **§ 1 COMPANY NAME**

The company name is Nordic Waterproofing Holding AB. The company is public.

#### **§ 2 THE SEAT OF THE BOARD OF DIRECTORS**

The registered office of the board of directors is in Helsingborg.

#### **§ 3 ACTIVITIES**

The objects of the company shall be to conduct, directly or indirectly, research, manufacture, sale and distribution of construction material products and thereto related services and other related activities, including owning shares in other entities and providing loans or financing to other entities in the group.

#### **§ 4 SHARE CAPITAL AND NUMBER OF SHARES**

The minimum share capital of the company shall be SEK 20,000,000 and the maximum share capital shall be SEK 80,000,000. The number of shares shall amount to no less than 20,000,000 shares and no more than 80,000,000 shares.

#### **§ 5 BOARD OF DIRECTORS**

The board of directors shall consist of not less than four (4) and not more than eight (8) directors without deputies.

#### **§ 6 AUDITORS**

The company shall have not less than one (1) and not more than two (2) auditors with not more than two (2) deputy auditors. A certified public accountant or a registered audit firm shall be appointed as auditor and, where appropriate, deputy auditor.

#### **§ 7 NOTICE OF A GENERAL MEETING**

Notice of a general meeting shall be made by means of advertising in Post- och Inrikes Tidningar ("the Swedish Official Gazette") and on the company's website. At the time of the notice, information that notice has been given shall be announced in Svenska Dagbladet.

#### **§ 8 PARTICIPATION IN A GENERAL MEETING**

Shareholders who wish to participate in a general meeting must notify the company of their participation no later than the date specified in the notice of the meeting. The latter day may not be Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not earlier than the fifth weekday before the meeting. Shareholders may bring one or two assistants to the general meeting if the shareholder notifies the number of assistants to the company in the manner specified above.

#### **§ 9 COLLECTING OF POWERS OF ATTORNEYS AND VOTE BY POST**

The board of directors may collect powers of attorney in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Companies Act (2005:551). The board of directors has the right before a general meeting to decide that shareholders shall be able to exercise their right to vote by post before the general meeting.

#### **§ 10 THE RIGHT FOR PERSONS NOT BEING SHAREHOLDERS TO ATTEND A GENERAL MEETING**

The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a general meeting.

## **§ 11 ANNUAL GENERAL MEETING**

The annual general meeting is held annually within six months of the end of the financial year. At the annual general meeting, the following matters shall be included:

1. Election of the chairman of the meeting;
2. Establishment and approval of the voting list;
3. Approval of agenda;
4. Election of one or two persons to countersign the minutes;
5. Determination as to whether the meeting has been duly convened;
6. Presentation of the annual report and, where applicable, the auditor's report, consolidated financial statements and consolidated auditor's report;
7. Resolutions on:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
  - b. disposition of the company's profit or loss in accordance with the adopted balance sheet,
  - c. discharge from liability of the board members and the CEO;
8. Determination of directors' fees and auditors' fees;
9. Election of the board of directors and auditing companies or auditors and any deputy auditors;
10. Other matters, which are the matter of the meeting in accordance with the Swedish Companies Act (2005:551) or the articles of association.

## **§ 12 FINANCIAL YEAR**

The company's financial year shall be 0101-1231.

## **§ 13 CITY OF GENERAL MEETINGS**

General meetings may be held, except where the company has its registered office, in Stockholm.

## **§ 14 RECORD RESERVATIONS**

The company's shares shall be registered in a central securities depository register in accordance with Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

Adopted by the annual general meeting on 29 April 2021

## NORDIC WATERPROOFING'S INTERIM REPORT FOR THE PERIOD 1 JANUARY 2023 – 30 SEPTEMBER 2023

For the period 1 January 2023 – 30 September 2023

### INTERIM REPORT, January - September 2023

Helsingborg, 26 October 2023

**NORDIC**  
**WATERPROOFING**

## Stable sales in a challenging market, EBITDA matches last year's

### Third quarter of 2023

- Consolidated net sales increased by 7 percent to SEK 1,212 m (1,132), of which acquisitions 4 percent, currency effects 7 percent and organic development -4 percent
- Net sales in Product & Solutions amounted to SEK 860 m (831) and in Installation Services to SEK 398 m (337)
- Gross profit decreased to SEK 306 m (317) Gross margin decreased to 25.3% (28.0%)
- EBITDA decreased to SEK 159 m (162), EBITDA margin decreased to 13.1% (14.3%)
- Operating profit (EBIT) decreased to SEK 115 m (128), EBIT margin decreased to 9.5% (11.3%)
- ROCE amounted to 10.8 percent (16.1)
- Cash flow from operating activities amounted to SEK 149 m (244)
- Earnings per share before and after dilution were SEK 3.49 (4.34) and SEK 3.47 (4.32), respectively

### January-September 2023

- Consolidated net sales increased by 4 percent to SEK 3,415 m (3,298), of which acquisitions 6 percent, currency 5 percent and organic development -7 percent
- Net sales in Product & Solutions amounted to SEK 2,562 m (2,626) and in Installation Services to SEK 988 m (799)
- Gross profit decreased to SEK 857 m (933), Gross margin decreased to 25.1% (28.3%)
- EBITDA decreased to SEK 375 m (470), EBITDA margin decreased to 11.0% (14.2%)
- Operating profit (EBIT) decreased to SEK 246 m (364), EBIT margin decreased to 7.2% (11.0%)
- Cash flow from operating activities amounted to SEK 248 m (266)
- Earnings per share before and after dilution were SEK 6.98 (11.83) and SEK 6.95 (11.76), respectively

### Financial key ratios

Amounts in SEKm unless otherwise stated	Q3 2023	Q3 2022	Change	9M 2023	9M 2022	Change	R12 2023	12M 2022
Net sales	1,212	1,132	7%	3,415	3,298	4%	4,461	4,343
Gross profit	306	317	-3%	857	933	-8%	1,108	1,184
Gross margin %*	25.3%	28.0%	-2.7pp	25.1%	28.3%	-3.2pp	24.8%	27.3%
EBITDA*	159	162	-2%	375	470	-20%	489	583
EBITDA margin, %*	13.1%	14.3%	-1.2pp	11.0%	14.2%	-3.2pp	11.0%	13.4%
EBIT	115	128	-11%	246	364	-33%	312	430
EBIT margin, %*	9.5%	11.3%	-1.8pp	7.2%	11.0%	-3.8pp	7.0%	9.9%
Return on capital employed, %*	n/a	n/a	n/a	n/a	n/a	n/a	10.8%	16.1%
Net profit	82	104	-22%	163	283	-43%	210	330
Cash flow from operating activities	149	244	-39%	248	266	-7%	341	360
Net debt*	985	895	10%	985	895	10%	985	912
Earnings per share before dilution, SEK	3.49	4.34	-20%	6.98	11.83	-41%	8.99	13.83
Earnings per share after dilution, SEK	3.47	4.32	-20%	6.95	11.76	-41%	8.95	13.76

### Conference call

A conference call for investors, analysts and media will be held today, 26 October 2023, at 10:00 am CEST and can be joined online at <https://events.teams.microsoft.com/>. Presentation materials will be available on <https://www.nordicwaterproofing.com> one hour before the call.

To participate from computer, use link above. To participate via phone, please use conference id 274 150 289# on any of below numbers:

From Sweden: +46 8 502 428 90      From Denmark: +45 32 72 66 61  
From United Kingdom: +44 20 7660 8326      From Finland: +358 9 85 626 548

Unless otherwise stated, figures within parentheses refer to the preceding year or the corresponding period in the preceding year in respect of income statement and/or cash flow items and the end of the preceding year in respect of balance sheet items. \*For definitions and reconciliations of financial and alternative key performance indicators, please see page 26.



## Message from the CEO

Stable sales in a challenging market,  
EBITDA matches last year's

Consolidated net sales in the third quarter increased by 7 percent to SEK 1,212 million compared to SEK 1,132 million last year. Impact from acquisitions of 4 percent, currency translation of 7 percent and organic development of -4 percent whereof sales price had no impact and volume development was -4 percent. Organic development was -4 percent in Products & Solutions while Installation Services were unchanged.

EBIT for the third quarter amounted to SEK 115 million, compared to SEK 128 million last year. The negative development in operating profit is mainly explained by increased competition in the market for synthetic rubber waterproofing membranes that has led to lower volumes and margins. Overall, our Group has achieved an operating result on par with last year.

ROCE now stands at 10.8 percent (16.1). Cash flow from operating activities amounted to SEK 149 M (244), the decrease was mainly due to changes in working capital, where inventories decreased while operating receivables and liabilities developed negatively.

We have seen continued slightly deflated costs for our input materials. Our expectation for commercial new build remains slightly negative while demand for renovation seems stable. Residential new build is expected to remain depressed in the short-term. We have effected cost reductions throughout our Group to adapt to the current business climate.

The Products & Solutions operating segment increased Net Sales by 3 percent (11). The impact from acquisitions was 3 percent and currency translation effects were 5 percent, organic development was -4 percent (5) of which impact from sales price was neutral and volume decreased by -4 percent.

The Bitumen-based waterproofing business in Sweden showed an increase in Net Sales while the other three Nordic markets had slightly negative development. The trend was neutral for both volumes and prices compared with the same period last year. SealEco, our synthetic rubber waterproofing business, had a decline in sales in most of its markets.

In our prefabricated wooden elements business, Taasinge group had a decline in sales in Denmark while Norway had a positive sales development. Seikat in Finland had a slightly negative development in sales. The Taasinge group has had negative sales trend while margin development has been positive, although still at an unsatisfactory level. Order books are on good levels in all three markets.

Sales development of our green infrastructure businesses, sold under the brands Veg Tech and Urban Green, had a slightly positive growth compared to the third quarter 2022.



President and CEO

### Jan–Sep 2023

Net sales:  
**SEK 3,415 m (3,298)**

EBITDA:  
**SEK 375 m (470)**  
**11.0% (14.2%)**

EBIT:  
**SEK 246 m (364)**  
**7.2% (11.0%)**

ROCE (R12):  
**10.8% (16.1%)**

The Installation Services operating segment grew by 18 percent (20) to SEK 398 M. The impact from acquisitions was 7 percent and currency translation effects were 11 percent, organic development was 0 percent (3), of which 2 percent was sales price increases and volume development was -2 percent. In Finland, which represents the largest part of our Installation Services, we saw unchanged margins. In Norway, where we face some operational challenges, we had a negative development in volume and weaker margins. In Denmark, our franchise companies reported operating profit on a par with the previous year.

We continue to focus on growth via organic market share gains and selective acquisitions which our balance sheet continues to allow for. We have a strategic focus to promote sustainable building solutions and enhance our service and product portfolio.

Helsingborg, 26 October 2023



Martin Ellis,  
President and CEO

## The Group

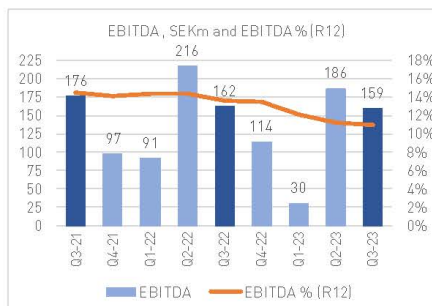
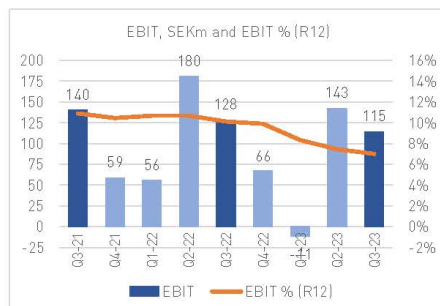
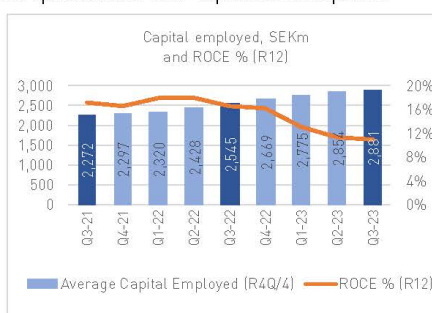
### Net sales

Consolidated net sales for the third quarter increased with 7 percent to SEK 1,212 m [1,132]. Organic development was -4 percent, of which sales price had no impact and volume development was -4 percent, impact from acquisitions was 4 percent and currency translation effects were 7 percent.

Consolidated net sales for the period January – September increased with 4 percent to SEK 3,415 m [3,298]. Organic development was -7 percent, of which 5 percent was sales price increases and volume development was -12 percent, impact from acquisitions was 6 percent and currency translation effects were 5 percent.

Analysis of net sales	Q3 2023 (%)	Q3 2023 (SEK m)	9M 2023 (%)	9M 2023 (SEKm)
Previous period		1,132		3,298
Organic growth	-4%	-40	-7%	-244
Structural effects	4%	47	6%	208
Currency effects	7%	74	5%	154
<b>Current period</b>	<b>7%</b>	<b>1,212</b>	<b>4%</b>	<b>3,415</b>

Sales in Denmark decreased by -4 percent compared with the corresponding period in the preceding year, sales of both bitumen based waterproofing and prefabricated wooden elements had a negative development. Organic development was -17 percent, acquisitions 3 percent and currency changes had a positive impact with 10 percent. In Sweden sales increased by 11 percent. Sales in Norway decreased by -13 percent whereof organic development was -10 percent and currency changes had a negative impact with -2 percent. In Finland sales increased by 31 percent in the quarter whereof impact from acquisitions was 10 percent, organic development was 8 percent and currency translation effects were positively affecting by 13 percent. Sales to other countries in Europe decreased with -10 percent in the quarter.



### Operating profit [EBIT], EBITDA and ROCE

Operating profit [EBIT] for the third quarter decreased to SEK 115 m [128] and the EBIT margin decreased to 9.5 percent [11.3]. The negative development in gross profit and operating profit is mainly explained by decreasing volumes and lower margins for our synthetic rubber waterproofing. The profitability for our synthetic rubber waterproofing membranes is on a satisfactory level, however lower than last year. In total the other business units have an EBIT on the same level as last year, however with some variances.

Operating profit [EBIT] for the period January - September decreased to SEK 246 m [364] and the EBIT margin decreased to 7.2 percent [11.0].

EBITDA for the third quarter decreased to SEK 159 m [162] and the EBITDA margin is decreased to 13.1 percent [14.3].

EBITDA for the period January - September decreased to SEK 375 m [470] and the EBITDA margin decreased to 11.0 percent [14.2].

Return on capital employed [ROCE] on a rolling 12 months basis was 10.8 percent [16.1] after the third quarter, being below our long-term financial target of 13.0 percent. The reduction is mainly explained by the decreased profitability.

### Net financial items

Net financial items for the third quarter of 2023 amounted to SEK -14 m [1]. The negative development is mainly explained by increased interest cost that had a negative impact of SEK -16 M [-6].

Net financial items for the period January - September amounted to SEK -37 m [-9]. The negative development is mainly explained by increased interest cost that had a negative impact of SEK -39 M [-13].

### Profit or loss before and after tax

The profit before tax for the third quarter amounted to SEK 100 m [129] and profit after tax amounted to SEK 82 m [104]. The effective tax rate was 18.9 percent in the quarter.

The profit before tax for the period January - September amounted to SEK 209 m [356] and profit after tax amounted to SEK 163 m [283]. The effective tax rate was 22.0 percent.

### Risks and uncertainties

Nordic Waterproofing's business is subject to various risks, which can be divided into operating, financial and external risks. Operating risks include liability under warranties and product liability, key employees, disruptions in production, IT systems, intellectual property rights, product development, restructuring, acquisitions and integration, insurance, and corporate governance. Financial risks primarily include changes in exchange rates and interest rates, and risks relating to losses in respect of accounts receivable, liquidity risk, the capacity to raise capital, financial credit risk and risks relating to goodwill. External risks include risks relating to market trends, competition, prices of raw materials, political decisions, legal disputes, tax risks, environmental risks, and weather conditions.

The consequences of the increased interest rates and a decrease in the market for new built construction as well as maintenance is being closely followed by the company to mitigate the impact from these events as much as possible.

The management of risk at Nordic Waterproofing is based on a structured process for continually identifying and assessing risks, their likelihood, and their potential impact on the Group. The focus is on identifying controllable risks and managing the risks to reduce the overall risk level for the business.

On the 29 April 2020 the Danish Competition and Consumer Authority (Konkurrence- og Forbrugerstyrelsen) decided to finally close the investigation of the roofing felt market. By the decision, the Council closed the whole matter without taking any further steps. Related to this, three local competitors have raised claims for financial losses allegedly

incurred by them. The first case was up in court in December 2021 and verdict was delivered on 16 February 2022 in favour of Nordic Waterproofing. Verdict in the remaining two cases was delivered on 7 May 2022 in favour of Nordic Waterproofing. Both latter two losing parties appealed the court's decision, however one of them has been closed due to bankruptcy and only one counterpart remains.

In the opinion Nordic Waterproofing, the situation remains that there are no grounds for these claims and no provisions have been made.

The risks are further described in the Group's 2022 Annual Report.

### Cash flow

Cash flow from operating activities during the third quarter was SEK 149 m [244]. The cash flow had a negative impact from a lower operating profit and negative changes in operating receivables and liabilities, while reduced inventories had a positive impact.

Cash flow from investing activities during the third quarter was SEK -5 m [-109].

Cash flow from financing activities during the third quarter was SEK -116 m [-17]. During the third quarter, the loan of SEK 90 million raised in the second quarter was amortized and options for shares in subsidiaries of SEK 5,7 m were paid.

### Investments and depreciations

Gross investments excluding acquisitions during the third quarter of 2023 amounted to SEK 13 m [16], while depreciation amounted to SEK -17 m [-16]. Right-of-use depreciations relating to IFRS 16 amounts to SEK -16 m [-10]. Amortizations of intangible assets amounted to SEK -11 m [-8], primarily consisting of amortizations of customer relations in the acquired companies.

Gross investments excluding acquisitions during January - September 2023 amounted to SEK 57 m [61], while depreciation amounted to SEK -46 m [-44]. Right-of-use depreciations relating to IFRS 16 amounts to SEK -48 m [-39]. Amortizations of intangible assets amounted to SEK -34 m [-22], primarily consisting of amortizations of customer relations in the acquired companies.

### Financial position and liquidity

Nordic Waterproofing's principal external financing agreement has final maturity date in June 2025. It contains a EUR 75.0 m [75.0] term loan facility and a EUR 40.0 m [40.0] revolving loan facility, of which EUR 14.4 m is allocated to the Group cash pool overdraft facility. The loan and credit facilities bear variable interest and run without requiring repayment in instalments. The financing agreement contains financial covenants that are monitored and followed up on a quarterly basis. At the end of the third quarter Nordic Waterproofing is compliant with the covenants as per the facility agreement.

The consolidated interest-bearing net debt amounted to SEK 940 m at the end of the period, compared with SEK 844 m at the end of 2022 and SEK 861 m at the end of corresponding period in the preceding year. The increase in net debt of SEK 79 m compared to the end of 2022 is mainly explained by that a dividend of SEK 167 M has been distributed to our shareholders.

Consolidated cash and cash equivalents amounted to SEK 154 m [260] at the end of the period. SEK 0 m [0] of the Group's total overdraft facility of SEK 165 m [160] was utilized at the end of the quarter.



Indebtedness calculated as net interest-bearing debt/EBITDA during the most recent twelve-month period was 1.9x (1.4x) at the end of the period, and the net debt/equity ratio was 0.5x (0.5x).

#### Pledged assets and contingent liabilities

There were no significant changes during the period.

#### Employees

The average number of employees during the third quarter of 2023 (expressed as full-time equivalents) was 1,355 compared with 1,455 during the same period in the preceding year. The decrease is driven by divested companies and reductions for increased efficiency.

The average number of employees in the parent company has been 1 (1).

#### Significant events during the period

- On September 13, Kingspan Holding (IRL) Limited announced that Kingspan had passed the threshold for a mandatory offer and owns shares which in total corresponds to 30.9 percent of the shares and votes in Nordic Waterproofing. Thereby, the threshold for a mandatory offer in accordance with the Swedish Takeover Act was exceeded. According to Kingspan's press release, Kingspan intends to launch a mandatory offer for the remaining shares in Nordic Waterproofing within four weeks from 13 September at a price of SEK 160 per share, which corresponds to the price that Kingspan has paid in the acquisition triggering the mandatory offer.

#### Significant events after the reporting period

- On October 10, 2023, Kingspan made a mandatory offer of SEK 160 per share to the shareholders of Nordic Waterproofing (the "Offer"). The acceptance period for the Offer is estimated to commence on or about 23 November 2023 and expire on or about 1 February 2024

#### Financial targets

Nordic Waterproofing's target for the return on capital employed (ROCE) is at least 13 percent. The outcome after the third quarter of 2023 on a rolling 12-month basis was 10.8 percent. The decrease is driven by reduced profitability.

The interest-bearing net debt/EBITDA-ratio shall not exceed 3.0 times. The outcome after the third quarter of 2023 (R12) was 1.9 times.

The sales growth target to exceed the growth in the Group's current markets through organic growth, in addition to expected growth through selective acquisitions. It is the opinion of the Group that we have been on par with or outperformed the market growth on our most relevant markets with the exception of synthetic rubber membranes where we see a slight loss of market share.

#### Sustainability within Nordic Waterproofing

The Group's sustainability work during the year has been focused on various activities that will contribute to reaching our goals for 2025:

- 50 percent emission of CO<sub>2</sub> (scope 1&2)
- 25 percent emission of CO<sub>2</sub> through our value chain (scope 3)
- 50 percent recycled waste and no waste goes to landfill

Furthermore, the work to prepare the group to comply with the new regulation CSRD (Corporate Sustainability Reporting Directive) has been initiated and for all business units a double materiality analysis has been carried out as a basis for decisions on relevant key performance indicators, targets, and policies.

Further information about the Group's sustainability work can be found in the Annual Report for 2022 and on our website.

### The parent Company

The parent Company, Nordic Waterproofing Holding AB, is a holding company that does not conduct any business. The parent company's earnings primarily reflect the revenues and costs for joint Group services and deductions for salaries, other remuneration and compensation, and similar expenses.

### Incentive programs

The Company has established three incentive programs ("LTIP 2021", "LTIP 2022" and "LTIP 2023"). The total cost, including social security charges, is estimated to be SEK 10–14 m for each program, during the period of the program, under the assumption of an average annual growth of operating profit (EBIT) before items affecting comparability of 10 percent. No new shares will be issued in the Company due to the programs. However, the Company will acquire treasury shares in order to secure the provision of shares and to secure and cover social security charges. The costs for the programs are expected to have a marginal effect on Nordic Waterproofing Group's key ratios. The maximum number of shares that can be granted under the LTIP 2021, LTIP 2022 and LTIP 2023 are 62,408, 70,733 and 83,081 respectively, considering persons having left the Company. During the second quarter has the LTIP 2020 been finalised and 81,175 shares earned in the program has been distributed to the participants. During the third quarter, the remaining 3,777 vested shares were distributed. As per 30 September 2023, Nordic Waterproofing Holding AB owns itself 91,946 (84,097) treasury shares.

<b>Treasury shares</b>	<b>2023</b>	<b>2022</b>
Owned treasury shares as per 1 January	84,097	176,334
Distributed shares in LTIP 2019 (2018)	-	- 92,237
Distributed shares in LTIP 2020 (2019)	- 84,952	-
Acquired treasury shares	92,801	-
<b>Treasury shares as per 30 September</b>	<b>91,946</b>	<b>84,097</b>

### Shares and share capital

As per 30 September 2023, the share capital amounted to SEK 24,084 thousand and the total number of issued shares were 24,083,935. The Company has one (1) class of shares. Each share entitles the holder to one vote at general meetings.

As per 30 September 2023, Nordic Waterproofing Holding AB had ca 6,100 shareholders and owns itself 91,946 treasury shares (0.4 percent of the total number of issued shares) following the share buyback program in connection with the long-term incentive programs.

There have not been any changes in number of issued shares and share capital during the third quarter of 2023. As a consequence of the distribution of shares from LTIP 2020 and acquisition of treasury shares the number of treasury shares has been reduced from 84,097 to 91,946 shares.

### Ownership structure

The number of shareholders has during the quarter decreased with ca 600, from 6,700 to ca 6,100.

The largest shareholders in Nordic Waterproofing Holding AB, as per 30 September 2023, are stated below.

Owner	Number of shares	Capital, %	Votes, %
Kingspan Group PLC	7,453,730	30.9%	31.1%
Samson Rock Capital LLP	1,290,454	5.4%	5.4%
Fidelity International (FIL)	1,203,072	5.0%	5.0%
Handelsbanken Funds	762,319	3.2%	3.2%
Avanza Pension	554,379	2.3%	2.3%
Carnegie Funds	548,213	2.3%	2.3%
Dimensional Fund Advisors	526,535	2.2%	2.2%
Canaccord Genuity Wealth Management	447,471	1.9%	1.9%
Danske Invest	340,407	1.4%	1.4%
ODDO BHF Asset Management	318,735	1.3%	1.3%
<b>Total 10 largest shareholders</b>	<b>13,445,315</b>	<b>55.8%</b>	<b>56.0%</b>
Other shareholders	10,546,674	43.8%	44.0%
<b>Total number of votes</b>	<b>23,991,989</b>	<b>99.6%</b>	<b>100.0%</b>
Treasury shares	91,946	0.4%	n/a
<b>Total number of shares</b>	<b>24,083,935</b>	<b>100.0%</b>	<b>n/a</b>

Source: Monitor by Modular Finance AB. Compiled and processed data from various sources, including Euroclear, Morningstar and the Swedish Financial Supervisory Authority. Holdings with depositories are reported as "other shareholders".



## Operating segments

### Products & Solutions

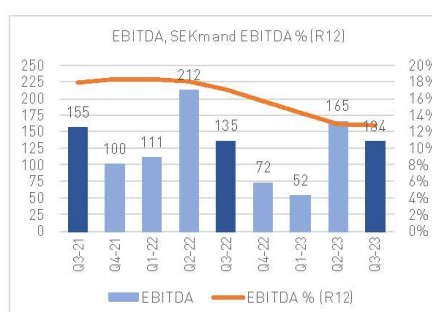
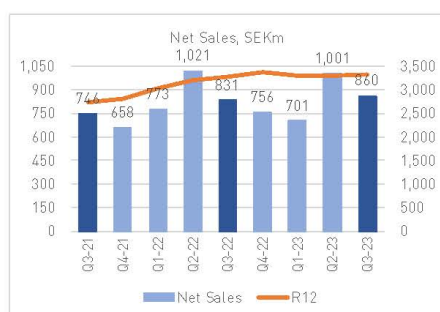
Net sales for the third quarter of 2023 increased by 3 percent compared with the corresponding period in the preceding year, amounting to SEK 860 m (831). Organic development was -4 percent of which impact from sales price were neutral and volume development were -4 percent, the impact from acquisitions was 3 percent and currency translation effects were 5 percent.

Sales in Denmark decreased by -4 percent compared to the corresponding period in the preceding year, whereof -17 percent organic, 3 percent from acquisitions and a positive currency effect of 10 percent. Sales in Finland decreased with -2 percent compared to corresponding period in the preceding year, whereof organic decrease was -33 percent, 23 percent from acquisitions and currency effects were positive with 7 percent. Sales in Sweden increased by 11 percent while sales in Norway increased by 1 percent whereof organic sales development was 3 percent and currency effects had a negative impact with -3 percent. Sales in other countries in Europe decreased by -10 percent in the quarter.

	Q3 2023 (%)	Q3 2023 (SEK m)	9M 2023 (%)	9M 2023 (SEK m)
<b>Analysis of net sales, Product &amp; Solutions</b>				
Previous period		831		2,626
Organic growth	-4%	-33	-8%	-216
Structural effects	3%	24	2%	64
Currency effects	5%	38	3%	89
<b>Current period</b>	<b>3%</b>	<b>860</b>	<b>-2%</b>	<b>2,562</b>

Operating profit (EBIT) for Products & Solutions for the third quarter 2023 decreased and amounted to SEK 102 m (111). The EBIT margin was 11.8 percent (13.4). Operating profit (EBIT) for the period January – September 2023 decreased and amounted to SEK 256 m (379). The EBIT margin was 10.0 percent (14.4).

EBITDA amounted to SEK 134 m (135) and the EBITDA margin was 15.6 percent (16.3) in the third quarter. EBITDA for the period January – September 2023 amounted to SEK 352 m (458) and the EBITDA margin was 13.7 percent (17.4).



### Installation Services

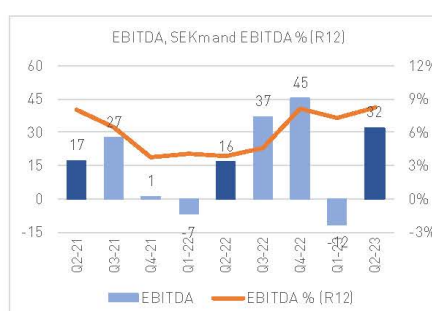
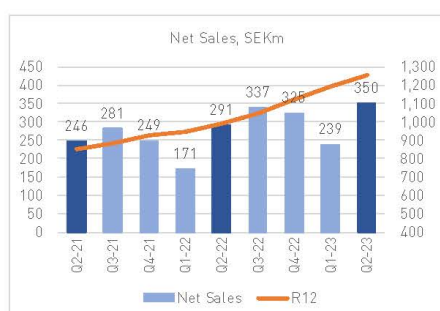
Business in this operating segment is primarily conducted in Finland, through a part-owned company in Norway, through the non-consolidated franchise companies in Denmark and through a wholly-owned subsidiary in Sweden. Net sales for the third quarter of 2023 increased by 18 percent compared with the corresponding period in the preceding year, amounting to SEK 398 m (337). Organic development was 0 percent of which 2 percent were sales price increases and volume development -2 percent, the impact from acquisitions was 7 percent and currency translation effects were 11 percent.

Sales in Finland increased with 39 percent consisting of 18 percent organic, 7 percent from acquisitions and positive currency effects with 14 percent. Sales in Norway decreased with -52 percent consisting of -51 percent organic and negative currency effects with -2 percent.

	Q3 2023 (%)	Q3 2023 (SEK m)	9M 2023 (%)	9M 2023 (SEK m)
<b>Analysis of net sales, Installation Services</b>				
Previous period		337		799
Organic growth	0%	1	-3%	-21
Structural effects	7%	23	18%	144
Currency effects	11%	36	8%	65
<b>Current period</b>	<b>18%</b>	<b>398</b>	<b>24%</b>	<b>988</b>

Operating profit (EBIT) for Installation Services for the third quarter amounted to SEK 24 m (28). The EBIT margin was 6.1 percent (8.4) in the quarter. Operating profit (EBIT) for the period January – September 2023 amounted to SEK 24 m (22). The EBIT margin for the period January – September 2023 was 2.4 percent (2.8).

EBITDA amounted to SEK 35 m (37) and the EBITDA margin was 8.8 percent (11.0) in the third quarter. EBITDA for the period January – September 2023 amounted to SEK 56 m (46) and the EBITDA margin was 5.7 percent (5.8).



Note: both EBITDA and EBITDA %age include the share of profit in associated companies

## Quarterly data, IFRS and alternative measures

Key figures (SEKm)	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Net sales	1,212	1,292	911	1,045	1,132	1,255	912	890
EBITDA*	159	186	30	114	162	216	91	97
EBITDA margin, %*	13.1%	14.4%	3.3%	10.9%	14.3%	17.2%	10.0%	10.9%
Operating profit (EBIT)	115	143	-11	66	128	180	56	59
EBIT margin, %*	9.5%	11.0%	-1.3%	6.3%	11.3%	14.4%	6.1%	6.6%
ROCE (R12), %*	10.8%	11.4%	13.1%	16.1%	16.6%	17.9%	17.9%	16.6%
Net profit	82	103	-22	47	104	140	39	44
Cash flow from operating activities	149	157	-58	93	244	38	-15	92
Cashflow from operating activities (R12)*	341	437	317	360	358	215	292	220
Operating cash conversion (R12), %*	70%	89%	61%	62%	63%	37%	52%	43%
Interest-bearing net debt*	940	1081	997	844	861	976	762	677
Net debt*	985	1,131	1,058	912	895	1,009	855	770
Earnings per share before dilution, SEK	3.49	4.34	-0.84	2.00	4.34	5.84	1.65	1.91
Earnings per share after dilution, SEK	3.47	4.31	-0.83	2.00	4.32	5.80	1.64	1.90

Net sales by segment (SEKm)	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Products & Solutions	860	1,001	701	756	831	1,021	773	658
Installation Services	398	350	239	325	337	291	171	249
Group Items & Eliminations	-46	-59	-29	-35	-37	-57	-33	-17
Total	1,212	1,292	911	1,045	1,132	1,255	912	890

Net sales by country (SEKm)	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Sweden	224	272	146	193	203	254	138	158
Norway	155	162	146	181	177	180	136	132
Denmark	242	267	237	230	251	286	272	230
Finland	453	401	233	321	346	314	171	243
Europe	137	189	147	119	153	219	193	123
Rest of world	1	1	3	2	2	1	1	4
Total	1,212	1,292	911	1,045	1,132	1,255	912	890

EBITDA by segment (SEKm)	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Products & Solutions	134	165	52	72	135	212	111	100
Installation Services	35	32	-12	45	37	16	-7	1
Group Items & Eliminations	-11	-11	-11	-4	-10	-12	-12	-4
Total	159	186	30	114	162	216	91	97

EBIT by segment (SEKm)	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Products & Solutions	102	132	22	35	111	184	83	72
Installation Services	24	22	-22	36	28	9	-15	-8
Group Items & Eliminations	-11	-11	-11	-5	-11	-13	-13	-5
Total	115	143	-11	66	128	180	56	59

\*For definitions and reconciliations of financial and alternative key performance indicators, please see page 26.

## Management's statement

The Board of Directors and the President give their assurance that this interim report provides a true and fair view of the Group's and the Parent Company operations, position and earnings, as well as describing significant risks and uncertainties faced by the Parent Company and the other business units forming the Group.

Helsingborg, 26 October 2023

### CEO

Martin Ellis  
*President & CEO*

### Board of Directors

Mats O. Paulsson  
*Chairman*

Hannele Arvonen

Steffen Baungaard

Riitta Palomäki

Hannu Saastamoinen

This interim report has been reviewed by the company's auditor.

## Review Report

To the shareholders in Nordic Waterproofing Holding AB

### Introduction

We have reviewed the interim report for Nordic Waterproofing Holding AB (publ) for the period January 1–September 30, 2023. The Board of Directors and the President are responsible for the preparation and presentation of this interim report in accordance with IAS 34 and the Annual Accounts Act. Our responsibility is to express a conclusion on this interim report based on our review.

### Scope of review

We conducted our review in accordance with the International Standard on Review Engagements ISRE 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review has a different focus and is substantially less in scope than an audit conducted in accordance with ISA and other generally accepted auditing practices. The procedures performed in a review do not enable us to obtain a level of assurance that would make us aware of all significant matters that might be identified in an audit. Therefore, the conclusion expressed based on a review does not give the same level of assurance as a conclusion expressed based on an audit.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim report is not, in all material respects, prepared for the Group in accordance with IAS 34 and the Annual Accounts Act, and for the Parent Company in accordance with the Annual Accounts Act

Malmö 26 October 2023

Deloitte AB

Jeanette Roosberg  
Authorized Public Accountant

## Condensed consolidated key figures

Amounts in SEKm unless otherwise stated	Q3 2023	Q3 2022	9M 2023	9M 2022	R12 2023	12M 2022
Net sales	1,212	1,132	3,415	3,298	4,461	4,343
Gross profit	306	317	857	933	1,108	1,184
EBITDA*	159	162	375	470	489	583
Operating profit (EBIT)	115	128	246	364	312	430
Net profit	82	104	163	283	210	330
Gross margin, %*	25.3%	28.0%	25.1%	28.3%	24.8%	27.3%
EBITDA margin, %*	13.1%	14.3%	11.0%	14.2%	11.0%	13.4%
EBIT margin, %*	9.5%	11.3%	7.2%	11.0%	7.0%	9.9%
Cash flow from operating activities	149	244	248	266	341	360
Operating cash conversion, %*	n/a	n/a	n/a	n/a	70%	62%
Investments in tangible & intangible assets	-12	-15	-64	-61	-109	-105
Total assets	3,979	3,937	3,979	3,937	3,979	3,724
Capital employed*	2,872	2,767	2,872	2,767	2,872	2,859
Equity	1,777	1,680	1,777	1,680	1,777	1,754
Interest-bearing net debt*	940	861	940	861	940	844
Interest-bearing net debt/EBITDA, multiple*	n/a	n/a	n/a	n/a	1.9x	1.4x
Net debt*	985	895	985	895	985	912
Net debt/EBITDA, multiple*	n/a	n/a	n/a	n/a	2.0x	1.6x
Interest coverage ratio, multiple*	7.0x	21.7x	6.1x	24.9x	6.2x	17.3x
Equity/assets ratio, %*	44.8%	42.7%	44.8%	42.7%	44.8%	47.1%
Net debt/equity ratio, multiple*	0.5x	0.5x	0.5x	0.5x	0.5x	0.5x
Return on shareholders' equity, %*	n/a	n/a	n/a	n/a	12.6%	20.8%
Return on capital employed, %*	n/a	n/a	n/a	n/a	10.8%	16.1%
Return on capital employed excluding goodwill, %*	n/a	n/a	n/a	n/a	18.7%	27.9%
Average number of shares before dilution	23,991,360	23,999,838	23,965,432	23,943,471	23,974,034	23,957,563
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	3.49	4.34	6.98	11.83	8.99	13.83
Earnings per share after dilution, SEK	3.47	4.32	6.95	11.76	8.95	13.76
Shareholders equity per share before dilution, SEK*	74.07	70.01	74.15	70.18	74.13	73.23
Shareholders equity per share after dilution, SEK*	73.79	69.77	73.79	69.77	73.79	72.84
Cash flow from operating activities per share before dilution, SEK*	6.20	10.17	10.32	11.10	14.21	14.99
Cash flow from operating activities per share after dilution, SEK*	6.17	10.14	10.28	11.06	14.16	14.94
Number of shares before dilution	23,991,989	23,999,838	23,991,989	23,999,838	23,991,989	23,999,838
Number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935

\*For definitions and reconciliations of financial and alternative key performance indicators, please see page 26.



## Condensed financial statements

### Condensed consolidated statement of profit or loss and other comprehensive income

Amounts in SEKm unless otherwise stated	Q3 2023	Q3 2022	9M 2023	9M 2022	R12 2023	12M 2022
Net sales	1,212.0	1,131.5	3,415.4	3,298.1	4,460.7	4,343.4
Cost of goods sold	-905.6	-814.8	-2,558.8	-2,365.6	-3,352.4	-3,159.1
<b>Gross profit/loss</b>	<b>306.5</b>	<b>316.7</b>	<b>856.6</b>	<b>932.5</b>	<b>1,108.4</b>	<b>1,184.3</b>
Selling expenses	-131.5	-134.2	-398.4	-383.7	-544.9	-530.1
Administrative expenses	-69.0	-68.2	-219.9	-199.6	-293.0	-272.7
Research and development expenses	-1.4	-1.1	-4.5	-3.7	-5.8	-5.1
Other operating income	3.5	3.7	10.3	9.3	20.0	19.0
Other operating expenses	-0.7	-0.8	-21.6	-4.8	-23.7	-7.0
Share of profit in associated companies	7.3	12.1	23.3	14.2	51.2	42.1
<b>Operating profit/loss (EBIT)</b>	<b>114.7</b>	<b>128.2</b>	<b>245.8</b>	<b>364.2</b>	<b>312.0</b>	<b>430.4</b>
Net finance items	-14.3	0.7	-37.1	-8.7	-46.4	-17.9
<b>Profit/loss before tax</b>	<b>100.4</b>	<b>128.9</b>	<b>208.7</b>	<b>355.5</b>	<b>265.7</b>	<b>412.6</b>
Tax	-18.9	-24.7	-46.0	-72.5	-55.9	-82.4
<b>Profit/loss after tax</b>	<b>81.5</b>	<b>104.2</b>	<b>162.7</b>	<b>283.0</b>	<b>209.8</b>	<b>330.1</b>
<b>Other comprehensive income</b>						
<b>Items that are or may be reclassified to profit/loss for the year</b>						
Translation differences for the year in translation of foreign operations	-35.8	28.2	33.4	74.8	58.7	100.1
Gains/losses on hedging of currency risk in foreign operations	0.0	0.0	0.0	0.0	0.0	0.0
Gains/losses on raw material hedging, net	0.0	0.0	0.0	0.0	0.0	0.0
Tax on gains/losses on comprehensive income	0.0	0.0	0.0	0.0	0.0	0.0
<b>Total other comprehensive income after tax</b>	<b>-35.8</b>	<b>28.2</b>	<b>33.4</b>	<b>74.8</b>	<b>58.7</b>	<b>100.1</b>
<b>Total comprehensive income after tax</b>	<b>45.8</b>	<b>132.4</b>	<b>196.1</b>	<b>357.8</b>	<b>268.5</b>	<b>430.2</b>
<b>Profit/loss for the year, attributable to:</b>						
Owners of the company	83.6	104.1	167.4	283.2	215.5	331.3
Non-controlling interests	-2.1	0.1	-4.7	-0.2	-5.7	-1.2
<b>Total comprehensive income for the year, attributable to:</b>						
Owners of the company	48.4	132.2	200.2	357.8	273.2	430.8
Non-controlling interests	-2.6	0.1	-4.2	0.0	-4.7	-0.5
Average number of shares before dilution	23,991,360	23,999,838	23,965,432	23,943,471	23,974,034	23,957,563
Average number of shares after dilution	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935	24,083,935
Earnings per share before dilution, SEK	3.49	4.34	6.98	11.82	8.99	13.83
Earnings per share after dilution, SEK	3.47	4.32	6.95	11.75	8.95	13.76

## Condensed consolidated balance sheet

Amounts in SEKm unless otherwise stated	30 Sep 2023	30 Sep 2022	31 Dec 2022
<b>ASSETS</b>			
Intangible assets	1,368.9	1,294.0	1,360.6
Tangible assets	563.2	530.0	571.5
Financial assets	154.2	133.9	146.2
Deferred tax assets	16.2	12.8	13.4
Other non-current assets	19.1	17.8	11.2
<b>Total non-current assets</b>	<b>2,121.7</b>	<b>1,988.5</b>	<b>2,102.9</b>
Inventories	703.5	839.5	786.6
Trade receivables	742.8	669.8	420.0
Receivables for on-going construction contracts	151.7	140.1	101.9
Tax assets	32.0	0.0	0.2
Other receivables	73.3	74.4	51.9
Cash and cash equivalents	154.3	224.9	260.5
<b>Total current assets</b>	<b>1,857.5</b>	<b>1,948.7</b>	<b>1,621.1</b>
<b>TOTAL ASSETS</b>	<b>3,979.2</b>	<b>3,937.2</b>	<b>3,724.0</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	24.1	24.1	24.1
Reserves	171.3	113.6	138.5
Retained earnings including profit for the year	1,563.1	1,533.6	1,573.9
<b>Equity attributable to owners of the Company</b>	<b>1,758.5</b>	<b>1,671.3</b>	<b>1,736.4</b>
Non-controlling interests	18.6	9.0	17.9
<b>Total equity</b>	<b>1,777.1</b>	<b>1,680.3</b>	<b>1,754.3</b>
Non-current interest-bearing liabilities	878.6	869.3	881.6
Other non-current liabilities	41.3	33.3	50.6
Provisions	5.4	5.8	5.1
Deferred tax liabilities	135.1	122.8	132.3
<b>Total non-current liabilities</b>	<b>1,060.4</b>	<b>1,031.3</b>	<b>1,069.7</b>
Current interest-bearing liabilities	216.0	216.9	223.3
Trade payable	414.6	502.8	242.6
Payables for on-going construction contracts	96.0	58.5	56.9
Tax liabilities	42.7	93.3	27.7
Other current liabilities	372.4	354.1	349.6
<b>Total current liabilities</b>	<b>1,141.7</b>	<b>1,225.6</b>	<b>900.0</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,979.2</b>	<b>3,937.2</b>	<b>3,724.0</b>

## Condensed consolidated statement of changes in equity

Specification of changes in equity (SEKm)	30 Sep 2023	30 Sep 2022	31 Dec 2022
<i>Equity attributable to owners of the Company</i>			
Opening balance	1,736.4	1,451.0	1,451.0
Profit for the period	167.4	283.2	331.3
Other comprehensive income	32.8	74.6	99.4
Transactions with non-controlling interest	-1.1	0.0	-9.5
Dividend	-167.3	-143.4	-143.4
Repurchase of treasury shares	-15.0	0.0	0.0
Costs for long-term incentive programs	5.3	5.9	7.5
<b>Closing balance</b>	<b>1,758.5</b>	<b>1,671.3</b>	<b>1,736.4</b>
<i>Equity attributable to non-controlling interest</i>			
Opening balance	17.9	9.0	9.0
Profit for the period	-4.7	-0.2	-1.2
Other comprehensive income	0.6	0.2	0.6
Acquisitions	4.8	0.0	9.9
Dividend	0.0	0.0	-0.5
Transactions with the Group's owners	0.0	0.0	0.0
<b>Closing balance</b>	<b>18.6</b>	<b>9.0</b>	<b>17.9</b>
<b>SUM TOTAL EQUITY, CLOSING BALANCE</b>	<b>1,777.1</b>	<b>1,680.3</b>	<b>1,754.3</b>



## Condensed consolidated cash flow statement

Amounts in SEK m unless otherwise stated	Q3 2023	Q3 2022	9M 2023	9M 2022	R12 2023	12M 2022
<b>Operating activities</b>						
Operating profit (EBIT)	114.7	128.2	245.8	364.2	312.0	430.4
Adjustment for non-cash items etc	59.2	31.7	129.4	103.4	131.0	105.0
Interest received	-0.1	0.2	0.3	0.6	0.5	0.8
Interest paid	-16.4	-5.8	-39.3	-13.5	-49.3	-23.5
Dividends received	4.4	14.7	30.1	20.9	33.7	24.6
Dividends received from entities valued according to IFRS 9	0.0	0.0	1.2	0.0	1.6	0.4
Income tax paid/received	-15.3	-1.3	-67.4	-48.3	-139.8	-120.7
<b>Cash flow from operating activities before changes in working capital</b>	<b>146.5</b>	<b>167.7</b>	<b>300.1</b>	<b>427.3</b>	<b>289.8</b>	<b>417.0</b>
<b>Changes in working capital</b>						
Increase (-)/Decrease (+) in inventories	62.1	-58.5	93.4	-172.4	177.7	-88.0
Increase (-)/Decrease (+) in operating receivables	-83.1	31.6	-383.3	-320.5	-48.8	14.0
Increase (+)/Decrease (-) in operating liabilities	23.2	103.4	237.5	332.0	-77.7	16.8
<b>Cash flow from operating activities</b>	<b>148.7</b>	<b>244.2</b>	<b>247.6</b>	<b>266.3</b>	<b>341.0</b>	<b>359.7</b>
<b>Investing activities</b>						
Acquisition of intangible fixed assets	-1.1	0.3	-8.2	-1.4	-8.3	-1.5
Acquisition of tangible fixed assets	-11.4	-15.8	-48.4	-60.0	-91.5	-103.0
Divestments of tangible fixed assets	0.0	0.0	0.0	0.0	4.2	4.2
Acquisition of business, net cash impact	-2.2	-87.4	-12.6	-107.5	-32.9	-127.8
Divestments of business, net cash impact	0.0	0.0	9.1	0.0	9.1	0.0
Acquisition of participations in associated companies	-14.9	-0.3	-43.8	-0.5	-43.7	-0.3
Divestments of participations in associated companies	23.7	0.0	23.7	0.0	24.7	1.0
Change in other financial assets	1.4	-6.1	-10.0	-17.0	-2.3	-9.3
<b>Cash flow from investing activities</b>	<b>-4.5</b>	<b>-109.3</b>	<b>-90.2</b>	<b>-186.3</b>	<b>-140.5</b>	<b>-236.7</b>
<b>Financing activities</b>						
Amortization of loans	-109.9	-16.3	-144.3	-45.3	-161.2	-62.3
Proceeds from loans	0.0	0.0	91.0	160.0	91.5	160.5
Purchase of own shares	0.0	0.0	-15.0	0.0	-15.0	0.0
Dividend	0.0	0.0	-167.3	-143.4	-167.3	-143.4
Acquisition of participations in non-controlling interest	-5.7	-0.3	-21.0	-56.0	-21.0	-56.0
Divestment of participations in non-controlling interest	0.0	0.0	0.0	0.0	0.0	0.0
Dividend paid to non-controlling interests	0.0	0.0	0.0	0.0	-0.5	-0.5
<b>Cash flow from financing activities</b>	<b>-115.6</b>	<b>-16.6</b>	<b>-256.6</b>	<b>-84.8</b>	<b>-273.5</b>	<b>-101.7</b>
Cash flow for the period	28.6	118.2	-99.1	-4.8	-73.0	21.4
Cash and cash equivalents at the beginning of the period	135.6	104.7	260.5	226.6	224.9	226.6
Exchange-rate differences in cash and cash equivalents	-9.9	2.0	-7.0	3.1	2.4	12.5
<b>Cash and cash equivalents at the end of the period</b>	<b>154.3</b>	<b>224.9</b>	<b>154.3</b>	<b>224.9</b>	<b>154.3</b>	<b>260.5</b>

## The parent company's income statement in summary

Amounts in SEKm unless otherwise stated	Q3 2023	Q3 2022	9M 2023	9M 2022	R12 2023	12M 2022
Net sales	3.0	2.5	14.0	12.5	16.4	15.0
<b>Gross profit/loss</b>	<b>3.0</b>	<b>2.5</b>	<b>14.0</b>	<b>12.5</b>	<b>16.4</b>	<b>15.0</b>
Administrative expenses	-4.7	-6.3	-20.4	-20.9	-31.4	-32.1
Other operating expenses	0.0	0.0	-1.3	-1.3	-1.3	-1.3
<b>Operating profit/loss (EBIT)</b>	<b>-1.7</b>	<b>-3.9</b>	<b>-7.7</b>	<b>-9.7</b>	<b>-16.3</b>	<b>-18.4</b>
<b>Result from financial items</b>						
Result from shares in subsidiaries	0.0	150.0	0.0	150.0	0.0	150.0
Other financial items	-3.6	-3.8	-11.5	-10.8	-12.4	-11.8
<b>Net finance items</b>	<b>-3.6</b>	<b>146.2</b>	<b>-11.5</b>	<b>139.2</b>	<b>-12.4</b>	<b>138.2</b>
<b>Result after financial items</b>	<b>-5.3</b>	<b>142.3</b>	<b>-19.1</b>	<b>129.5</b>	<b>-28.8</b>	<b>119.8</b>
Appropriations	0.0	0.0	0.0	0.0	30.2	30.2
<b>Profit before tax</b>	<b>-5.3</b>	<b>142.3</b>	<b>-19.1</b>	<b>129.5</b>	<b>1.4</b>	<b>150.0</b>
Tax	1.1	1.6	3.6	3.9	-0.5	-0.2
<b>Profit/loss after tax</b>	<b>-4.2</b>	<b>143.9</b>	<b>-15.5</b>	<b>133.3</b>	<b>1.0</b>	<b>149.8</b>

## Other comprehensive income in summary

Other comprehensive income	Q3 2023	Q3 2022	9M 2023	9M 2022	R12 2023	12M 2022
Profit for the period	-4.2	143.9	-15.5	133.3	1.0	149.8
<b>Other comprehensive income</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>
<b>Total other comprehensive income after tax</b>	<b>-4.2</b>	<b>143.9</b>	<b>-15.5</b>	<b>133.3</b>	<b>1.0</b>	<b>149.8</b>

## The parent company's balance sheet in summary

Amounts in SEKm unless otherwise stated	30 Sep 2023	30 Sep 2022	31 Dec 2022
<b>ASSETS</b>			
Shares in subsidiaries	908.5	903.1	908.4
<b>Total non-current assets</b>	<b>908.5</b>	<b>903.1</b>	<b>908.4</b>
Other current receivables from Group companies	483.6	492.4	439.0
Current tax assets	31.8	15.6	15.7
Other short-term receivables	0.0	0.1	1.3
Prepaid expenses and accrued income	0.2	0.0	0.1
Cash and cash equivalents	80.7	126.7	133.0
<b>Total current assets</b>	<b>596.3</b>	<b>634.9</b>	<b>589.1</b>
<b>TOTAL ASSETS</b>	<b>1,504.8</b>	<b>1,538.0</b>	<b>1,497.5</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	24.1	24.1	24.1
Retained earnings including profit for the year	422.9	596.7	619.1
<b>Total equity</b>	<b>446.9</b>	<b>620.8</b>	<b>643.2</b>
Untaxed reserves	69.7	87.9	69.7
Long-term liabilities to credit institue	377.3	371.3	373.4
<b>Total non-current liabilities</b>	<b>377.3</b>	<b>371.3</b>	<b>373.4</b>
Current interest-bearing liabilities	160.0	160.0	160.0
Trade payable	0.4	1.4	0.1
Short-term liabilities to Group companies	440.6	291.4	242.0
Other current liabilities	9.9	5.2	9.2
<b>Total current liabilities</b>	<b>610.9</b>	<b>458.0</b>	<b>411.3</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1,504.8</b>	<b>1,538.0</b>	<b>1,497.5</b>

## Notes

### Note 1 – Accounting principles

The interim report is presented in accordance with IAS 34 “Interim Financial Reporting”, which has been approved by the EU. Furthermore, The Group applies the Swedish Annual Accounts Act (ÅRL) and the Swedish Financial Reporting Board’s recommendation RFR 1 Supplementary Accounting Rules for Corporate Groups.

The Group applies IFRS (International Financial Reporting Standards), which have been adopted by the EU. In addition to the financial statements and their connected notes, disclosures in accordance with IAS 34.16A are also presented in other parts of the interim report. The Parent Company applies recommendation RFR 2, Accounting for Legal Entities of the Swedish Financial Reporting Board and Chapter 9 of the Swedish Annual Accounts Act, Interim Reports. The accounting policies applied by the Group and the parent company correspond to the accounting policies applied in the preparation of the most recent annual report.

The financial statements are presented in SEK, rounded off to the nearest hundred thousand, unless otherwise stated. This rounding off process may mean that the total sum of the sub-items in one or more rows or columns does not match the total sum for the row or column.

### Note 2 – Seasonality

Nordic Waterproofing’s business is significantly affected by seasonal variations in the construction industry, where almost 60 percent of annual sales generally occur during the second and third quarters. The weakest period is the first quarter of the year, which, due to the winter, has accounted for less than 20 per cent of annual sales for the past three financial years. There is generally a planned inventory build-up, primarily of finished products, during the first six months of the year, which translates into a stock reduction during the third and fourth quarters as a result of increased activity in the market during the autumn. Urban Green and Veg Tech is the most weather dependent and also the most seasonal businesses, as deliveries and installation rarely take place during the winter months.

### Note 3 – Effects of changes in accounting estimates and judgements

Significant estimates and judgements are described in Note 3 and Note 32 in the Annual Report for 2022. In the Group’s financial reports, an amended assessment has been made of the most probable outcome regarding earn-outs call/put options, as shown in Note 5 Financial instruments in this interim report. Otherwise, no essential changes have been made to these estimates or judgements which could have a material impact on the interim report.

### Note 4 – Intangible assets

The Group’s intangible assets have primarily arisen in connection with business acquisitions. Other intangible assets primarily include capitalized expenses for software and R&D-projects.

<b>Intangible assets, carrying amounts SEKm, unless otherwise stated</b>	<b>Goodwill</b>	<b>Trade- marks</b>	<b>Customer relations</b>	<b>Other</b>	<b>Total</b>
Opening balance, 1 January 2023	1,203	19	101	37	1,361
Investments	0	0	0	8	8
Acquisitions	24	0	0	0	25
Divestments and disposals	-10	0	0	0	-10
Reclassification	-15	0	11	8	4
Amortization	0	0	-27	-15	-42
Exchange-rate differences	21	0	2	1	24
<b>Closing balance, 30 September 2023</b>	<b>1,224</b>	<b>19</b>	<b>88</b>	<b>38</b>	<b>1,369</b>

## Note 5 – Financial instruments

Financial instruments measured at fair value in the balance sheet consist of call/put options and contingent considerations from acquisitions. Call/put options and contingent considerations are recognized in the balance sheet items "Other non-current liabilities" and "Other current liabilities". The fair value of the call/put options and contingent considerations is based on probability weighted payments discounted at its present value, see further description in the Group's 2022 Annual Report. The fair value measurements belong to level 3 in the fair value hierarchy in IFRS 13.

	At amortized cost	Fair value through profit or loss	Fair Value hedging instruments	Other <sup>1</sup>	Reported value	Fair value		
2023-09-30						Level 1	Level 2	Level 3
<b>Financial assets</b>								
Financial assets	26	-	-	128	154	-	-	-
Other non-current assets	19	-	-	-	19	-	-	-
Trade receivables	743	-	-	-	743	-	-	-
Other receivables <sup>2</sup>	-	-	-	73	73	-	-	-
Receivables for on-going construction	152	-	-	-	152	-	-	-
Cash and cash equivalents	154	-	-	-	154	-	-	-
<b>Total</b>	<b>1,094</b>	<b>-</b>	<b>-</b>	<b>202</b>	<b>1,295</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>								
Non-current interest-bearing liabilities	879	-	-	-	879	-	-	-
Other non-current liabilities	2	40	-	-	41	-	-	40
Trade payable	415	-	-	-	415	-	-	-
Current interest-bearing liabilities	216	-	-	-	216	-	-	-
Other current liabilities <sup>2</sup>	122	4	0	247	372	-	0	4
<b>Total</b>	<b>1,633</b>	<b>43</b>	<b>0</b>	<b>247</b>	<b>1,923</b>	<b>-</b>	<b>0</b>	<b>43</b>

	At amortized cost	Fair value through profit or loss	Fair Value hedging instruments	Other <sup>1</sup>	Reported value	Fair value		
2022-09-30						Level 1	Level 2	Level 3
<b>Financial assets</b>								
Financial assets	24	-	-	110	134	-	-	-
Other non-current assets	18	-	-	-	18	-	-	-
Trade receivables	670	-	-	-	670	-	-	-
Other receivables <sup>2</sup>	-	-	-	74	74	-	-	-
Receivables for on-going construction contracts	140	-	-	-	140	-	-	-
Cash and cash equivalents	225	-	-	-	225	-	-	-
<b>Total</b>	<b>1,077</b>	<b>-</b>	<b>-</b>	<b>184</b>	<b>1,261</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial liabilities</b>								
Non-current interest-bearing liabilities	869	-	-	-	869	-	-	-
Other non-current liabilities	2	32	-	-	33	-	-	32
Trade payable	503	-	-	-	503	-	-	-
Current interest-bearing liabilities	217	-	-	-	217	-	-	-
Other current liabilities <sup>2</sup>	115	0	0	239	354	-	-	0
<b>Total</b>	<b>1,706</b>	<b>32</b>	<b>0</b>	<b>239</b>	<b>1,976</b>	<b>-</b>	<b>-</b>	<b>32</b>

<sup>1</sup> To enable reconciliation against items in the balance sheet, items that do not constitute financial instruments that are valued at fair value as well as other assets and liabilities have been included in Other.

<sup>2</sup> At the time of publication of the report, the information was not fully available to categorize financial instruments correctly.

Financial instruments measured at level 3 per 30 September:

MSEK	2023	2022
Opening balance	66	91
Fair value movement in income statement	-4	-9
Acquisition	2	5
Paid	-21	-56
Exchange-rate differences	1	1
<b>Closing balance</b>	<b>43</b>	<b>32</b>

Fair value movement through income statement refers to the remeasurement of the put/call options and contingent considerations. For a description of valuation techniques and input data when valuing financial instruments at fair value, see note 32 in the Annual Report 2022. The remeasurement is attributable to a change in the assessment of forecasted EBITDA growth. During the third quarter, Nordic Waterproofing has settled and paid call/put option regarding Ripatti Oy, the remaining 20,84 percent of the shares has been acquired for SEK 5,7 million. The transaction had no effect on equity since the option has been treated as if it had been exercised upon the initial acquisition. During the second quarter, Nordic Waterproofing has settled and paid call/put option regarding Seikat Oy, the remaining 16 percent of the shares has been acquired for SEK 8,8 million. The transaction had no effect on equity since the option has been treated as if it had been exercised upon the initial acquisition. During the first quarter, Nordic Waterproofing settled part of the earn-out for Playgreen Oy in accordance with the agreement of SEK 5.4 million.

#### Note 6 – Operating segments

Nordic Waterproofing's business and the basis for division into segments are the various products or services delivered by each segment. The Group's operating segments consist of Products & Solutions and Installation Services. Products & Solutions relates to sales of both internally produced and externally purchased products and related services, and Installation Services comprises the Group's wholly owned and partly-owned contracting operations within roofing. Group Items and Eliminations comprises parent company functions, including the treasury function, as well as the elimination of intra-group sales from Products & Solutions to Installation Services.

Information regarding net sales from external customers, EBITDA and operating profit (EBIT) broken down by segment is set out in the tables on pages 10-11.

Inter-segment transfer pricing is determined on an arm's length basis, i.e. between parties that are independent of one another, are well informed and have an interest in the implementation of the transaction. Assets and investments are reported based on where the assets are located.



	Products & Solutions		Installation Services		Group Items and Eliminations		Nordic Waterproofing Group	
Amounts in SEKm unless stated otherwise	9M 2023	9M 2022	9M 2023	9M 2022	9M 2023	9M 2022	9M 2023	9M 2022
<b>Allocation of revenues external/internal</b>								
Revenues from external customers	2,427	2,501	988	797	0	0	3,415	3,298
Revenues from other segments	134	124	0	4	-134	-127	0	0
<b>Revenues, total</b>	<b>2,562</b>	<b>2,626</b>	<b>988</b>	<b>799</b>	<b>-134</b>	<b>-127</b>	<b>3,415</b>	<b>3,298</b>
<b>Allocation per country</b>								
Denmark	746	810	0	0	0	0	746	810
Sweden	633	568	11	27	-2	0	642	595
Norway	393	397	81	112	-11	-16	463	493
Finland	314	293	894	650	-122	-111	1,086	831
Europe (excluding Nordic region)	471	557	2	7	0	0	473	564
Other countries	4	4	1	0	0	0	5	5
<b>Total</b>	<b>2,562</b>	<b>2,628</b>	<b>988</b>	<b>797</b>	<b>-134</b>	<b>-127</b>	<b>3,415</b>	<b>3,298</b>
<b>Significant types of income</b>								
Sale of goods	2,200	2,234	0	0	-134	-127	2,065	2,107
Construction contracts	362	394	988	797	0	0	1,350	1,191
<b>Total</b>	<b>2,562</b>	<b>2,628</b>	<b>988</b>	<b>797</b>	<b>-134</b>	<b>-127</b>	<b>3,415</b>	<b>3,298</b>
<b>Time of revenue recognition</b>								
At a certain point in time	2,200	2,234	0	0	-134	-127	2,065	2,107
Over time	362	394	988	797	0	0	1,350	1,191
<b>Total</b>	<b>2,562</b>	<b>2,628</b>	<b>988</b>	<b>797</b>	<b>-134</b>	<b>-127</b>	<b>3,415</b>	<b>3,298</b>
<b>EBITDA</b>	<b>352</b>	<b>458</b>	<b>56</b>	<b>46</b>	<b>-32</b>	<b>-35</b>	<b>375</b>	<b>470</b>
Depreciation & Amortisation	-96	-79	-31	-24	-2	-2	-129	-105
<b>Operating profit (EBIT)</b>	<b>256</b>	<b>379</b>	<b>24</b>	<b>22</b>	<b>-34</b>	<b>-37</b>	<b>246</b>	<b>364</b>
Of which share of profit in associated companies	0	4	23	10	0	0	23	14
Net finance items							-37	-9
<b>Profit/loss after finance items but before tax (EBT)</b>							<b>209</b>	<b>355</b>
Tax							-46	-73
<b>Profit/loss for the year</b>							<b>163</b>	<b>283</b>
<b>Assets</b>								
Intangible assets (goodwill & customer relations)	1,053	1,043	313	248	2	3	1,368	1,294
Property, plant and equipment	513	465	48	62	2	3	563	530
Participations in associated companies	0	0	126	108	0	0	126	108
Inventory	656	803	48	37	0	-1	703	839
Other assets	761	773	350	292	-125	-162	987	902
Non-allocated assets					231	264	231	264
<b>Total assets</b>	<b>2,984</b>	<b>3,084</b>	<b>884</b>	<b>746</b>	<b>110</b>	<b>107</b>	<b>3,978</b>	<b>3,937</b>
<b>Liabilities and Equity</b>								
Equity					1,776	1,670	1,776	1,680
Other liabilities	733	831	278	240	-123	-150	888	921
Non-allocated liabilities					1,314	1,336	1,314	1,336
<b>Total liabilities and equity</b>	<b>733</b>	<b>831</b>	<b>278</b>	<b>240</b>	<b>2,967</b>	<b>2,855</b>	<b>3,978</b>	<b>3,937</b>
Investments in tangible & intangible assets	50	56	6	5	0	0	56	61

## Note 7 – Transactions with related parties

The Group has related party relationships with the associated companies as stated in Note 16 of the 2022 Annual Report. Transactions with related parties are priced on market terms. No transactions have taken place between Nordic Waterproofing and related parties that have materially affected the Group's financial position and results in the third quarter of 2023.

As also stated in Note 16 of the 2022 Annual Report, the Group has transactions with key persons in management positions. These transactions comprise salaries, benefits and pension commitments, as well as participation in, and distribution of shares from, the Group's incentive programs. During the second quarter 2023 have shares from the LTIP 2020 been distributed free of charge to key persons in management positions. Treasury shares has been credited with SEK 11.8 million and profit loss brought forward has been debited with the corresponding amount.

## Note 8 – Acquisitions of businesses

### Acquisitions during the first nine months 2023

During the year, one subsidiary acquisition, Dan Nilsson Tak AB, has been closed. The purchase price amounted to SEK 6.3 million and was financed through Nordic Waterproofing's existing credit facilities. The acquisition-related costs amounted to SEK 0.1 million and mainly consisted of consulting fees related to the acquisition process. These costs are included in the administration costs in the consolidated income statement. If the acquisitions had occurred on January 1, 2023, the group's pro forma net sales and profit for the year up to September 30, 2023, would have amounted to SEK 3,455 million and SEK 245 million. These amounts have been calculated using the subsidiary's results adjusted for:

- differences in accounting principles between the group and the subsidiary, and
- additional depreciation, which would have affected the result given that the fair value adjustment of intangible assets had been applied from January 1 2023, as well as the subsequent tax effects.

Some adjustments have been made to acquisition analyses attributable to acquisitions made in 2022.

#### Dan Nilsson Tak AB

On July 19, 2023, the Group, through Nordic Waterproofing AB, acquired an additional 32 percent of the shares in the Swedish company Dan Nilsson Tak AB. In 2021, Nordic Waterproofing AB acquired 48 percent of the shares in Dan Nilsson Tak AB and now owns a total of 80 percent of the shares. Through this partial step acquisition, Dan Nilsson Tak AB became a subsidiary of Nordic Waterproofing AB as Nordic Waterproofing gained control of Dan Nilsson Tak AB. The fair value at the time of acquisition of Nordic Waterproofing AB's holding of equity shares amounted to SEK 11.9 M, and as a result of revaluation to fair value, a profit in the Installation Services segment of SEK 0.9 M is reported within share of profit in associated companies. The purchase was financed through Nordic Waterproofing's existing credit facilities. The remaining non-controlling holding of 20.0 percent of the shares has been valued to the holding's proportional share of the fair value of identifiable net assets.

The company is headquartered in Åhus in Sweden and installs bitumen-based roofing products. Dan Nilsson Tak AB has 19 employees and an annual turnover in 2022 of approximately SEK 70 million. Through the acquisition, Nordic Waterproofing AB strengthens its position on the local waterproofing market and secures a certain share of the market for products originating from Nordic Waterproofing. Dan Nilsson Tak AB will be reported within the Installation Services segment.

#### Blomstertak A/S

On February 3, 2023, Veg Tech AB acquired an additional 40 percent of the shares in Blomstertak A/S for a purchase price of NOK 1 and increased its ownership to 100 percent. The partial step acquisition has been made without any change in control and has been reported as a transaction between owners. Before the acquisition, the carrying value of the existing holding without determination of 40 percent amounted to approximately SEK -1.1 million. The Group reports an increase in non-controlling interests of approximately SEK 1.1 million and a decrease in equity attributable to the parent company's owners of the corresponding amount.

#### Acquisitions after the reporting period

No acquisitions have been made after the reporting period.

#### Acquisitions during the prior year

During the first nine months 2022, a total of three acquisition was made; On February 1, 100 percent of Gordon Low Limited was acquired, on July 1, 70 percent of VKP Holding Oy was acquired and on September 14, 100 percent of Anneberg Limtræ A/S was acquired. The acquisition analysis for these acquisitions is deemed to have

been established. For information on these acquisitions, related contingent purchase prices and written call/put options, see Note 14 in the Group's Annual Report for 2022.

The acquired companies' net assets in total on the respective acquisition dates:

<b>Purchase consideration</b>	<b>9M</b>	<b>9M</b>	<b>12M</b>
<b>SEK m</b>	<b>2023</b>	<b>2022</b>	<b>2022</b>
Cash paid	16.7	107.0	146.4
Call/put option	0.0	4.7	17.1
Vendor note and earn-out	1.6	-	8.5
<b>Total purchase consideration</b>	<b>18.3</b>	<b>111.8</b>	<b>172.0</b>

<b>Acquisition analysis</b>	<b>9M</b>	<b>9M</b>	<b>12M</b>
<b>SEKm, unless otherwise stated</b>	<b>2023</b>	<b>2022</b>	<b>2022</b>
Intangible assets	19.0	20.2	48.9
Tangible assets	0.1	8.3	10.4
Financial assets	0.0	0.0	0.4
Inventories	3.8	29.5	50.4
Trade and other receivables	17.1	28.6	49.4
Deferred tax asset	-0.6	0.1	0.1
Cash and equivalents	4.1	27.8	46.8
Provisions	0.0	0.0	0.0
Other non-interest bearing liabilities	-15.1	-40.8	-68.7
Interest bearing liabilities	0.0	-29.7	-35.1
Deferred tax liabilities	-3.8	-3.5	-9.7
<b>Net assets and liabilities</b>	<b>24.7</b>	<b>40.5</b>	<b>92.9</b>
Non-controlling interests	-4.0	0.0	-9.9
Fair value of earlier holdings	-11.9	0.0	-12.9
Goodwill	9.5	71.2	101.9
<b>Consideration</b>	<b>18.3</b>	<b>111.8</b>	<b>172.0</b>

<b>Acquisition of business - net cash impact,</b>	<b>9M</b>	<b>9M</b>	<b>12M</b>
<b>SEK m</b>	<b>2023</b>	<b>2022</b>	<b>2022</b>
Cash consideration	16.7	107.0	146.4
Less cash balances acquired	-4.1	-27.8	-46.8
Less redemption of loans	0.0	28.2	28.2
<b>Net cash impact - investing activities</b>	<b>12.6</b>	<b>107.4</b>	<b>127.8</b>

The acquisition analysis for Dan Nilsson Tak AB is preliminary, meaning that the fair value and the final purchase price allocation analysis has not been conclusively determined for all items. The final purchase price allocation analysis is expected to decrease goodwill and increase intangible assets and deferred tax liabilities due to the recognition of customer relations and order book.

#### Divestments and disposals

During the first quarter, the wholly owned subsidiary Nordic Takvård AB was closed. The capital loss has been reported in other operating expenses and amounts to SEK -5.3 million. The closure has no material effects on the Group's sales or earnings.

During the first quarter, operations in the wholly owned subsidiary Nordic Build A/S were divested. The capital loss has been reported in other operating expenses and amounts to SEK -8.9 million. The closure has no material effects on the Group's sales or earnings.



### Call/put options

The fair value of options is based on probability weighted payments discounted at its present value. For more information see Note 5 – Financial Instruments. Material non-observable input comprise:

- average EBITDA for 2022-2024
- average EBITDA for 2025-2026
- discount rate of 14,6%
- average EBITDA for 2022-2024
- discount rate of 10,8%
- average EBITDA for 2023-2024
- discount rate of 11,3%

The estimated fair value increases the higher the growth in EBITDA and lower discount rate. A 2 percent increase (decrease) in the discount rate would not have any significant impact on the fair value of the call/put options. The maximum amount of payment is unlimited.

## Definitions and reconciliations

### Key performance indicators not defined according to IFRS

The Group presents certain financial measures in the interim report which are not defined according to IFRS. The Group considers these measures to provide valuable supplementary information for investors and the Company's management as they enable the assessment of relevant trends. Nordic Waterproofing's definitions of these measures may differ from other companies' definitions of the same terms. These financial measures should therefore be seen as a supplement rather than as a replacement for measures defined according to IFRS.

For a complete file with definitions and reconciliations of KPI's, see

<https://www.nordicwaterproofing.com/en/section/investors/interim-reports/>



## About Nordic Waterproofing Group

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly owned subsidiaries in Finland, through part-owned companies in Norway and Sweden and through part-owned franchise companies in Denmark. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in waterproofing in their respective markets, such as Matak, Trebolit, Phönix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, Taasinge Elementer, RVT, EG-Trading, Vesikattopalvelu, Gordon Low, Annebergs Limtrae, Urban Green and Veg Tech. Nordic Waterproofing Holding AB is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

### Business concept

Nordic Waterproofing develops, manufactures and distributes a full range of products and solutions for the protection of buildings and infrastructure.

Our products are characterized by high-quality design adapted to local climate conditions and building standards. Ease of installation, energy and environmental optimization are key components of our offer.

Our excellence in customer service builds on smart logistics, understanding our customers' present and future needs, and the exceptional responsiveness delivered by our team of highly motivated employees.

### Financial calendar

Year-end report, January-December 2023	6 February 2024
Annual report 2023	25 March 2024
Interim report, January-March 2024	25 April 2024
Annual General Meeting 2024	25 April 2024
Interim report, January-June 2024	17 July 2024
Interim report, January-September 2024	24 October 2024

### Further information can be obtained from

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This interim report is information that Nordic Waterproofing Holding AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, on 26 October 2023, 08:00 a.m. CET.

This report contains forward-looking statements which are based on the current expectations of the management of Nordic Waterproofing. Even though management believes that the expectations reflected in these forward-looking statements are reasonable, no assurances can be given that these expectations will be realized. Therefore, the financial results may differ significantly from those indicated in the forward-looking statements due to, among other things, changes in economic, market-related and competition-related conditions, changes to rules and regulations and other governmental measures, exchange rate fluctuations and other factors.

The English version is a translation of the Swedish original. In the event of any differences, the Swedish version applies.



## TAX ISSUES IN SWEDEN

*The following is a summary of the tax consequences which, according to current applicable Swedish regulations, may arise due to the Offer and is intended to provide general information only. The description is subject to any amendments to tax legislation or practice, changes which could apply retroactively and could affect the tax consequences described below. This summary is intended for shareholders with unlimited tax liability in Sweden, unless stated otherwise. This summary is not intended to address, in an exhaustive manner, all tax issues which can arise in connection with the Offer but is only intended to provide the reader general information. The fiscal assessment of each, individual shareholder is partly dependent on the respective shareholder's specific situation. The summary does not address, for example, such special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends that may be applicable when the investor holds shares in Nordic Waterproofing that are deemed to be held for business purpose (for tax purposes), such special rules which in certain cases may be applicable to shares in companies that are or have been so-called closely held companies (Sw. *fåmansföretag*) or to shares acquired by means of such shares, or such special rules that may be applicable to private individuals who make or reserve a so-called investor deduction (Sw. *investeraravdrag*). Certain tax consequences, which are not described below, may also be applicable as regards other categories of shareholders which are not mentioned in the description below, such as investment companies, investment funds and individuals who are not tax resident in Sweden. These are not included in the summary.*

*Each shareholder is recommended to obtain advice from tax experts regarding the tax consequences which can arise as a result of the Offer, for example, as a result of foreign regulations, double tax treaties or other special regulations which may apply.*

### **Taxation in Sweden upon disposal of shares in Nordic Waterproofing**

For shareholders in Nordic Waterproofing that accept the Offer and thereby divest their shares in Nordic Waterproofing, a liability for capital gains taxation will occur. The capital gain or the capital loss is computed as the difference between the consideration, less selling expenses, and the acquisition value, and shall be reported in the income declaration. The acquisition value for all shares of the same class and type shall be added together and computed collectively in accordance with the so-called average method (Sw. *genomsnittsmetoden*). As an alternative, the so-called standard method (Sw. *schablonmetoden*) may be used at the disposal of listed shares, such as shares in Nordic Waterproofing. This means that the acquisition value may be determined as 20 per cent of the consideration less selling expenses.

### **Private individuals**

For private individuals with unlimited tax liability, capital gains on the sale of listed shares are taxed in the capital income category at a tax rate of 30 per cent. Capital losses on listed shares, such as the shares in Nordic Waterproofing, may be fully offset against taxable capital gains the same year on shares, as well as on listed securities taxed as shares (however not shares in mutual funds (Sw. *värdepappersfonder*) or hedge funds (Sw. *specialfonder*) containing Swedish receivables only (Sw. *räntefonder*)). Capital losses not absorbed by these set-off rules are deductible at 70 per cent in the capital income category. Should a net loss arise in the capital income category, a reduction is granted of the tax on income from employment and business operations, as well as property tax and municipal property tax. The tax reduction is granted at 30 per cent of the net loss that does not exceed SEK 100,000 and at 21 per cent of any remaining net loss. A net loss cannot be carried forward to future tax years.

### **Limited liability companies**

For limited liability companies all income, including taxable capital gains and taxable dividends, is taxed as income from business operations at a rate of 20.6 per cent. Deductible capital losses on shares may only offset taxable capital gains on shares and other securities taxed as shares. A net capital loss on shares that cannot be utilised during the year of the loss, may be carried forward (by the limited liability company that has suffered the loss) and offset against taxable capital gains on shares and other securities taxed as shares in future years, without any limitation in time. If a capital loss cannot be deducted by the company that has suffered the loss, it may be deducted from taxable capital gains on shares and other securities taxed as shares of another company in the same group, if

there is a group contribution right between the companies and both companies request this for a tax year having the same filing date (or that would have had it unless one of the companies' accounting liability ceases). Special tax rules may apply to certain categories of companies or certain legal persons, for example investment companies and life insurance companies. Capital gains on shares held for business purposes are, from a Swedish tax perspective, tax-free. Capital losses on shares held for business purposes are not deductible.

### **Shareholders with limited tax liability in Sweden**

Shareholders that are not Swedish residents are usually not taxed in Sweden on the sale of shares. The shareholder may however be liable for tax in the country in which the shareholder is resident for tax purposes. Non-residents in Sweden may also, under certain conditions, be taxed on a capital gain on the sale of shares if the person has been resident or had its habitual abode in Sweden during the calendar year during which the sale took place, or during any of the ten preceding calendar years. This taxation is however in many cases limited by the tax treaties that Sweden has concluded with other countries.

Foreign legal entities are generally not taxed in Sweden for capital gains on shares unless the shares are attributable to a so-called permanent establishment in Sweden. If the shares are attributable to a so-called permanent establishment in Sweden the same principles regarding capital gains and losses as applicable to Swedish tax resident legal entities applies, with certain limitations.

### **Investment savings accounts**

Individuals and estates of deceased individuals holding shares through so-called investment savings accounts (Sw. *investeringssparkonton*) are not liable to tax on capital gains from a sale of shares. Capital losses on such shares are not tax deductible. Shares in such holdings are instead subject to standardised yield taxation based on the capital base for the account held, regardless of whether a gain or a loss has been made on the holding.

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