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PRESS RELEASE

14 November 2017

Schörling & Partners AB announces an unconditional cash offer of SEK 569 per share to the shareholders of Melker Schörling AB

The Schörling family has together with Stefan Persson, Carl and Martin Bek-Nielsen and Mikael Ekdahl decided to continue to operate Melker Schörling AB (“**MSAB**” or the “**Company**”) in a non-listed environment. The decision is a consequence of an altered situation in MSAB since Melker Schörling left his operational position in the Company.

“Considering the new situation in MSAB, it is our opinion that the Company could be more efficiently operated in a non-listed environment. Going forward, we intend, together with our closest long term partners, to do our utmost to contribute to the best possible development of the holding companies”, says Melker Schörling, Märta Schörling Andreen and Sofia Schörling Högberg.

“Our hope is that all shareholders in MSAB have an understanding for this change and continue their commitment by investing directly in the successful listed companies which make up MSAB’s portfolio companies. Since the IPO in 2006, we have consistently used the net asset value as a benchmark of the value development in MSAB and therefore consider it logical that the offer is now also based on current net asset value”, says Mikael Ekdahl, the chairman of the board of directors of MSAB.

The buy-out is made by Goldcup 15638 AB (u.n.c.t. Schörling & Partners AB) (“**Schörling & Partners**”), jointly owned by the Schörling family’s holding company Melker Schörling Tjänste AB (“**MSTAB**”), Stefan Persson, UIE Malta Holding Ltd. (a wholly owned subsidiary of United International Enterprises Ltd. which is controlled by Carl and Martin Bek-Nielsen) and Mikael Ekdahl AB, announcing an unconditional cash offer to the shareholders of MSAB to tender all their shares in MSAB to Schörling & Partners (the “**Offer**”). Schörling & Partners holds approximately 92.6 percent of the shares and votes in MSAB. The shares in MSAB are admitted to trading on Nasdaq Stockholm, Large Cap.

- Schörling & Partners offers SEK 569 in cash per share in MSAB (the “**Offer Price**”).¹ The Offer Price exceeds the net asset value in MSAB as of 13 November 2017, SEK 568, and corresponds to the volume-weighted average purchase price for the MSAB share on Nasdaq Stockholm during the last 20 trading days prior to the announcement

¹ If MSAB pays dividends or makes any other distributions to the shareholders, for which the record date occurs prior to settlement of the Offer Price, the Offer Price will be reduced accordingly.

of the Offer.² The total Offer Price amounts to approximately SEK 5,005 million, and the Offer represents a value of MSAB of approximately SEK 67,767 million.³

- The Offer Price represents a premium of:
 - approximately 5.1 percent compared to the volume-weighted average purchase price of SEK 541.3 for the MSAB share on Nasdaq Stockholm during the last 90 trading days prior to the announcement of the Offer; and
 - approximately 3.9 percent compared to the closing price of SEK 547.5 for the MSAB share on Nasdaq Stockholm on 13 November 2017, which was the last trading day prior to the announcement of the Offer.
- The Company has obtained a fairness opinion from Ernst & Young AB, according to which the Offer is fair to the MSAB shareholders from a financial perspective.
- Schörling & Partners is the Company's largest shareholder, holding approximately 92.6 percent of the shares and votes in the Company and intends to, as soon as possible, initiate a compulsory acquisition procedure in respect of the remaining shares in the Company.
- Schörling & Partners expects to publish an offer document regarding the Offer around 15 November 2017. The acceptance period for the Offer is in such case expected to commence on 16 November 2017 and run until 14 December 2017.
- The Offer is not subject to any completion condition and settlement to those having accepted the Offer will occur weekly during the acceptance period, with the first settlement estimated on 24 November 2017.
- In order to, on a continuous basis, provide liquidity to MSAB's shareholders, Schörling & Partners intends to acquire, or enter into arrangements to acquire, shares in MSAB outside the Offer through Skandinaviska Enskilda Banken AB (publ) ("SEB"), whereby purchase orders are intended to be placed on the market for MSAB shares, at a price not higher than the Offer Price. Please note, however that sale of shares in the market may entail a cost for shareholders in the form of commission. Such acquisitions made or arranged will be in accordance with Swedish law and the Nasdaq Stockholm's Takeover Rules (the "Takeover Rules") and will be disclosed in accordance with applicable rules.

Background and reasons for the Offer

MSAB was founded in 1999 by Melker Schörling. The Company was founded as a platform for the continued development of Melker Schörling's investments. In 2006, investors were invited to take part of the Company's future development in connection with an IPO. The MSAB share was initially listed on First North in September 2006, and shortly thereafter on Nasdaq Stockholm (Large Cap) in December 2006. Since the IPO, the Company has developed very

² The net asset value in MSAB as per 13 November 2017 amounted to SEK 568 per share. The bidder has also considered it relevant to observe the obligation to offer a price corresponding to the volume-weighted average purchase price during the last 20 trading days prior to the announcement of a public offer that a bidder under certain circumstance have to adhere to in a mandatory bid, the application of which in this case results in an offer price of SEK 569 per share.

³ Based on 119,097,595 shares, which is the total number of issued shares in MSAB.

well and the net asset value has increased by approximately 510 percent. This could be compared with the Nasdaq Stockholm All-share index which, during the same period, has increased by approximately 80 percent.

Since the listing of MSAB, Melker Schörling with family has, through directly and indirectly owned companies, held around 85 percent of the shares and votes in MSAB. Prior to the transfers of shares in MSAB to Schörling & Partners, which were carried out on 13 November 2017 (see “*Schörling & Partners and its ownership structure*”), the Schörling family’s holding in MSAB (through the holding company MSTAB) amounted to 86.1 percent. Melker Schörling’s daughters, Sofia Schörling Högberg and Märta Schörling Andreen, have for a longer period of time, since 2006 and 2010, respectively, been active as board members of MSAB. Together or separately, they also serve as board members of the portfolio companies Hexagon, Hexpol, AAK, ASSA ABLOY and Securitas. After the Schörling family, Stefan Persson and UIE Malta Holding Ltd., which is a wholly owned subsidiary of United International Enterprises Ltd. and is controlled by Carl and Martin Bek-Nielsen, have been the largest shareholders in MSAB with 4.8 percent and 1.7 percent of the shares in the Company, respectively, prior to the transfers to Schörling & Partners. The chairman of the board of MSAB, Mikael Ekdahl, who has also been one of Melker Schörling’s closest business partners for more than 30 years, held 0.1 percent of the shares in MSAB through Mikael Ekdahl AB. As board members, Stefan Persson, Carl Bek-Nielsen and Mikael Ekdahl have for many years contributed to the development of the Company together with Melker Schörling. These parties have now agreed to form a bidding consortium and to make the Offer to the other shareholders in MSAB through the jointly owned Schörling & Partners, which after the transfer of all consortium members’ respective shareholdings in MSAB to Schörling & Partners owns 92.6 percent of the shares in MSAB.

As a result of the altered situation in the Company, with Melker Schörling having left his operational position, the bidding consortium believes that the Company could be more efficiently operated in a non-listed environment, in similarity to several others significant family dominated owner companies. Going forward, the bidding consortium intends to do its utmost to contribute to the best possible development of MSAB’s current and future portfolio companies.

The shareholders, who, similar to the bidding consortium, believe in a long-term positive development of the portfolio companies, can acquire shares in these companies for the settlement received in the Offer. It is the hope of the bidding consortium that the majority of the shareholders onwards will continue their commitment directly in the underlying portfolio companies. The bidding consortium therefore intends to ensure that the portfolio companies’ percentage share of the net asset value is displayed on MSAB’s website during the acceptance period.

The bidding consortium believes that the Offer is financially logical for the other shareholders of MSAB. The Company has consistently communicated that the net asset value is the Company’s most important key figure and the net asset value has continuously been used as basis for valuation throughout the Company’s listed history. At the time of the IPO of MSAB in 2006, investors were offered to subscribe for shares at the net asset value. The yearly redemption of shares which so far has been offered to all shareholders in connection with the annual general meeting, pursuant to the articles of association, has been conducted at the net asset value. At the time of the Company’s only issue of shares in 2012, directed at United International Enterprises Ltd. as payment for shares in AAK, the MSAB share was valued at the net asset value. The Company has also reported the net asset value on the Company’s website on a daily basis. The bidding consortium therefore believes that it is right and logical that the Offer Price is based on the net asset value at the time of the Offer.

MSAB has a small organisation with only a few employees. MSAB also has a large network which adds additional competence. The bidding consortium places great value on MSAB's management, employees and network and is convinced that the Offer will create growth and positive effects for both the Company's employees and other stakeholders. The consortium does not anticipate that the Offer will result in changes for MSAB's employees, management, terms of employment, or the employment or MSAB's operational sites.

The Offer

Schörling & Partners offers SEK 569 in cash per share in MSAB. If MSAB pays dividends or makes any other distributions to the shareholders, for which the record date occurs prior to the settlement of the Offer Price, the Offer Price will be reduced accordingly. The total Offer Price amounts to approximately SEK 5,005 million, and the Offer represents a value of MSAB of approximately SEK 67,767 million.⁴

No commission will be charged in respect of the settlement of the MSAB shares tendered to Schörling & Partners under the Offer.

The Offer Price exceeds the net asset value in MSAB as of 13 November 2017, SEK 568, and corresponds to the volume-weighted average purchase price for the MSAB share on Nasdaq Stockholm during the last 20 trading days prior to the announcement of the Offer, and represents a premium of:

- approximately 5.1 percent compared to the volume-weighted average purchase price of SEK 541.3 for the MSAB share on Nasdaq Stockholm during the last 90 trading days prior to the announcement of the Offer; and
- approximately 3.9 percent compared to the closing price of SEK 547.5 for the MSAB share on Nasdaq Stockholm on 13 November 2017, which was the last trading day prior to the announcement of the Offer.

Schörling & Partners expects to publish an offer document regarding the Offer around 15 November 2017. The acceptance period for the Offer is in such case expected to commence on 16 November 2017 and run until 14 December 2017. The Offer is unconditional and settlement will occur weekly during the acceptance period, with the first settlement estimated on 24 November 2017.

Schörling & Partners holds 110,302,321 shares in MSAB, representing approximately 92.6 percent of the shares and votes in MSAB. In addition to these shares, Schörling & Partners does not hold any financial instruments that give a financial exposure to the MSAB shares.

In order to, on a continuous basis, provide liquidity to MSAB's shareholders, Schörling & Partners intends to acquire, or enter into arrangements to acquire, shares in MSAB outside the Offer through SEB, whereby purchase orders are intended to be placed on the market for MSAB shares, at a price not higher than the Offer Price. Please note, however that sale of shares in the market may entail a cost for shareholders in the form of commission. Such acquisitions made or arranged will be in accordance with Swedish law and the Takeover Rules and will be disclosed in accordance with applicable rules.

⁴ Based on 119,097,595 shares, which is the total number of issued shares in MSAB.

Schörling & Partners and its ownership structure

Goldcup 15638 AB (u.n.c.t. Schörling & Partners AB) is a Swedish newly formed limited liability company, Reg. No. 559132-0402. Schörling & Partners is jointly owned by MSTAB, Reg. No. 556609-2168, Stefan Persson, UIE Malta Holding Ltd., Reg. No. C 57767 and Mikael Ekdahl AB, Reg. No. 556701-4112, and has its registered office in Stockholm, with address at Birger Jarlsgatan 13, 111 45 Stockholm, Sweden. Schörling & Partners has never conducted, and does not presently conduct, any business. The Company's sole purpose is to hold the MSAB shares, carry out the Offer and to take any measure necessary to finance and complete the Offer as well as to act as the parent company of MSAB.

All owners of Schörling & Partners have previously been direct owners of MSAB, but have on 13 November 2017 transferred each of their respective shareholdings in MSAB to Schörling & Partners, in exchange for shares in Schörling & Partners, at an issuing price corresponding to the Offer Price. Following these transfers, which were conditional upon the Offer being made, MSTAB owns 92.9 percent of the shares in Schörling & Partners, Stefan Persson 5.2 percent, UIE Malta Holding Ltd. 1.8 percent and Mikael Ekdahl AB 0.1 percent of the shares in Schörling & Partners. The parties' holdings in Schörling & Partners correspond to their previous mutual relative shareholding in MSAB.

MSTAB is directly and indirectly owned by Melker Schörling, Sofia Schörling Högberg, Märta Schörling Andreen and the Schörling family's charity foundation. Melker Schörling holds, directly and indirectly, a majority of the shares and votes in MSTAB. UIE Malta Holding Ltd. is a wholly owned subsidiary of United International Enterprises Ltd. which is controlled by Carl and Martin Bek-Nielsen and Mikael Ekdahl AB is controlled by Mikael Ekdahl.

Schörling & Partners has agreed with MSAB's CEO Gun Nilsson that she, following the completion of the Offer, will be appointed CEO of Schörling & Partners.

Certain related party issues etc.

Melker Schörling, Sofia Schörling Högberg, Märta Schörling Andreen, Stefan Persson, Carl Bek-Nielsen and Mikael Ekdahl are board members of MSAB. Each of these persons also participate in the Offer through the jointly controlled Schörling & Partners and are board members of Schörling & Partners. Furthermore, Schörling & Partners has agreed with the board members Carl-Henric Svanberg and Georg Brunstam that they, following the completion of the Offer, will be appointed board members of Schörling & Partners. As a result, there is no member of MSAB's board of directors that is independent in matters relating to the Offer.

The Offer is subject to the provisions in Chapter III of the Takeover Rules. Under these provisions, MSAB is required to obtain and publish a fairness opinion regarding the Offer. As set out below, this requirement has been satisfied.

Fairness opinion from Ernst & Young AB

The Company has obtained a fairness opinion from Ernst & Young AB, according to which, based on the assumptions and reservations stated in the opinion, the Offer is fair to the MSAB shareholders from a financial perspective.

Financing of and conditions to the Offer

Schörling & Partners will finance the Offer with a loan facility on customary terms which Schörling & Partners has entered into with SEB. Thus, the Offer is not subject to any financing

condition. Nor is the Offer subject to any other condition for the fulfilment of it. The Offer and the preceding transfers do not require approvals from any Competition Authority.

Indicative timetable

Publishing of offer document	15 November 2017
Acceptance period	16 November – 14 December 2017
Schörling & Partners calls for compulsory acquisition	Around 17 November 2017, at the earliest
First part payment of the Offer Price to those having accepted the Offer as at 21 November 2017	Around 24 November 2017
Second part payment of the Offer Price to those having accepted the Offer as at 28 November 2017	Around 1 December 2017
Third part payment of the Offer Price to those having accepted the Offer as at 5 December 2017	Around 8 December 2017
Fourth part payment of the Offer Price to those having accepted the Offer as at 12 December 2017	Around 15 December 2017
Last part payment of the Offer Price to those having accepted the Offer as at 14 December 2017	Around 19 December 2017

Schörling & Partners reserves the right to extend the acceptance period of the Offer as well as to postpone the date of settlement. Notice of such extension and/or postponement of the date of settlement will be announced by Schörling & Partners through press release in accordance with applicable laws and regulations.

Compulsory acquisition and delisting

Subsequent to the transfers of shares described above under “*Schörling & Partners and its ownership structure*” and which were carried out on 13 November 2017, Schörling & Partners owns 92.6 percent of the shares in MSAB. Schörling & Partners therefore intends to, as soon as possible, initiate a compulsory acquisition procedure in respect of the remaining shares in the Company in accordance with the Swedish Companies Act (2005:551). After the acceptance period has lapsed, Schörling & Partners will act in furtherance of a delisting of the MSAB shares from Nasdaq Stockholm.

Statement by the Swedish Securities Council

The Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) has in its decision AMN 2017:32 stated that the rules regarding prior, side and subsequent transactions in items II.13-15 in the Takeover Rules are not applicable on Schörling & Partners’ acquisition of shares

in MSAB from MSTAB, Stefan Persson, UIE Malta Holding Ltd. and Mikael Ekdahl AB, since these parties, as consortium members of Schörling & Partners, participate as *de facto* bidders in the Offer. In the decision, the Swedish Securities Council has further stated that the transfers of shares in MSAB to Schörling & Partners, as described above, does not result in such a change of control which triggers an obligation for Schörling & Partners or any other party to make a mandatory bid, and that the Offer and the transactions conducted in connection to it does not cause any objection from the standpoint of generally accepted practice on the securities market. The full statement is available at www.aktiemarknadsnamnden.se.

Governing law and disputes

The Offer, as well as the agreements entered into between Schörling & Partners and MSAB's shareholders as a result of the Offer, shall be governed by and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be exclusively settled by Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance. The Takeover Rules and the Swedish Securities Council's 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 formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (Sw. *Näringslivets Börskommitté*), are applicable to the Offer. Furthermore, Schörling & Partners has, in accordance with the Swedish Takeover Act (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*), on 10 November 2017 contractually undertaken towards Nasdaq Stockholm to comply with said rules, rulings and statements and to submit to any sanctions that can be imposed on Schörling & Partners by Nasdaq Stockholm in the event of a breach of the Takeover Rules. On 14 November 2017, Schörling & Partners informed the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) of the Offer and the abovementioned undertakings towards Nasdaq Stockholm.

Advisers

Schörling & Partners has retained SEB as financial adviser and Mannheimer Swartling as legal adviser in connection to the Offer. MSAB has retained Hannes Snellman as legal adviser in connection to the Offer.

For further information, please contact:

Mikael Ekdahl, chairman of the board in MSAB and contact person of Schörling & Partners
Phone: +46 (0)8-407 36 60
E-mail: mek@msaa.se

Information regarding the Offer is made available at: www.sochpartners.se

Schörling & Partners discloses the information provided herein pursuant to the Takeover Rules. The information was submitted for publication on 14 November 2017, 8.00 a.m. CET.

MSAB in brief

MSAB is an active and long-term holding company listed on Nasdaq Stockholm (Large Cap) under the ticker code MELK. All of MSAB's companies have a clear strategy and focus and a strong potential to further development. Today, the larger companies belong to the world-leading within each of their operation area. MSAB's holdings consist of six listed companies,

Hexagon, HEXPOL, AAK, ASSA ABLOY, Securitas and Loomis. MSAB's largest holding is Hexagon where the Company owns 26 percent of the capital and 47 percent of the votes. Through a long-term and active ownership, MSAB shall contribute to a continued good development of the holdings and create value for the shareholders of MSAB.

Basis for calculation of the net asset value in MSAB.⁵

Company	Number of shares	Price (SEK)	Value (MSEK)
Hexagon	93,679,899	408.00	38,221
AAK	13,899,301	669.50	9,306
ASSA ABLOY	42,812,848	168.70	7,223
HEXPOL	89,298,779	81.30	7,260
Securitas	19,734,600	141.20	2,787
Loomis	900,000	321.40	289
Other holdings	-	-	140
Total value shares			65,225
Net cash position			2,427
Other assets and liabilities			-17
Total net asset value			67,635
Total number of shares			119,097,595
Net asset value per share (SEK)			568

Important information

The Offer, pursuant to the terms and conditions presented in this press release, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law and regulations.

This press release and any related Offer documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by Schörling & Partners. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being and will not be made, directly or indirectly, in or into, by use of mail or any other means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States. This includes, but is not limited to facsimile transmission, electronic mail, telex, telephone, the Internet and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States or by persons located or resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States. Accordingly, this press release and any related Offer documentation are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into Australia, Hong Kong, Japan, Canada, New Zealand,

⁵ As of 13 November 2017.

South Africa or the United States or to any Australian, Hong Kong, Japanese, Canadian, New Zealand, South African or U.S. persons or any persons located or resident in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United State.

Any purported tender of shares in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of shares made by a person located in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from or within Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States will be invalid and will not be accepted. Each holder of shares participating in the Offer will represent that it is not an Australian, Hong Kong, Japanese, Canadian, New Zealand, South African or U.S. person, is not located in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States and is not participating in such Offer from Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States or that it is acting on a non-discretionary basis for a principal that is not an Australian, Hong Kong, Japanese, Canadian, New Zealand, South African or U.S. person, that is located outside Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States and that is not giving an order to participate in such offer from Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States. Schörling & Partners will not deliver any consideration from the Offer into Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States.

This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Hong Kong, Japan, Canada, New Zealand, South Africa or the United States must not forward this press release or any other document received in connection with the Offer to such persons.

For purposes of this section “United States” and “U.S.” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island, and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.

Forward-looking information

Statements in this press release relating to future status and 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. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Schörling & Partners. Any such forward-looking statements speak only as of the date on which they were made and Schörling & Partners has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.