



# A·P·MØLLER

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## **All necessary regulatory approvals have been obtained for the all-cash recommended purchase offer for the shares in Svitzer**

9 May 2025

Reference is made to company announcements published by Svitzer on 2 April 2025 and 1 May 2025 regarding the all-cash voluntary recommended purchase offer by APMH Invest A/S ("**APMHI**"), a wholly owned subsidiary of A.P. Møller Holding A/S ("**A.P. Møller Holding**"), to acquire all of the issued shares (the "**Shares**") in Svitzer Group A/S ("**Svitzer**"), except for Shares owned by APMHI and Shares held by Svitzer and/or its subsidiaries in treasury, if any (the "**Offer**").

APMHI has received the approval from the Secretary of State in the United Kingdom. Accordingly, APMHI has received all regulatory approvals required for completion of the Offer. Completion of the Offer remains subject to the satisfaction or waiver of the conditions set out in the offer document published by APMHI on 2 April 2025, including absence of material adverse change.

"We are pleased to confirm that, with the approval of the UK Secretary of State, all regulatory approvals and conditions necessary for the completion of the offer have now been obtained. We encourage any remaining Svitzer shareholders who wish to accept the offer to do so before the expiry of the offer on 14 May 2025," says Martin Larsen, CFO of A.P. Møller Holding.

Svitzer shareholders who have not yet accepted the Offer but wish to do so are advised to accept the Offer prior to the expiry date of 14 May 2025 at 5:00 p.m. CEST. It is noted that certain custodian banks and account holding institutions may have earlier deadlines for submission of acceptance.

### **Questions and further information**

Any questions from shareholders of Svitzer in connection with the Offer shall be addressed to such shareholder's custodian bank or account holding institution. Any questions from the custodian bank or account holding institution regarding clearing and settlement of the Offer may be directed to:

Danske Bank A/S  
Bernstorffsgade 40  
1577 Copenhagen V  
Denmark  
E-mail: [prospekter@danskebank.dk](mailto:prospekter@danskebank.dk)

For further information about the Offer, please see [www.svitzer.com](http://www.svitzer.com).

### **Important information**

This announcement is not directed at Shareholders whose participation in the Offer would require issuance of an offer document, registration or any activities beyond those required under Danish law. The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of persons, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction, including sanction laws, or would require any registration, approval



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or filing with any regulatory authority not expressly contemplated by the offer document published by APMHI on 2 April 2025 (the "Offer Document"). Persons obtaining this announcement and/or into whose possession this announcement or any other document referring to the Offer comes are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither APMHI, any of their advisors nor the settlement bank accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who intends to forward this announcement or document related to the Offer to any jurisdiction outside Denmark should inform themselves of the laws of the relevant jurisdiction. The distribution of this announcement in jurisdictions other than Denmark may be restricted by law, and, therefore, persons who come into possession of this announcement should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction.

This announcement does not constitute an offer or an invitation to purchase Shares or a solicitation of an offer to purchase Shares pursuant to the Offer or otherwise. The Offer is made solely by means of the Offer Document on the terms and conditions set out therein, including procedures for accepting the Offer. The Offer Document and related documents contain important information and should be read carefully before any decision is made with respect to accepting the Offer.

The Offer is not subject to the rules in Chapter 8 of the Danish Capital Markets Act and the Danish Executive Order no. 636 of 15 May 2020 on takeovers as APMHI is already deemed to have control over Svitzer as control is defined in the Danish Capital Markets Act.

### *Important information for shareholders in the United States*

The Offer is being made for the securities of Svitzer, a public listed company incorporated under Danish law, and is subject to Danish disclosure and procedural requirements, which differ from those of the United States. The Offer will be made in the United States in compliance with applicable Danish securities laws and the applicable requirements of the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations adopted by the U.S. Securities and Exchange Commission thereunder, including Regulation 14E.

It may be difficult for U.S. holders of Shares to enforce their rights and any claim arising out of the U.S. federal securities laws, because APMHI and Svitzer are located in a country other than the United States, and all of their officers and directors are residents of a country other than the United States. U.S. holders of Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

**Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other regulatory authority has approved or disapproved the Offer, passed upon the fairness or merits of the Offer or provided an opinion as to the accuracy or completeness of this announcement, the Offer Document or any other documents regarding the Offer.**

### *Forward-looking statements*

This announcement contains certain statements about Svitzer Group and its business as well as the timing and procedures relating to the Offer and potential amendments to the Offer that are or may be forward-looking statements. Forward-looking statements are typically identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "intends", "estimates", "plans", "assumes" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond APMHI's control and all of which are based on APMHI's current beliefs and expectations about future events. In addition, from time to time, APMHI or its representatives have made or may make forward-looking statements orally or in writing. Such forward-looking statements may be included in, but are not limited to, press releases or oral statements made by or with the approval of APMHI's authorised executive officers. By their nature, forward-looking statements involve risks and uncertainties beyond APMHI's control because they relate to future events and circumstances, including, but not limited to, financial, economic and business conditions, the reduction of demand for towage services, changes in demand for oil and gas, operating hazards, the technological and other developments in the industry the Svitzer Group operates in, the energy transition, the effects of



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volatility in credit markets, market-related risks such as changes in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards applicable to past, current and future periods, the outcome of pending and future litigations, the loss of key personnel or similar, the success of future acquisitions and other strategic transactions and the impact of competition. As a result, actual future results may differ materially from the plans, goals, and expectations set forth in these forward-looking statements. Any forward-looking statements made herein speak only as of the date they are made. APMHI disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in APMHI's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.