

# **Acceptances received under the mandatory offer by Castellum Aktiebolag to acquire all shares inn Entra ASA**

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Reference is made to the mandatory offer from Castellum Aktiebolag (the "Offeror") to acquire shares in Entra ASA ("Entra") at an offer price of NOK 110.40 per share, pursuant to an offer document dated 18 February 2025 ("the Offer").

On 28 February 2025, the Offeror has received acceptances under the Offer for 1,163 shares. Following these acceptances, the Offeror has received acceptances for a total of 3,397 shares in Entra in the Offer. In addition, the Offeror already owns a total of 60,710,724 shares in Entra. Consequently, subject to final results and due settlement of the shares for which acceptances are received, the Offeror will own 60,714,121 shares in Entra, representing approximately 33.335220% of the total 182,132,055 outstanding shares and votes in Entra.

The Offeror is a close associate of Joacim Sjöberg, one of the members of the board of directors in Entra. Please see attached notification form in accordance with Article 19 of the EU Market Abuse Regulation.

## **Advisors**

Nordea Bank Abp, filial i Sverige is acting as financial advisor to the Offeror and Nordea Bank Abp, filial i Norge is acting as receiving agent in connection with the Offer. Advokatfirmaet BAHR AS and Roschier Advokatbyrå AB are acting as legal advisors for the Offeror.

## **IMPORTANT INFORMATION**

The Offer and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. The offer document for the Offer and related acceptance forms will not and may not be distributed, forwarded or transmitted into or within any jurisdiction where it is prohibited by applicable law, including, without limitation, Australia, Canada, Hong Kong, Japan, New Zealand and South Africa, or any other jurisdiction in which it would be unlawful. The Offeror does not assume any responsibility in the event there is a violation by any person of such restrictions. Persons in the United States should review "Notice to U.S. Holders" below. Persons into who access this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

This announcement is for information purposes only and is not an offer or a tender offer document and, as such, is not intended to constitute or form any part of an offer or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. Investors may accept the Offer only on the basis of the information provided in the offer document for the Offer. The Offer has not and will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Norway.

## **Notice to U.S. Holders**

Holders of shares of Entra in the United States ("U.S. Holders") are advised that Entra's shares are not listed on a U.S. securities exchange and that Entra is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder.

The Offer is made for the issued and outstanding shares of Entra, a company incorporated under Norwegian law, and is subject to Norwegian disclosure and procedural requirements, which may be different from those of the United States. The Offer is being made in the United States pursuant to Section 14(e) of the U.S. Exchange Act and Regulation 14E thereunder, to the extent applicable and subject to any available exemptions, and otherwise in compliance with the disclosure and procedural requirements of Norwegian law, including with respect to the Offer timetable, settlement procedures and timing of payments, which may be different from requirements or customary practices in relation to U.S. domestic tender offers. The Offer is made to U.S. Holders on the same terms and conditions as those made to all other holders of shares of Entra to whom an offer is made. Any information document, including the offer document for the Offer, is disseminated to U.S. Holders on a basis comparable to the method that such documents are provided to Entra's other shareholders to whom an offer is made. The Offer is made by the Offeror and no one else. U.S. Holders are encouraged to consult with their own advisors regarding the Offer.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase, shares in Entra, or any securities that are convertible into, exchangeable for or exercisable for such shares, outside the United States, so long as those acquisitions or arrangements comply with applicable Norwegian law and practice and the provisions of such exemption. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Norway, such information will be disclosed by means of an English language press release via an electronically operated information distribution system in the United States or other means reasonably calculated to inform U.S. Holders of such information. If the consideration paid by the Offeror or its affiliates in any transaction after the public announcement of the Offer, but prior to the expiry of the acceptance period for the Offer, is greater than the Offer price, the Offer price shall be increased to match that price. In addition, the financial advisors to the Offeror may also engage in ordinary course trading activities in securities of Entra, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with applicable law. To the extent required in Norway, any information about such purchases will be made public in Norway in the manner required by Norwegian law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in this announcement. Any representation to the contrary is a criminal offense in the United States.

It may be difficult for Entra's shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Offer, since the Offeror and Entra are located in non-U.S. jurisdictions, and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Entra's shareholders may not be able to sue the Offeror or Entra or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Entra and their respective affiliates to subject themselves to a U.S. court's judgment.

#### DISCLOSURE REGULATION

This notification is subject to the disclosure requirements pursuant to Section 5-12 of the Securities Trading Act, as well as article 19 of the EU Market Abuse Regulation.

#### Attachments

- [Download announcement as PDF.pdf](#)
- [PDMR form - 28 February 2025.pdf](#)