Invitation to subscribe for shares in Alimak Group AB (publ)

NOTE THAT THE SUBSCRIPTION RIGHTS MAY HAVE AN ECONOMIC VALUE.

To ensure that the potential value of the subscription rights is not lost, the holder must either:

- exercise the subscription rights received and subscribe for new shares no later than 21 March 2023, or
- sell the subscription rights received that will not be exercised for subscription of new shares no later than 16 March 2023.

Note that shareholders with nominee-registered shareholdings are to subscribe for new shares through their custodians or nominees.

The distribution of this Prospectus is subject to restrictions in certain jurisdictions (see "Important information").

JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS

Handelsbanken Capital Markets

BNP PARIBAS

ALIMAK GROUP

IMPORTANT INFORMATION

This prospectus (the "**Prospectus**") has been prepared in connection with the invitation to subscribe for newly issued shares in Alimak Group AB (publ), a Swedish public limited liability company (the "**Offering**" or the "**Rights Issue**"). In the Prospectus, "**Alimak Group**" or the "**Company**" refers to Alimak Group AB (publ), reg.no 556714-1857, or, depending on the context, to the group in which Alimak Group is the Parent Company (the "**Group**"). "**Joint Global Coordinators**" and "**Joint Bookrunners**" refers to Handelsbanken Capital Markets, a part of Svenska Handelsbanken AB (publ), reg.no 502007-7862, and BNP PARIBAS, a French *société anonyme* (limited liability company), which is registered with the Paris Registre du Commerce et des Sociétés under Nr. 662 042 449 RCS Paris ("**BNP Paribas**"). "**Handelsbanken**" refers to either, depending on the context, Handelsbanken Capital Markets or Svenska Handelsbanken AB (publ). Refer to the section "*Definitions*" for definitions of these and other terms in the Prospectus.

The Offering is not directed to the public in countries other than Sweden. Nor is the Offering directed to persons whose participation requires preparation of additional prospectuses, registrations or measures other than those prescribed by Swedish law. The Prospectus, application form and/or other documents attributable to the Offering may not be distributed in any country where the Offering presupposes measures as described above or is in violation of the regulations in those countries. No measures have been or will be taken in any jurisdiction other than Sweden that would allow an offering of the shares to the public, holding of shares, distribution of this Prospectus or other information pertaining to the Offering, the Company or the shares in any such jurisdiction. Any applications to acquire shares in violation of the above may be deemed invalid. Persons receiving copies of the Prospectus are instructed by the Company to inform themselves about, and comply with, such restrictions. The Company does not accept any legal responsibility for violations of such restrictions, regardless of whether or not such violations are committed by a prospective investor or another party.

No offering to subscribe for shares will be made to the general public outside Sweden. In other Member States of the European Economic Area (the "**EEA**") that have implemented Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") into national legislation, an offering to subscribe for shares in the Company can only be utilised by qualified investors under the exception in the Prospectus Regulation and/or in accordance with each relevant implementation measure. In other countries in the EEA that have not implemented the Prospectus Regulation into national legislation, an offering of this type may only be utilised in accordance with applicable exceptions in the national legislation. In other Member States of the European Union (the "**EU**"), an offering of this type may only be utilised in accordance with the exceptions in the Prospectus Regulation.

No shares shall be offered, subscribed, utilised, or transferred, directly or indirectly, in or to Australia, Japan, Canada, the United States (including its territories and possessions, any state of the United States and the District of Columbia, "**US**"), New Zealand, South Africa, Hong Kong, Switzerland, Singapore or any other jurisdiction where publication or distribution of this Prospectus would be illegal, require additional registration or measures other than those required under Swedish legislation, or otherwise violate the regulations in these jurisdictions, or which cannot be implemented without application of exceptions in these jurisdictions. Subscription for shares in violation of the above restrictions may be invalid. Persons receiving copies of the Prospectus, the application form or other documents pertaining to the Offering are requested by the Company to inform themselves about, and comply with, such restrictions. Failure to comply with the restrictions described above could lead to the violation of applicable securities legislation. The subscription rights, paid subscription shares and any shares in the Offering have not been approved or disapproved by the Securities and Exchange Commission ("**SEC**") or any US federal or state authority. Furthermore, the foregoing authorities have not confirmed the accuracy or assessed the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the US. Securities in the Company that are mentioned in this Prospectus (including the subscription rights, paid subscription shares or any new shares in the Company, collectively "**Securities**") have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or any securities legislation of or with any other authority in, any state or other jurisdiction in the US, and may not be offered, sold, subscribed for, exercised, resold, delivered or transferred, directly or indirectly, in or to the US unless (1) these securities are registered under the Securities Act or (2) pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and in each case, in compliance with any applicable securities legislation in any state or jurisdiction in the US. A public offering of the Securities will not be made in the United States. Any offering of Securities in the US may only be made by the Company to a limited number of existing shareholders of the Company that (1) are reasonably believed to be either qualified institutional buyers (each, a "**QIB**") as defined under Rule 144A of the Securities Act or institutional "accredited investors" as defined in Rule 501 under the Securities Act, in accordance with applicable exemptions from the registration requirements of the Securities Act, and (2) have executed and delivered to the Company, an investor representation letter, in form and substance, acceptable to the Company. Outside the US, the Offering will be conducted in offshore transactions in reliance on Regulation S under the Securities Act, and Securities may be offered only to persons that are not "US persons" as defined in and in accordance with, Regulation S under the Securities Act and with any applicable legislation. No offer of the Securities will be made to the public in the US. Potential investors are hereby informed that the sellers of Securities may be relying on an exemption from the provisions in Section 5 of the Securities Act. For a description of these and certain further restrictions on offers, sales and transfers of the Securities and the distribution of this Prospectus in the United States, see also "*Terms and Instructions–Shareholders resident in certain unauthorised jurisdictions – United States*".

Only persons in the UK who are (i) professional investors covered by Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) (the "**Order**") or (ii) high net-worth entities under Article 49(2) (a)–(d) of the Order, and other persons to whom the Prospectus can lawfully be communicated (all such persons being "**Relevant Persons**") may participate in the Offering. In the UK, the Prospectus is only directed at Relevant Persons and may not be used or referred to by persons who are not Relevant Persons. All investments or investment activities associated with this Prospectus are available only to Relevant Persons and will be directed only to Relevant Persons.

Unless otherwise stated herein, no financial information in the Prospectus has been audited or reviewed by the Company's auditor. Financial information relating to the Company in this Prospectus and that is not a part of the information that has been audited or reviewed by the Company's auditor in accordance with what is stated herein has been collected from the Company's internal accounting or reporting systems. Certain figures presented in the Prospectus have been rounded, which means that the tables in the Prospectus do not necessarily tally exactly. Moreover, certain percentages presented in the Prospectus have been calculated based on underlying figures that were not rounded, which means that they may differ slightly from the percentages calculated based on rounded kronor. All financial amounts are in Swedish kronor ("**SEK**"), unless indicated otherwise. "**TSEK**" indicates thousands of SEK and "**MSEK**" indicates millions of SEK.

This Prospectus has been approved and registered by the Swedish Financial Supervisory Authority (the "**SFSA**") pursuant to the provisions of the Article 20 of the Prospectus Regulation. This Prospectus has been prepared as a simplified prospectus under Article 14 of the Prospectus Regulation. The SFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Furthermore, such approval should not be regarded as an endorsement of the issuer or of the quality of the securities that are the subject of this Prospectus and investors should make their own assessment as to the suitability of investing in the securities. The Prospectus is available in electronic format on the Company's website (www.alimakgroup.com) and will be available in Swedish on The SFSA's website (www.fi.se).

Handelsbanken and BNP Paribas are acting solely on behalf of the Company and no other party in connection with the Offering. Handelsbanken and BNP Paribas will not regard any other person (regardless of whether the person is a recipient of this Prospectus) as its client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Handelsbanken and BNP Paribas, nor for providing advice in relation to the Offering or any other transaction, matter or arrangement referred to in the Prospectus.

FORWARD-LOOKING STATEMENTS

The Prospectus contains certain forward-looking statements and opinions. Forward-looking statements are statements that do not relate to historical facts and events and such statements and opinions pertaining to the future that, for example, contain wording such as "believes", "estimates", "anticipates", "expects", "assumes", "forecasts", "intends", "could", "will", "should", "would", "according to estimates", "is of the opinion", "may", "plans", "potential", "predicts", "projects", "to the knowledge of" or similar expressions, which are intended to identify a statement as forward-looking. This applies, in particular, to statements and opinions in the Prospectus concerning future financial results, plans and expectations with respect to the Company's business and management, future growth and profitability and general economic and regulatory environment as well as other matters affecting the Company.

Forward-looking statements are based on current estimates and assumptions made according to the best of the Company's knowledge. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause the actual results, including the Company's cash flow, financial position and results of operations, to differ materially from the results or fail to meet expectations expressly or implicitly assumed or described in those statements or to turn out to be less favourable than the results expressly or implicitly assumed or described in those statements. Accordingly, prospective investors should not place undue reliance on the forward-looking statements herein, and are strongly advised to read the Prospectus in its entirety, including the following sections: "*Summary*", "*Risk factors*", "*Alimak Group's operations*" and "*Selected historical financial information*", which include more detailed descriptions of factors that might have an impact on the Company's business and the market in which the Company operates. The Company cannot give any assurance regarding the future accuracy of the opinions set forth herein or as to the actual outcome of such statements.

In light of the risks, uncertainties and assumptions associated with forward-looking statements, it is possible that the future events mentioned in the Prospectus may not occur. Moreover, the forward-looking estimates and forecasts derived from third-party studies referred to in the Prospectus may prove to be inaccurate. Actual results, performance or events may differ materially from those in such statements due to: changes in general economic conditions, in particular economic conditions in the markets in which the Company operates, negative outcomes in ongoing and planned clinical trials, changes affecting interest rates, changes affecting currency exchange rates, changes in competition levels, regulatory changes and accidents or systemic delivery deficiencies. The Company expressly disclaims all obligations to update these forward-looking statements to reflect any changes in their expectations or any change in events, conditions or circumstances which such statements are based upon unless required to do so by applicable law or Nasdaq's Nordic Main Market Rulebook for Issuers of Shares ("**Nasdaq Main Market Rulebook**"). All subsequent written and verbal statements about the future attributable to the Company or to persons acting on its behalf are fully made with reservations for the uncertainties stated above and those described elsewhere in the Prospectus.

INDUSTRY AND MARKET DATA

The Prospectus includes industry and market data pertaining to the Company's business and the market in which the Company operates. Such information is based on the Company's analysis of several different sources, including industry publications and reports. Information that has been obtained from third parties has been reproduced correctly, and as far as the Company is aware and can ascertain from the information published by the third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Such third-party information is identified by reference to its respective source. Neither the Company nor the Joint Global Coordinators have independently verified and cannot give any assurances as to the accuracy of industry and market data contained in this Prospectus. The Prospectus contains a description of the risks associated with the Company's operations. The description is not exhaustive and the risks are not the only risks to which the Company and its shareholders may be exposed. Other risks that are currently unknown to the Company, or which the Company currently does not consider to be material, may also adversely impact the Group's operations, earnings and financial position. Such risks may also cause a considerable decline in the price of the Company's shares, and investors in the Company risk losing all or part of their investment.

Table of contents

Summary	2
Risk factors	9
Invitation to subscribe for shares in Alimak Group AB (publ)	22
Background and reasons	23
Terms and instructions	25
The Combined Group	32
Alimak Group's operations	35
Pro forma financial information	42
Auditors' report on pro forma financial information	48
Selected historical financial information	51
Capitalisation, indebtedness and other financial information	60
Board of directors, executive management and auditors	63
Shares, share capital and ownership structure	68
Legal issues	71
Information on Tractel	73
Historical financial information	77
Definitions	78
Addresses	79

INFORMATION ABOUT ALIMAK GROUP'S SHARES

Marketplace	Nasdaq Stockholm
Ticker	ALIG
ISIN for shares in Alimak Group	SE0007158910
ISIN for subscription rights in Alimak Group	SE0019913195
ISIN for BTA 1 in Alimak Group	SE0019913203
ISIN for BTA 2 in Alimak Group	SE0019913211

FINANCIAL CALENDAR

Annual Report	17 March 2023
Interim report for January–March 2023	3 May 2023
2023 Annual General Meeting	4 May 2023
Interim report for January–June 2023	20 July 2023
Interim report for January–September 2023	24 October 2023

SUMMARY OF THE OFFERING

Preferential rights
Those who are registered as shareholders of Alimak Group on the record date of 3 March 2023 will receive one (1) subscription right for each share held in Alimak, with reservations for the restrictions stated in the section "*Terms and instructions*" below. The subscription rights entitle the holder to subscribe for new shares in the Rights Issue with preferential rights, with one (1) subscription right entitling the holder to one (1) new share in Alimak Group. New shares may also be subscribed for without subscription rights.

Subscription price
SEK 46.80 per share

Record date to receive subscription rights
3 March 2023

Subscription period
7 March – 21 March 2023

Trading in subscription rights
7 March – 16 March 2023

Trading in BTA 1
7 March – 24 March 2023

Summary

INTRODUCTION AND WARNINGS

Introduction and warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus in its entirety by the investor. Any decision to invest in securities entails risks and an investor may lose all or part of the invested capital. In the event of any claims concerning the information in the Prospectus, the plaintiff investor may, under national law, have to bear the costs of translating the Prospectus before legal proceedings are initiated. Civil liability attaches only to those individuals who have produced the summary, including translations thereof, may be enjoined, but only if the summary is misleading, incorrect or inconsistent with the other parts of the Prospectus or if it does not, together with other parts of the Prospectus, provide key information to help investors when considering whether to invest in the securities.
Issuer	Alimak Group AB (publ), reg.no 556714-1857, Blekholmstorget 30, SE-111 64 Stockholm, Sweden. LEI: 549300LC2ER06GDV6565 Ticker: ALIG ISIN: SE0007158910
Competent authority	The Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*, the "**SFSA**") is the competent authority responsible for approving the Prospectus. The SFSA's visiting address is Brunnsgatan 3, SE-111 38 Stockholm, Sweden. The SFSA's postal address is Box 7821, SE-103 97 Stockholm, Sweden. Website: www.fi.se E-mail: finansinspektionen@fi.se Telephone: +46 8 408 980 00 The Prospectus was approved by the SFSA on 3 March 2023.

KEY INFORMATION ABOUT THE ISSUER

Who is the issuer of the securities?

Issuer's registered office and corporate form	The issuer's legal name and commercial name is Alimak Group AB (publ), reg.no 556714-1857. The Company has its registered office and domicile in Stockholm, Sweden. The Company is a Swedish public limited liability company founded and incorporated in Sweden under Swedish law on 27 September 2006. The operations are conducted in accordance with Swedish law and the Company's legal form is regulated by the Swedish Companies Act (Sw. *Aktiebolagslagen (2005:551)*). The Company's LEI is 549300LC2ER06GDV6565.
The issuer's primary operations	Alimak Group is a global provider that develops, manufactures, sells and provides service for vertical access solutions for professional use and has been a pioneer in the industry for more than 70 years. With global coverage spanning more than 100 countries, the Group offers vertical access solutions that add customer value through greater safety, productivity and resource efficiency. The Group's products, solutions and services are sold under the brands Alimak, Avanti, BlueWater, CoxGomyl, Manntech, Scanclimber, Swingstage and Tractel, which are brands with strong market recognition and whose products are known for being safe, of high quality and sustainable. The Group was founded in Sweden in 1948 and has its headquarters in Stockholm.
The issuer's major shareholders	As of 31 December 2022, including changes known by the Company thereafter, the largest shareholders in the Company, with a shareholding of at minimum 5 percent of the total number of shares and votes, are listed below. As far as the Company is aware, no single shareholder has direct or indirect ownership or control of Alimak Group.

Name	Number of shares/votes	Share, %
Investment AB Latour	16,016,809	29.6
Alantra EQMC Asset Management	6,912,416	12.8
NN Group N.V.	5,677,500	10.5
Peder Pråhl	3,421,043	6.3
Första AP-fonden	3,137,296	5.8

Board of Directors and senior executives	The Company's Board of Directors comprises Johan Hjertonsson (Chairman), Helena Nordman-Knutson, Christina Hallin, Tomas Carlsson, Sven Törnkvist, Petra Einarsson, Ole Kristian Jødahl, Örjan Fredriksson and Fredrik Marklund. The Company's senior executives comprise Ole Kristian Jødahl (CEO), Sylvain Grange (CFO), Philippe Gastineau (Senior EVP Facade Access Division and Height Safety & Productivity Solutions Division), David Batson (EVP Construction Division), Salomeh Tafazoli (EVP Industrial Division), José Maria Nevot (EVP Wind Division), Charlotte Brogren (CTO), Matilda Wernhoff (Chief Strategy Officer), Annika Haaker (Chief People & Culture Officer) and Johnny Nylund (CCO).
Auditor	Ernst & Young AB ("**EY**"), with the address Hamngatan 26, SE-111 47 Stockholm, Sweden, is the Company's auditor. Henrik Jonzén, authorised public accountant and a member of FAR (the Swedish professional body for authorised public accountants), is auditor in charge. EY has been the Company's independent auditor during the entire period referred to in the historical financial information of the Prospectus.

Key financial information regarding the issuer

Summary of key financial information

Selected income statement items

	Financial year	
(MSEK)	**2022**	**2021**
Sales	4,512	3,728
Operating profit	546	448
Result for the period	376	307
Operating margin, %	12.1	12.0
Earnings per share (SEK)	7.04	5.68

Selected balance sheet items

	Financial year	
(MSEK)	**2022**	**2021**
Total assets	14,327	5,902
Total equity	4,377	3,840

Selected cash flow items

	Financial year	
(MSEK)	**2022**	**2021**
Cash flow from operating activities	501	646
Cash flow from investing activities	–5,734	–104
Cash flow from financing activities	5,738	–438

Pro forma financial information[1)]

On 2 August 2022, it was announced that Alimak Group had entered into an agreement to acquire all shares in Tractel in a transformative acquisition. The acquisition was completed on 21 November 2022, which refers to the date from which Alimak Group consolidates Tractel. The following excerpts from unaudited consolidated pro forma information have been compiled to illustrate the hypothetical effects that Alimak Group's acquisition of Tractel and the planned rights issue could have on Alimak Group's consolidated income statement for the financial year ended 31 December 2022 if the acquisition of Tractel had been completed and taken possession of as of 1 January 2022. Since the acquisition was completed on 21 November 2022, Alimak Group's consolidated balance sheet as of the date of the acquisition includes Tractel and thus no pro forma balance sheet has been compiled. The pro forma report does not intend to describe Alimak Group's actual financial position or results of operations. The pro forma accounting does not necessarily have to reflect Alimak Group's actual results if the acquisition and rights issue had been completed as of 1 January 2022 and the pro forma report should not be seen as an indication of Alimak Group's future performance. Accordingly, an investor should not attach undue importance to the pro formed accounts. The pro forma financial statements should be read in conjunction with the information contained in Alimak Group and Tractel's financial statements, respectively, see the sections "*Selected historical financial information*", "*Information on Tractel*" and "*Documentation incorporated through reference*".

Pro forma financial information, cont.

Selected pro forma income statement items

Pro forma income statement, MSEK	Issuer		Acquisition		Rights Issue	
			Pro forma adjustments		Pro forma adjustments	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	Alimak Group Proforma	Tractel		Alimak Group Proforma		Alimak Group Proforma
	1 January – 31 December 2022[1]	1 January – 20 November 2022[2]	Acquisition-related adjustments	1 January – 31 December 2022	Rights Issue-related adjustments	1 January – 31 December 2022
	IFRS	IFRS		IFRS		IFRS
Revenue	4,512	2,030	–2	6,540	–	6,540
Operating profit/loss (EBIT)	546	389	–115	819	–	819
Result for the period	376	201	–99	478	48	527

1) Retrieved from Alimak Groups year-end report 2022 for the financial year 1 January – 31 December 2022, which is unaudited.
2) Retrieved from Tractel's internal accounting system for the period 1 January – 20 November 2022, which is unaudited.

Key risks specific to the issuer

Material risk factors specific to the issuer

Risks related to weak or unstable global economic and financial market conditions
General economic conditions, the geopolitical situation and the conditions on the global financial markets impact the global economy and consequently also Alimak Group and the demand for the Group's products, solutions and services. As the time between the date of an order and its delivery and invoicing may take several quarters, a large part of the effects of any economic or financial crises in the global economy will generally not be visible in the Group's earnings until a certain period of time after these have occurred. How and to what extent the Group will be impacted by the current unstable geopolitical situation in Ukraine and Russia is currently uncertain.

Risks related to the Group's competitive situation
The Group faces direct competition in all product lines, price categories and geographical markets. The Group competes on the basis of sustainability, safety, quality, price, total cost of ownership, brand recognition, customer service, punctual delivery and product portfolio. The Group's competitive edge is dependent on the introduction of new products, solutions and services offering improved functionality and quality, while reducing production costs and prices for new and existing products. If the Group is not able to reduce its production costs or offer new and existing products, solutions and services at attractive prices compared to its competitors, it may be unable to compete successfully.

Risks related to production disruptions, damage to the Group's production facilities and disruptions in global supply chains
The Group already has ten production facilities located in Sweden, Denmark, Spain, Germany, Dubai, the US, Brazil and China and, following the acquisition of Tractel, obtained a further 15 production facilities located in Canada, the US, Mexico, Germany, Poland, Luxembourg, France, Spain, Turkey, China and Singapore. Outages or disruptions in the production process at any of the facilities, for example due to fire, mechanical errors, technological disruptions, weather conditions, natural disasters, labour market disputes or terrorist activities, could have adverse effects in the form of direct damage to property and production stoppages that impair the Group's ability to fulfil its obligations to its customers.

Furthermore, Alimak Group is dependent on certain suppliers to be able to secure its production in the short term. If the agreement with a critical supplier were to be terminated prematurely or renegotiated on terms less favorable to Alimak Group, or in the event of a bankruptcy or extensive operational disruption of a critical supplier, or in the event of other external factors such as pandemic outbreaks, war or other potential disruptions in the global supply chains, there a risk of disruptions in the material flow and that sales capacity may be negatively affected if Alimak Group cannot replace the supplier at commercially acceptable prices and within a reasonable time.

Risks related to the ability to attract and retain qualified personnel and key employees
The Group's ability to retain and attract qualified individuals – including employees in research and development, manufacturing, marketing, sales and services – is crucial for the Group's future success. The Group's domestic and international competitors and companies in industries related to the industry in which the Group operates compete with the Group for personnel. Competition for such qualified personnel is intense and may force the Group to offer higher remuneration and other benefits to attract and retain employees.

Material risk factors specific to the issuer, cont.	**Risks related to price increases** The COVID-19 pandemic and the recent uncertain geopolitical situation have resulted in highly volatile prices for steel-based components, drive units and electronics. Prices for electricity and shipping have also risen sharply. These price increases are driving up production and manufacturing costs for the Group, which the Group may not be able to fully transfer to its customers. At certain price levels, the continued production of some products may become unprofitable, or the price of the Group's products may not be sufficiently attractive to its customers. The Group is particularly dependent on the price of steel-based components. The price of raw materials needed to manufacture parts and components, such as the price of steel, has a significant impact on the price of each component. **Risks related to product liability** The Group is exposed to potential claims if the Group's products do not function as expected, prove to be defective or if the use of the products causes, results in, or is claimed to have caused or resulted in personal injury, project delays, damage or another negative impact. Product liability claims, regardless of whether these refer to personal injury or project delays or other damage, could prove costly and time consuming for the Group to defend itself against and may potentially damage the Group's reputation. **Risks related to the acquisition and integration of Tractel** The Group expects that the acquisition and integration of Tractel into the Group will generate benefits and synergies relating to the Group's global competitive position in working-at-height solutions and services. However, there is a risk that the Group may not achieve all of the anticipated benefits or synergies from the acquisition of Tractel, including strategic benefits, growth opportunities for business activities, commercial synergies and other benefits described in this Prospectus. The anticipated benefits from the acquisition and integration of Tractel into the Group are based on a number of assumptions made with regard to the information available to the Group and the assessments made by the Group's management on the basis of such information, including information about Tractel's business activities, financial position and EBIT. The underlying assumptions about anticipated benefits from the acquisition of Tractel are inherently uncertain and are subject to various commercial, financial and competitive factors, risks and uncertainties that may mean the actual results differ significantly from the anticipated results. The degree to which the Group may be impacted by risks related to the acquisition and integration of Tractel is uncertain. **Risks related to the Group's intellectual property rights** The Group makes use of a combination of brands, patents, licenses and other measures to protect its intellectual property rights. Even if the Group is not dependent on any important patents or licenses for its operations, the Group is of the opinion that its brands, particularly Alimak, Avanti, BlueWater, CoxGomyl, Manntech, Scanclimber, Swingstage and Tractel, play an important role in the marketing of the Group's products and the retention of its competitive advantages. The Group has a portfolio of brands worldwide, but does not have the same level of protection in all countries. Consequently, there is no guarantee that the Group will receive protection for its brands or similar legal protection for its important brands in all relevant jurisdictions. **Risks related to regulatory compliance, corruption, human rights and sanctions against Russia** In its capacity as an industrial company with operations in several jurisdictions, the Group is subject to international, national and local laws and regulations, such as, but not limited to, laws and regulations on labour and employment, health, safety and the environment, exports, anti-corruption, trade, competition, anti-trust and human rights. The Group is also subject to foreign trade laws and is obligated to pay customs duties for the materials and products it exports and imports. The Group operates in an environment where regulatory requirements are often changed, are continuously being developed and may become stricter. The Group's compliance with applicable laws and regulations can become costly, particularly in areas where there are inconsistencies between different jurisdictions in which the Group is active. The Group is taking, and has taken, certain measures in order to comply with the package of sanctions and rules adopted by the EU and others as a result of Russia's invasion of Ukraine. In March 2022, the Company decided, for example, to stop all deliveries to Russia and Belarus until further notice and is not pursuing any new sales in these countries. It was also resolved that all activities in Russia would cease. The exit process started on 26 April 2022 and is still ongoing. Following the acquisition of Tractel, the exit process has been extended to also include Tractel's commitments in these areas. **Risks related to interest rates** There is a risk that the Group's net profit will be affected by changes to the general interest rate level. The Group has primarily obtained loan financing with both fixed and variable interest rates. A need for external financing may also arise at other times, for example in connection with an acquisition. Interest rates are sensitive to a large number of factors beyond the Group's control, such as government and central bank monetary policy and inflation in the jurisdictions in which the Group is active. Due to rising inflation in 2022 and the beginning of 2023, central banks worldwide responded by raising interest rates, and further raises are expected.

Material risk factors specific to the issuer, cont.	**Risks related to currency fluctuations** The Group has reporting units that use currencies other than SEK in their operations, and hence the Group is exposed to financial risk due to currency fluctuations. Currency risk is the risk that currency fluctuations will have a negative impact on the Group's cash flow, income statement or balance sheet. Currency fluctuations affect the Group's results when sales and purchases in foreign subsidiaries take place in different currencies (transaction exposure), and when the income statement and balance sheet are translated into SEK (translation exposure). The comparability of the Group's results between different periods may be affected by changes in exchange rates.

KEY INFORMATION REGARDING THE SECURITIES

The main features of the securities

Securities offered	Shares in Alimak Group with the ticker ALIG and ISIN SE0007158910, with preferential rights for Alimak Group's shareholders. The securities are denominated in SEK. The qutoa (par) value of the shares is SEK 0.02.
Total number of shares in the Company	As of the date of this Prospectus, there are 54,157,861 shares outstanding in Alimak Group.
Rights associated with the securities	Each share in the Company entitles the holder to one vote at general meetings. Each shareholder is entitled to cast votes equal in number to the number of shares in the Company held by the shareholder. If the Company issues new shares, warrants or convertible bonds in a cash issue or set-off issue, shareholders have preferential rights to subscribe for such securities in proportion to the number of shares held prior to the issue. All shares give equal rights to dividends and the Company's assets and possible surplus in the event of liquidation. All shareholders who are registered as shareholders in the share register maintained by Euroclear Sweden AB, reg. no. 556112-8074, ("**Euroclear**") on the record date determined by the general meeting are entitled to receive dividends. The shares in the Company are freely transferable under Swedish law. The rights associated with shares issued by the Company, including the rights pursuant to the Articles of Association, may only be changed in accordance with the Swedish Companies Act.
Dividends and dividend policy	The Company aims to distribute a dividend to its shareholders of 40–60 percent of its net profit for the applicable period. However, decisions on dividend distributions shall take into account the Company's financial position, cash flow, acquisition opportunities, strategic considerations and prospects.

Where will the securities be traded?

Admission to trading	The Alimak Group share has been admitted to trading on Nasdaq Stockholm. The ticker for the shares is ALIG. The shares issued through the Rights Issue will also be admitted to trading on Nasdaq Stockholm.

What are the key risks specific to the securities?

Material risk factors specific to the securities	**Risks related to share volatility and the share-price trend** Risks and risk-taking are unavoidable parts of shareholding. Since an investment in shares can both increase and decrease in value, there is a risk that an investor will not recover the capital invested. In 2022, the annualised volatility (based on registered closing prices) of Alimak Group's share on Nasdaq Stockholm was approximately 39 percent (lowest SEK 59 and highest SEK 116). **Risks related to the Company's ability to pay dividends in the future** Under Swedish law, the Board of Directors' and the Company's ability to propose and carry out dividend payments is limited to certain amounts that can be legally distributed. The amount of future dividend payments the Company may make, if any, will depend on several circumstances, for example the Company's financial position, cash flows, working capital requirements, acquisition opportunities and outlook. As the Company may not have sufficient funds to pay dividends and as the Company's shareholders may resolve not to approve dividend payments, there is no certainty as to whether a dividends will be proposed or paid in any given year.

Material risk factors specific to the securities, cont.	**Risks linked to low participation in the Rights Issue** The Company's acquisition of Tractel was partly financed with a long-term loan facility and partly through a bridge loan facility from Handelsbanken. If the new share issue is not fully subscribed or is delayed, additional financing costs will be incurred to maintain the bridge facility, alternatively the Company could be forced to seek alternative financing. There is a risk that such alternative financing cannot be secured or can only be secured on unfavourable terms for the Company. If any of these risks were to materialise, it could have an adverse impact on the Group's capital structure and reduce the Group's opportunities to undertake strategic initiatives. **Risks related to trading in subscription rights and paid subscribed shares ("BTA")** Subscription Rights and BTA 1 will be traded on Nasdaq Stockholm during the period starting from 7 March 2023 up to and including 16 March 2023 and from 7 March 2023 up to and including 24 March 2023, respectively. There is a risk that active trading in subscription rights and BTA 1 will not develop and that there may not be sufficient liquidity. If such a market develops, the price of the subscription rights and BTA 1, respectively, will depend on the price development for shares outstanding in the Company and the price of subscription rights. Consequently, BTA 1 may be subject to greater volatility than the Company's shares. Shareholders who choose not to exercise their subscription rights will have their portion of share capital and voting rights in the Company diluted.

KEY INFORMATION ABOUT THE OFFERING OF SECURITIES TO THE PUBLIC AND ADMISSION TO TRADING ON A REGULATED MARKET

Under what terms and conditions can I invest in these securities and what is the timetable?

Information about the Offering	**The Offering** On 24 February 2023, the Board of Directors of Alimak Group, based on the authorisation from the extrardinary general meeting on 2 September 2022, resolved to carry out a new share issue with preferential rights for existing shareholders. The Rights Issue will increase the number of shares by a maximum of 53,415,250 new shares, corresponding to a maximum increase in the share capital of SEK 1,068,305. Alimak Group's existing shareholders have preferential subscription rights for the new shares in proportion to the number of Alimak Group shares previously owned. The new shares will be issued at a subscription price of SEK 46.80 per share. Those who are registered as shareholders of Alimak Group on the record date of 3 March 2023 will receive one (1) subscription right for each share held in Alimak Group, with reservations for the restrictions stated in the section "*Terms and instructions*" below. The subscription rights entitle the holder to subscribe for new shares in the Rights Issue with preferential rights, with one (1) subscription right entitling the holder to one (1) new share in Alimak Group. New shares may also be subscribed for without subscription rights. Only whole shares can be subscribed for (meaning no fractions). In the event that all new shares are not subscribed for with subscription rights, the Board of Directors will resolve upon, within the framework of the maximum amount of the Rights Issue, on the allotment of shares subscribed for without subscription rights. In such cases, shares will firstly be allotted to those who have subscribed for shares with subscription rights, regardless of whether or not they were shareholders on the record date of 3 March 2023 and, in case of oversubscription, pro rata to the number of subscription rights exercised to subscribe for shares and, insofar as this is not possible, by lottery. Secondly, allotment will be made to those who have notified their interest in subscribing for new shares without subscription rights and, in case of oversubscription, in proportion to their notified interest and, insofar as this is not possible, by lottery. **Dilution** Full subscription for the Rights Issue could result in a dilution corresponding to approximately 50 percent of the shares and votes in the Company following the Rights Issue. The dilution has been calculated as the number of shares and votes that will be issued divided by the total number of shares and votes in the Company following the Rights Issue.
Anticipated timetable for the Offering	Record date: 3 March 2023 Subscription period (with and without subscription rights): 7 March – 21 March 2023 First day of trading in the new shares subscribed with subscription rights: 30 March 2023 First day of trading in the new shares subscribed without subscription rights: 13 April 2023
Costs of the Rights Issue	The Company's costs related to the Rights Issue, including fees to advisers, and other estimated transaction costs are expected to amount to approximately MSEK 24. In addition to costs for the Rights Issue, Alimak Group has estimated total acquisition-related costs, including transaction, financing, integration and restructuring costs in connection to the acquisition of Tractel of approximately MSEK 55, of which the Company has reported MSEK 28 up to and including December 31, 2022.

Why has this Prospectus been prepared?

Background and reasons	On 2 August 2022, it was announced that Alimak Group had signed an agreement to acquire Tractel. The acquisition was completed on 21 November 2022, whereupon Alimak Group became the sole owner of the shares in Tractel. The consideration totalled an enterprise value of MEUR 500 on a cash-free and debt-free basis. The acquisition was financed in part by a long-term loan facility of MEUR 300 and in part by a bridge loan facility of MSEK 2,090 from Handelsbanken. It is the intent of Alimak Group to repay the bridge loan facility using the issue proceeds from the Offering. The acquisition is transformational, accelerating Alimak Group's profitable growth strategy and creating a global provider of sustainable vertical access and working at height solutions, with very good profitability and an annual revenue exceeding MSEK 6,500. The acquisition adds a new vertical to Alimak Group, Height Safety & Productivity Solutions, broadening the product and solution portfolios within the Construction, Facade Access and Wind divisions as well as significantly increasing the potential for the service business. Height Safety & Productivity Solutions was added as a new division in Alimak Group as of November 21, 2022. If fully subscribed, the Rights Issue will generate proceeds of approximately MSEK 2,500 for Alimak Group before deduction of issue costs, which are estimated to amount to approximately MSEK 24. The maximum net issue proceeds of approximately MSEK 2,476, which may be added to the Company, approximately MSEK 2,090 will be used to repay the bridge financing facility and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility, for further information about the temporarily increased debt and the revolving credit facility, please see the section "*Capitalisation, indebtedness and other financial information*".
Interests and conflicts of interests	Advokatfirman Lindahl KB is the legal adviser to the Company in conjunction with the Offering as regards Swedish law. Advokatfirman Lindahl KB has provided, and in future may provide, the Company with legal advisory services. In connection with the Offering, the legal advisers will receive customary remuneration for advisory services. Handelsbanken and BNP Paribas are Joint Global Coordinators, Joint Bookrunners and the Company's financial advisors in connection with the Rights Issue. Handelsbanken and BNP Paribas have provided, and may in the future provide, financial advisory and other services to the Company in connection with the Offering, for which they will receive customary remuneration. Handelsbanken (and companies related to Handelsbanken) and BNP Paribas (and companies related to BNP Paribas) have provided, and may in the future provide, the Company with various bank, financial, investment, commercial and other services. In addition, Handelsbanken is the lender to the Company. The proceeds are intended to be used to repay the bridge loan the Company raised from Handelsbanken. Apart from the information stated above, the Company's advisers do not have any material interests, either directly or indirectly, in the Company or the Rights Issue.

Risk factors

This section describes the risk factors and significant circumstances considered to be material to Alimak Group's (including Tractel's) operations and future development as well as Alimak Group's securities. The risk factors relate to Alimak Group's operations, industry and markets, and further include operational risks, legal risks, tax risks, financial risks, and risk factors related to the securities. The assessment of the materiality of each risk factor is based on the likelihood of its occurrence and the expected magnitude of its adverse effects. In accordance with the Prospectus Regulation, the risk factors mentioned below are limited to risks that are specific to the Company and/or to the securities and that are material for making an informed investment decision.

The following description is based on information available on the date of this Prospectus. The risk factors that are currently considered to be the most significant are presented first in each category, with the other risk factors presented in no particular order afterwards.

RISKS RELATED TO ALIMAK GROUP'S OPERATIONS AND MARKET

Risks related to weak or unstable global economic and financial market conditions

General economic conditions, the geopolitical situation and the global financial markets impact the global economy and consequently also Alimak Group and the demand for the Group's products, solutions and services. As the time between the date of an order and its delivery and invoicing may take several quarters, a large share of the effects of any economic or financial crises in the global economy will generally not be visible in the Group's earnings until a certain period of time after the occurrence of such crises. How and to what extent the Group will be impacted by the current unstable geopolitical situation in Ukraine and Russia is currently uncertain.

The Group is dependent upon the demand in the end markets in which the Group's products, solutions and services are used, for example in the construction, ports, shipyards, energy, cement, buildings and wind power, and oil and gas industries. Fluctuations in order intake for industrial and construction products and rental services as well as the demand for the Group's services reflect customers' capital investment decisions and the utilisation of the Group's equipment, which is largely dependent on economic activity in the various industries and the overall economic and financial position in the end markets in which the Group's customers operate. As a result of this cyclical pattern, the Group has experienced, and may in the future experience, significant fluctuations in demand for its products, solutions and services and thereby also its sales and profitability. This is because the Group's fixed cost base, in particular its personnel costs and production capacity, cannot be fully adjusted to fluctuations in demand.

The Industrial division is project oriented, and the projects are often linked to investments in, for example, production facilities or platforms. Demand for the Group's industrial products is therefore sensitive to actual or anticipated economic conditions and the associated investment levels in the end markets in the Industrial division. In the oil and gas industry, where demand has historically been cyclical, demand and potential selling prices for the Group's products, solutions and services are affected by the price of oil and gas, which has been highly volatile in recent years. The price of oil and gas is unpredictable, highly volatile and sensitive to a multitude of different factors, including economic and political conditions. Downturns or volatility in the price of oil and gas for an extended period of time, or market expectations of potential reductions or volatility in these prices, have a negative impact on exploration, development and production activity and result in a reduction in expenditure in the oil and gas industry, which may have a material negative impact on the Group's operations, financial position and results.

The Construction, Facade Access and Height Safety & Productivity Solutions divisions target the construction industry, with Construction offering hoists, elevators and platforms based on rack-and-pinion technology used temporarily during construction and renovation projects, Facade Access offering permanent building maintenance systems and facade access solutions, and Height Safety & Productivity Solutions offering working-at-height solutions, which primarily relates to products that include fall protection equipment (such as harnesses, fall arrest devices and guardrails) and safety ladders. The construction industry as a whole is strongly impacted by the general economic climate and investment levels, which in turn are affected by a number of factors, including interest rates, deflation, political uncertainty, taxation, unemployment, GDP growth and other factors that impact economic confidence. The situation for the construction industry can be difficult to forecast and a slowdown or decline in the construction industry – for example due to a rapid increase in interest rates – could lead to a decrease in demand and affect selling prices for the Group's products and rental services.

The Wind division is part of the wind power segment as a supplier to global original equipment manufacturers (OEMs), with its end customers comprising power companies around the world. The business risk in this segment is attributable to the level of public sector investments in expanding energy capacity, and the unit is primarily affected by the number of newly constructed wind power turbines. The Wind division has a small number of customers who account for a significant portion of revenue in the division. Contracts with Wind's large customers are from time to time subject to renegotiation when the agreed contract period expires. There is a risk that the contractual terms with the largest customers may be less favourable in the future, that large customers may reduce their purchasing from Wind or that the contractual relationship with one or more of the largest customers may cease to apply. In the event of a deterioration in contractual terms, if Wind loses a large customer or if there is a considerable decline in sales to one of the large customers, this could have a negative impact on the Group's results.

The demand for the Group's services is generally less cyclical than the demand for the Group's product sales and rental solutions, but correlates to the utilisation of equipment, which is normally lower during periods of low economic activity. The Group's services have a higher market penetration in industrial equipment than in construction equipment. In addition, rental businesses, which along with distributors comprise the largest customer groups in the Construction division, often service their own equipment. During downward economic cycles, this means that they sometimes use their existing equipment for spare parts and use parts from equipment that is not being used in the equipment in operation. In the past, such underinvestment has had a certain adverse impact on the Group's growth and profit during global economic and financial downturns.

Uncertain, weak or deteriorating global economic and financial market conditions, the cyclical nature of the Group's operations, and the increased unpredictability of the business cycle in certain of the Group's end markets could have a highly negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to the Group's competitive situation

The Group faces direct competition in all product lines, price categories and geographical markets. The Group competes on the basis of sustainability, safety, quality, price, total cost of ownership, brand recognition, customer service, punctual delivery and product portfolio. The Group's competitive edge is dependent on the introduction of new products, solutions and services offering improved functionality and quality, while reducing production costs and prices for new and existing products. If the Group is not able to reduce its production costs or offer new and existing products, solutions and services at attractive prices compared to its competitors, it may be unable to compete successfully.

The Group primarily competes with regional and local competitors in all of its divisions. The Group's local competitors may have the advantage of being more familiar with the political or economic influences and being more familiar with suppliers and end customers in the local markets. Some of the Group's competitors may also have larger financial resources and be able to offer customer financing or discounts, which may entail a competitive disadvantage to the Group. Some of the Group's competitors are actively striving to expand their global operations. In addition, every consolidation of the Group's competitors may strengthen their competitiveness through an improved solutions offering, increased geographical reach and enhanced financial resources. A consolidation in the industry may lead to a decline in demand and lower selling prices for the Group's products, solutions and services. Any change to the structure of the Group's competitors, the emergence of new competitors in the market for vertical access solutions that are currently unknown to the Group, or a strengthening of the position of known and existing competitors may put additional pressure on the Group from a competition perspective and lead to a reduction in the Group's sales, market share and selling prices.

Furthermore, supply in the markets in which the Group operates is driven by the Group's own and its competitors' production capacity. Typically, capacity is increased in periods when actual or anticipated future demand is strong and margins are, or are expected to be, attractive. Increased supply from new capacity at the Group and/or its competitors at times when there is insufficient demand to support such supply will result in excess capacity, which will lead to reduced demand and selling prices for the Group's products. This could have a highly negative impact on the Group's operations, financial position and results.

If the Group fails to retain a competitive position on the basis of sustainability, safety, quality, product price, total cost of ownership, brand recognition, customer service, punctual delivery and a broad product portfolio, or to adapt to changed market conditions or otherwise successfully compete with its competitors, this could have a highly negative impact on the Group's operations, financial position and results.

Risk's probability: Medium.

Risks related to the Group's strategy for profitable growth

To strengthen its position and competitiveness, the Group routinely evaluates, and periodically implements, various initiatives to reduce costs, structural measures and reorganisation projects to strengthen its position and competitiveness. In October 2020, a profitable growth programme called New Heights was launched. The programme has three phases: establish the base, secure margin improvements and profitable growth. The first two phases were implemented in 2020 and 2021, and the Group has now entered the profitable growth phase. In the future, the Group may resolve to further streamline its operations and its departments or change its sales, manufacturing or distribution structure.

The Group may experience difficulties or disruptions in the implementation of its strategy for profitable growth, and there is no guarantee that the Group will be able to successfully implement this strategy. Moreover, there is no guarantee that the Group's structural measures and reorganisation projects will achieve the intended objectives or not have unintended adverse consequences for the Group's operations. The realisation of any of these risks could have a medium negative impact on the Group's operations, financial position and results.

The Group targets emerging markets and mature markets and intends to further strengthen its global presence by broadening its portfolio of products, solutions and services. Since the markets in general, and the economic situation in emerging markets in particular, are exposed to periods of volatility, the market for the Group's products, solutions and services may develop slower than the Group had anticipated or not at all.

A number of factors, including volatility in GDP, inflation, changes in exchange rates and interest rates, may have an adverse impact on mature markets and emerging markets and lead to a lower level of activity.

A slowdown or stagnation of growth, for example in the construction sector or industrial sector, regardless of whether it is actual or perceived, a reduction in economic growth or other uncertain economic outlooks in mature markets or in emerging markets could undermine demand for the Group's products, solutions and services and have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: Medium.

Risks related to the Group's strategic investments in services

Services encompasses areas such as delivery of spare parts and provision of services such as inspections, maintenance, overhauls and repair services. In the services market, the Group typically competes with regional and local third-party retailers and service providers. Although the Group believes its installed base offers the opportunity to further grow its market share in global service, its efforts to penetrate a larger share of the installed base may be ineffective.

In services, the Group faces direct competition from local and regional suppliers of services and spare parts for rack-and-pinion and traction-based elevator systems. The success of the Group in services depends not only on how effectively the Group protects its brands and technical expertise, but also on its ability to provide services to its customers faster and more effectively than its competitors. Furthermore, third-party retailers may compete with the Group by supplying unauthorised reproductions of the Group's spare parts. If the services and reproductions supplied by third-party retailers are defective or of inferior quality to the Group's services and spare parts, such services and spare parts may have a negative impact on the functionality of the Group's machines for industry or construction. This in turn could have a negative impact on the Group's reputation and thereby the Group's revenue opportunities.

The aforementioned could undermine the success of the Group's strategic initiatives in services and could have a highly negative impact on the Group's reputation, operations, financial position and results.

Risk's probability: Low.

Risks related to production disruptions, damage to the Group's production facilities and disruptions in global supply chains

The Group already has ten production facilities located in Sweden, Denmark, Spain, Germany, Dubai, the US, Brazil and China and, following the acquisition of Tractel, obtained a further 15 production facilities located in Canada, the US, Mexico, Germany, Poland, Luxembourg, France, Spain, Turkey, China and Singapore. Outages or disruptions in the production process at any of the facilities, for example due to fire, mechanical errors, technological disruptions, weather conditions, natural disasters, labour market disputes or terrorist activities, could have adverse effects in the form of direct damage to property and production stoppages that impair the Group's ability to fulfil its obligations to its customers.

Customers often depend on the Group's scheduled deliveries in connection with major projects and may be forced to postpone or reschedule their construction and production operations due to delays in the Group's deliveries. This in turn could also entail that customers choose alternative suppliers or demand financial compensation from the Group. The Group's contracts typically stipulate fines should the Group fail to perform and deliver in accordance with the terms specified in the relevant agreement and schedule. However, this does not prevent the Group's customers from submitting additional claims to the Group.

Furthermore, Alimak Group is dependent on certain suppliers to be able to secure its production in the short term. If the agreement with a critical supplier were to be terminated prematurely or renegotiated on terms less favourable to Alimak Group, or in the event of a bankruptcy or extensive operational disruption of a critical supplier, or in the event of other external factors such as pandemic outbreaks, war or other potential disruptions in the global supply chains, there a risk of disruptions in the material flow and that sales capacity may be negatively affected if Alimak Group cannot replace the supplier at commercially acceptable prices and within a reasonable time. Changing a supplier can also entail significant costs for Alimak Group. Consequently, such disruptions or damage could have a medium negative impact on the Group's reputation, operations, financial position and results.

Risk's probability: Medium.

Risks related to the ability to attract and retain qualified personnel and key employees

The Group's ability to retain and attract qualified individuals – including employees in research and development, manufacturing, marketing, sales and services – is crucial for the Group's future success. The Group's domestic and international competitors and companies in industries related to the industry in which the Group operates compete with the Group for personnel. Competition for such qualified personnel is intense and may force the Group to offer higher remuneration and other benefits to attract and retain employees. In 2022, Alimak Group's personnel costs amounted to MSEK 2,170 and accounted for 54.7 percent of the Group's total operating expenses. If the Group fails to attract and retain qualified employees, this may have a negative impact on the Group's operations by impairing its capacity to develop potential solutions, identify new business opportunities and successfully implement the Group's strategy as well as to execute the Group's commitments to existing customers. This could have a material negative impact on the Group's operations, its financial position and results. The Group may be unable to attract and retain the employees required to achieve its business targets, and failure to do this may seriously disrupt its operations and future prospects. Furthermore, if the Group's efforts to recruit and retain employees are unsuccessful, the Group risks being unable to attract, and lose, qualified employees and therewith any investments it has made.

If the Group loses any member of the Group Management and/or other key employees, there may be a risk of delays in implementing its strategy and additional recruitment costs. Moreover, certain of the Group's key employees, including certain members of the management team, are not bound by non-competition clauses. If any member of the Group Management and/or other key employees move to a competitor or set up a competing company, the Group may lose some of its intellectual property rights or customers, which could have a material negative impact on the Group's operations, financial position and results.

Risk's probability: Medium.

Risks related to price increases

The COVID-19 pandemic and recently also the uncertain geopolitical situation have resulted in highly volatile prices for steel and aluminium-based components, drive units and electronics. Prices for electricity and shipping have also risen sharply. These price increases are driving up production and manufacturing costs for the Group, which the Group may not be able to fully transfer to customers. At certain price levels, the continued production of some products may become unprofitable, or the price of the Group's products may not be sufficiently attractive to its customers. The Group is particularly dependent on the price of steel-based components. The price of raw materials needed to manufacture parts and components, such as the price of steel, has a significant impact on the price of each component. The steel industry is inherently cyclical, and steel prices have been volatile in recent years and may remain volatile in the future. The significance and relative effect of a number of other factors that affect the price of parts and components are difficult to predict or quantify. The Group's costs for production components also vary depending on the degree of capacity utilisation at the Group's suppliers, the quantities demanded by suppliers, product technology and product specifications. As a result of this, the Group's costs for materials may vary substantially in the short term and increase significantly and rapidly in a time of shortage.

The Group strives to minimise the effects of a volatile price for raw materials by including price adjustment mechanisms in its agreements with suppliers and customers. Although the Group attempts to manage cost increases through regular reviews and adjustments of selling prices, and has generally demonstrated a solid ability to adapt to changes in input prices, historically the Group has not always been successful in transferring cost increases and there is no guarantee that such a transfer of cost increases can be carried out in the future. Any significant price increases that the Group is unable to transfer – in part or in full – to its customers could have a medium negative impact on the Group's profitability. Additionally, demand may require that the Group sells its products at a lower price during periods of falling input prices, despite the fact that the Group may use existing inventory that was purchased at higher prices, thus having a short-term negative impact on the Group's profitability.

Volatile component costs and the Group's limited capacity to pass on such price increases to suppliers and customers could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to third-party distributors

The Facade Access, Construction and Industrial divisions currently sell their products through more than 100 third-party distributors. A large network of retailers worldwide was also added to the Group with the acquisition of Tractel and the Height Safety & Productivity Solutions division. Many of the Group's distributors also provide services to the Group's customers. The Group typically enters into distribution agreements with varying terms, which can be terminated in writing within an agreed period. When the Group's existing agreement ends, there is a risk that the Group will be unable to renew the agreement on advantageous terms and conditions or at all.

Competition for distributors is tough as the Group must compete for distributors with other major manufacturers of vertical access solutions in construction and industry. Such competitors may have higher brand recognition, a stronger local presence, superior financial resources and a broader product portfolio than the Group, which offers them a competitive advantage in finding distributors. The Group's competitors may also enter into long-term and/or exclusive agreements that in practice prevent their distributors from selling the Group's products. Furthermore, even though the Group's typical distribution agreement explicitly excludes compensation for the time after the end of the contract, distributors may initiate legal proceedings to receive compensation for the period after the end of a contract due to certain national legislation, which may lead to further expenditure for the Group. It may consequently be difficult, time-consuming and may disrupt the Group's operations to engage new distributors and to maintain relationships with or replace existing distributors. In addition, it is time and resource intensive to recruit and retain third-party distributors and train them in the Group's technology and product offering.

The Group has limited capacity to manage and control the operations of its distributors. The Group is unable to guarantee that its distributors comply with all of the applicable rules and legislation regarding the sale and service of the Group's products. Alimak Group requires that all suppliers, distributors, and retailers comply with a Code of Conduct and other Group policies and requirements. The Code of Conduct is included in all new and renewed agreements with third-party sales channels and many larger distributors have their own defined policies that meet the requirements defined by Alimak Group. For suppliers, the Code of Conduct is included as a standard part of all purchase orders placed. The Group's distributors may implement certain measures that could have a medium negative impact on the Group's reputation and operations. As a general rule, the Group's distributors are chosen as distributors in a defined area. However, this does not prevent the Group from selling its products directly to customers in that area. Moreover, most of the Group's distribution agreements include exclusivity clauses. However, the Group's distributors that are not prevented by exclusivity clauses may sell products that compete with the Group's products and focus solely on selling such products with higher margins or commissions. Distributors may also sell the Group's products outside their chosen area, not adequately promote the Group's products, fail to provide suitable training and services to the Group's customers or conduct operations contrary to applicable laws and regulations in the respective jurisdiction.

Each of the above risks could have a medium negative impact on the Group's reputation, operations, financial position and results.

Risk's probability: Low.

Risks related to product liability

The Group is exposed to potential claims if the Group's products do not function as expected, prove to be defective or if the use of the products causes, results in, or is claimed to have caused or resulted in personal injury, project delays, damage or any other negative impact. Product liability claims, regardless of whether these refer to personal injury or project delays or other damage, could prove costly and time consuming for the Group to defend itself against and may potentially damage the Group's reputation.

In addition, product liability claims, if successful, may also require the Group to pay substantial damages. Although the Group currently holds product liability insurance that covers any product liability that may arise as a result of the use of its products, the insurance coverage may prove to be insufficient in individual cases. Moreover, product liability claims may derive from shortcomings in parts and/or components purchased from third-party suppliers. Such third-party suppliers may not indemnify the Group in respect of defects in such parts and/or components or only offer limited compensation that is insufficient to cover the damages resulting from the product liability claims. A product liability claim, with or without grounds, may result in significant negative publicity and thereby have a highly negative impact on the Group's reputation and its operations, financial position and results. In addition, a fault or defect related to material design, manufacturing or quality of the Group's products or other associated safety issues or problems may require a product recall or a voluntary replacement of products or components by the Group.

If authorities in the jurisdictions in which the Group operates rule that the Group's products do not comply with applicable quality and safety requirements and standards, including performance standards for certain products, the Group may be subject to regulatory measures and even lose its license to operate. Criminal liability may be triggered by disregard of the general obligation to provide safe products or arise as a consequence of significant damage to users of defective products. Such regulatory measures could have a highly negative impact on the Group's reputation, operations, financial position and results.

Risk's probability: Low.

Risks related to guarantee claims

Typically, the Group sells its products with guarantee terms that apply to a period of between 12 and 24 months after the delivery date or in accordance with otherwise agreed contractual terms. The Group's product guarantee usually requires that it provides services that cover parts and work for repairs that are not maintenance, excluding cases when repairs are required due to abuse, incorrect use or negligence by the operator that is not the result of normal wear. The repair or replacement of certain parts and components in the Group's products provided by third-party suppliers is not the responsibility of the Group but rather the manufacturers of such parts and components. In the event that such third-party suppliers refuse to perform their guarantee commitments, or indemnify the Group to provide guarantee services to customers to repair such parts and components, the Group may incur additional guarantee costs or costs incurred may not be reimbursed.

Furthermore, through a series of guarantee arrangements, and on request, the Group offers its customers securities for the Group's performance and compliance with its obligations in accordance with the agreement or the settlement of guarantee matters under the specified guarantee period. The typical duration of a security issued for the performance of a contract is approximately 36 months from the start of the undertaking. The typical duration for a security issued for a guarantee can vary between 12 months and six years from the delivery of the product to the customer. However, the duration of securities issued for performance or individual guarantees varies and depends on the division and the project. If the Group cannot carry out the performance or settle the guarantee matter, the security typically offers compensation to the owner of the project through the bank that has acted as guarantor.

If the Group experiences an increase in guarantee claims, or if it sees a sharp increase in repair and replacement costs relating to guarantee claims, this may damage the Group's over, the Group's fixed costs relating to its arrangements with banks pertaining to securities issued for performance and for guarantees will rise if the customers increasingly utilise their securities issued for performance and for guarantees, which could have a medium negative impact on the Group's reputation, operations, financial position and results.

Risk's probability: Medium.

Risks related to disruptions to the Group's IT systems, cybersecurity and information security

The Group relies on standardised information systems, networks and internal and external communication to support its operations. The Group is particularly dependent on its IT systems for purchasing, selling and delivering products and invoicing its customers as well as for accounting, financial reporting and inventory management. Significant problems with the Group's IT infrastructure, for example, due to upgrades to existing IT systems, electricity shortages, computer viruses, network problems or shortcomings in the function of these IT systems may stop or delay manufacturing operations and prevent the Group from delivering products on time or otherwise routinely carrying out its operations. Every such event may lead to a loss of customers, a decrease in revenue or substantial costs to solve the problem or fault, which could have a highly negative impact on the Group's operations, financial position and results.

If it is to remain competitive, the Group must continue to develop and improve its IT systems and keep abreast of new IT developments while maintaining the reliability of its operations, products, solutions and services. The Group may be obliged to invest significant financial, operational and technological resources in developing new software or other technology, obtaining equipment and software or upgrading its existing systems and infrastructure. The Group may not be able to predict such developments or have the resources to cost-efficiently obtain, develop, implement or use IT and communication systems that provide the functionality needed by the Group to compete effectively. This could have a highly negative impact on the Group's reputation, operations, financial position and results.

Many of the products sold by the Group are fitted with technology for connecting and remote reading. Widespread digital exposure increases the risk of unauthorised access to and use of the Group's IT system assets and information that belongs to the Group and its stakeholders. Through unauthorised access to systems and information, criminals and criminal organisations may damage the Group and its stakeholders in various ways, such as through blackmail, fraud, damage to information and fixed assets or by spreading information that impacts the share price. The Group is therefore subject to risks related to outages and disruptions in its primary business processes, which may be caused by computer viruses, power cuts, human or technical error, security breaches, harmful actions by a third party (such as distributed denial of service and malicious code as well as hacker and ransomware attacks), sabotage, weather and nature-related events, pandemic-related disruptions or problems due to inadequate maintenance, configuration errors or service and upgrade errors. The systematic work performed by the Group to protect its information may, along with the Group's protection systems and risk management processes, prove to be insufficient to protect the Group's information from data breaches, and an extensive impact on the Group's IT infrastructure from, for example, a cyberattack may have a negative impact on the Group's ability to conduct operations at its production facilities and thus a negative impact on its business results.

Risk's probability: Medium.

Risks related to the acquisition and integration of Tractel

The Group expects the acquisition and integration of Tractel into the Group to generate benefits and synergies relating to the Group's global competitive position in working-at-height solutions and services. However, there is a risk that the Group may not achieve all of the anticipated benefits or synergies from the acquisition of Tractel, including strategic benefits, growth opportunities for business activities, commercial synergies and other benefits described in this Prospectus. The anticipated benefits from the acquisition and integration of Tractel into the Group are based on a number of assumptions made with regard to the information available to the Group and the assessments made by the Group's management on the basis of such information, including information about Tractel's business activities, financial position and EBITA. The underlying assumptions about anticipated benefits from the acquisition of Tractel are inherently uncertain and are subject to various commercial, financial and competitive factors, risks and uncertainties that may mean the actual results differ significantly from the anticipated results. The degree to which the Group may be impacted by risks related to the acquisition and integration of Tractel is uncertain.

There is also the risk that the financing agreement which the Company has entered into with Handelsbanken in order to finance the acquisition of Tractel will limit the Company's commercial and financial flexibility due to the financial conditions and restrictions stipulated in the financing agreement. The loan agreement includes customary undertakings and commitments, with reservations for certain exceptions and qualifications, including restrictions with respect to divestments, requirements with respect to compliance with specific environmental provisions, further indebtedness, mergers and acquisitions. Handelsbanken also has the right to terminate the loan agreement and demand that the facilities under the loan agreement be repaid early, unless the proceeds of the issue are used to repay the bridge loan facility. There is therefore a risk that the Company will need to pay separate fees and/or sustain extra costs, or ultimately be compelled to seek alternative financing if participation in the Rights Issue is too low. In both cases, the Company's operations, financial position and results could be materially negatively affected.

Risks related to the integration of Tractel could be particularly important due to the relative size of the acquisition. As of 31 December 2022, the Group's market value on Nasdaq Stockholm amounted to approximately MSEK 4,040, and by comparison the purchase consideration for Tractel amounted to MEUR 500.[1)] The acquisition of Tractel is therefore significant in relation to the Group's market value. If the Group does not succeed in realising the anticipated benefits or synergies from the acquisition of Tractel in the predicted manner or time frame, or if the integration of Tractel fails in other respects, the subsequent negative impacts could be material. For example, Tractel has a significant number of customers and employees, and the Group must be able to transfer such customers and employees to the Group's operations in a satisfactory manner if the acquisition and subsequent integration of Tractel are to be successful. If the Group does not succeed in integrating Tractel into the Group from an operational, commercial, administrative, IT/IS or financial perspective, as well as a business privacy perspective, this could have a significant negative impact on the Group's operations, results and financial position.

Risk's probability: Medium.

Risks related to acquisitions and investments

As part of its growth strategy, the Group has made strategic acquisitions, including Facade Access and Avanti in 2017, and Tractel in 2022 (refer to "*Risks related to the acquisition and integration of Tractel*" above). The Group expects to make such strategic acquisitions in the future if attractive opportunities arise. The Group's acquisition strategy focuses on a number of important drivers, including selectively broadening its existing product and service portfolio, expanding its presence in emerging markets and positioning the Group for entry into profitable related niches in vertical access solutions, particularly in industrial applications. In addition to strategic acquisitions, the Group may also invest in joint ventures and establish and maintain strategic relationships with third parties. There is no guarantee that the Group will identify suitable acquisition or investment targets or that the Group will be able to obtain the necessary financing on acceptable terms for future acquisition targets. Moreover, strategic acquisitions, investments and relationships with third parties may expose the Group to a number of risks, including disputes and disagreements with partners in joint ventures or strategic relationships.

Acquisitions are associated with risks. In addition to company-specific risks, there is no guarantee that an acquisition the Group has already completed or will conduct in the future will be integrated or undertaken successfully or achieve the desired or anticipated benefits and financial targets. The Group's work to integrate acquired operations into its existing business and its ability to perform integration plans for an acquired operation may be affected, and in some cases also limited, by laws and regulations. The successful integration of acquired operations is dependent in part on the Group's ability to manage the combined operations, realise opportunities to increase revenue created through a broader product portfolio and wider geographical coverage, and eliminate unnecessary and excessive costs. Furthermore, the integration of acquired operations into the Group's operations involves a number of other risks, including, but not limited to demands on the Group Management and a diversion of its attention; unforeseen or hidden liabilities, including exposure to unforeseen lawsuits and disputes relating to recently acquired companies or operations; management of relationships with employees and extra costs for compliance with regulations relating to the acquired operations. There is also a risk that integration processes could be more costly or take longer than expected. Even when such transactions are executed on time and according to plan, the synergies or benefits arising from an acquisition or collaboration may ultimately differ substantially from the Group's calculations or expectations. Each of the above risks could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to the Group's intellectual property rights

The Group makes use of a combination of brands, patents, licenses and other measures to protect its intellectual property rights. Even if the Group is not dependent on any important patents or licenses for its operations, the Group is of the opinion that its brands, particularly Alimak, Avanti, BlueWater, CoxGomyl, Manntech, Scanclimber, Swingstage and Tractel, have an important role in marketing the Group's products and the retention of its competitive advantages. The Group has a portfolio of brands worldwide, but does not have the same level of protection in all countries. Consequently, there is no guarantee that the Group will receive protection for its brands or similar legal protection for its important brands in all relevant jurisdictions. There is a risk that laws in certain foreign countries where the Group operates may not be sufficient to protect the Group's intellectual property rights. For example, the validity, enforceability and scope of the protection of intellectual property rights in China are uncertain and remain under development, and the Group may be exposed to significant risks in this regard. The actions the Group has taken or will take to protect its intellectual property rights may provide inadequate protection, and third parties may infringe on the Group's intellectual property rights, and the Group may not have sufficient resources to uphold its intellectual property rights.

In addition, the existence of intellectual property rights does not guarantee that the manufacture, sale or use of the Group's products does not infringe the intellectual property rights of others. The Group may initiate legal proceedings to defend its intellectual property rights and/or may be the subject of disputes initiated by third parties based on allegations that the Group has infringed on their intellectual property rights, two scenarios that are both time-consuming and costly to defend. The Group cannot guarantee that it will

1) Corresponding to MSEK 5,564.15 with an exchange rate of SEK 11.1283 per euro retrieved on 31 December 2022.

achieve a positive result in such disputes. The Group's intellectual property rights may not be upheld if they are challenged, and the Group may be prevented from using any of the rights, which could damage its operations. The Group may also be obligated to rename its products, solutions and services due to a loss of trademark protection. This may lead to a loss of brand recognition and require the Group to invest resources in advertising and marketing of new brands. A loss of patent protection may require the Group to abandon the processes or product characteristics that fuel its profitability. Furthermore, all claims of brand or patent infringement may require the Group to enter into royalty or license agreements to obtain the right to use a third party's intellectual property rights, which may not be available to the Group on acceptable terms. Each of the above risks could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: Low.

Risks related to environmental responsibility

The Group's previous and current operations, facilities and properties are subject to extensive and changing foreign and domestic laws and regulations pertaining to air emissions, discharges of wastewater, handling and disposal of solid and hazardous materials and waste, decontamination of pollutants, and other laws and regulations relating to health, safety and the environment. Periodically, the Group may be involved in administrative or legal proceedings that concern health, safety and the environment.

The Group may periodically be obliged to perform decontamination of pollutants or decontamination of discharges of regulated materials at the facilities it owns or operates (including pollutants caused by previous owners and operators of said facilities) or relating to external disposal of regulated materials.

The Group can not guarantee that the identification of currently unidentified environmental conditions, a more robust enforcement procedure from supervisory authorities or other unforeseen events will not occur in the future and give rise to further environmental responsibility, costs for regulatory compliance and/or material penalties. Each of the risks above could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: Low.

Risks related to the Group's licenses, permits, authorisations and third-party certifications

The Group's operations, production facilities and subsidiaries are subject to regulatory systems in a number of jurisdictions, including licensing and various permits or authorisations. The Group is obligated to hold licenses for storing and processing hazardous and non-hazardous materials, water consumption and discharges, air emissions and liquid effluents, energy consumption and other activities.

Failure to obtain the necessary permits in the future may entail that the Group is subject to warnings, fines and other sanctions, for example an order to cease emissions. Although all the necessary certificates and permits have been issued, these certificates, permits and other approvals could contain conditions and restrictions that may have a negative impact on the Group's operations and require additional investments and time commitments from the Group, which could have a low negative impact on the Group's operations, financial position and results.

There is no guarantee that the Group will be able to receive new licenses in the future or renew its existing licenses or continue to comply with some or all requirements imposed in connection with current or future licenses, permits and authorisations. The supervisory authorities may also introduce additional or stricter obligations or operating limits under the permits and licenses obtained or renewed by the Group in the future. This may also increase the Group's costs or limit its operations. If the Group does not meet the requirements of licenses or permits, the supervisory authorities could impose fines on the Group or temporarily cancel, withdraw, or terminate licenses and permits, which can have a medium negative impact on the Group.

In addition, the Group is voluntarily subject to third-party certification of its technology and quality standards, such as those from the International Organization for Standardization ("**ISO**"). Every failure by the Group to meet the quality and technological requirements required for third-party certification or the loss of an existing third-party certification can also lead to the loss of existing business or new business opportunities.

Each of the above risks could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: Low.

Risks related to regulatory compliance, corruption, human rights and sanctions against Russia

In its capacity as an industrial company with operations in several jurisdictions, the Group is subject to international, national and local laws and regulations, such as, but not limited to, laws and regulations on labour and employment, health, safety and the environment, exports, anti-corruption, trade, competition, anti-trust and human rights. The Group is also subject to foreign trade laws and is obligated to pay customs duties for the materials and products it exports and imports. The Group operates in an environment where regulatory requirements are often changed, are continuously being developed and may become stricter. The Group's compliance with applicable laws and regulations can become costly, particularly in areas where there are inconsistencies between different jurisdictions in which the Group is active.

The Group is also subject to anti-bribery laws and regulations in the countries where the Group is active, such as the US Foreign Corrupt Practices Act ("**FCPA**") and the UK's Bribery Act 2010, which prohibits companies and their intermediaries from giving or receiving improper payments. Moreover, many of the jurisdictions in which the Group operates, including the US as well as Sweden, Germany and other Member States of the European Union, have regulations that require the Group to refrain from doing business with or allowing its customers to do business through the

Group in certain countries or with certain organisations or individuals included on the list maintained by such governments. The Group has a Code of Conduct and policies as well as a Group-wide training programme to ensure compliance with various regulatory requirements, including regulations and laws pertaining to anti-bribery and export control. Failure by the Group to ensure that its employees and partners comply with these control systems, policies and procedures may jeopardise the Group's compliance with rules and regulations, which could have a low negative impact on the Group's operations, financial position and results. There is also no guarantee that the measures taken by the Group to endeavour to ensure legality will stop its employees or agents from contravening FCPA or similar laws.

Failure to adopt and implement suitable internal policies to ensure compliance with laws may result in serious criminal or civil sanctions and the Group may also be subject to other obligations. This could have a medium negative impact on its operations, financial position and results. The Group can also be held responsible for actions taken before it gained control of each operation or measures taken by the Group's local and strategic partners or partners in joint ventures, even if such a partner is not subject to FCPA, the UK's Bribery Act 2010 or similar provisions in other jurisdictions. Failure to comply with applicable laws and regulations or changes in such laws and regulations could have a medium negative impact on the Group's reputation, operations, financial position and results.

The Group operates in many countries and in some of them there is a high risk of human rights abuse, such as poor working conditions and limitations on the freedom of association. Risks to the Group's reputation may arise from relationships with business partners who do not comply with internationally accepted human rights standards.

The Group is taking, and has taken, certain measures in order to comply with the package of sanctions and rules adopted by the EU and others as a result of Russia's invasion of Ukraine. In March 2022, the Company decided, for example, to stop all deliveries to Russia and Belarus until further notice and is not pursuing any new sales in these countries. It was also resolved that all activities in Russia would cease. The exit process started on 26 April 2022 and is still ongoing. Following the acquisition of Tractel, the exit process has been extended to also include Tractel's commitments in these areas. The exit process may in the future have a negative impact on contractual relationships or force these to be terminated. It is not certain that the Group can replace these contractual relationships on equal terms, which could result in higher costs for the Group, purchasing disruptions, a decline in revenue and poorer customer relationships. Any termination of contractual relationships or other types of cancelled business relationships could be challenged by counterparties, which may expose the Group to risks linked to counterclaims from these counterparties. Non-compliance with the new sanction rules against Russia or other trade sanctions could damage the Group's reputation, be a criminal offence and have a negative impact on operations.

Risk's probability: Low.

Risks related to the legal system in China and the Chinese government's political and economic policies

The Group has manufacturing and purchasing operations in China and is subject to general Chinese laws and regulations. China's legal system is continuing to evolve rapidly, and the interpretation of many laws and regulations entails uncertainty that could limit the protection available to foreign investors. It is not always possible to predict the interpretation of relevant laws and regulations due to a lack of detailed implementation provisions issued by state authorities. Certain state authorities (including local authorities) may not have a consistent application of rules and regulations issued by either themselves or other state authorities in China, thereby making strict compliance either impractical or in some cases impossible. Resorting to administrative or legal proceedings in China to ensure statutory legal protection or to implement contractual rights may not always be successful. Administrative authorities and courts have considerable freedom to interpret and enforce legal and contractual provisions. Compared with other legal systems, it is therefore more difficult to assess the result of any proceedings and the available level of protection.

Economic, political and legal developments in China could also significantly impact the Group's operations, financial position and results. In many respects, China's economy is different from other countries, including the degree of state interference, stage of development, growth, control of foreign currency, access to financing and resource allocation. Since the COVID-19 outbreak, China has imposed extensive lockdowns of society in a bid to stop the spread of COVID-19. Such lockdowns have impacted and may impact the Group's ability to conduct operations in some regions, which leads to delays and disruptions in the Group's supply chains and disruptions when the Group's employees cannot fully perform their work duties. Although China's economy has grown substantially over the past two decades, this growth has been uneven, both geographically and between different economic sectors. The Chinese government has undertaken various measures to promote and steer economic growth and resource allocation. While certain measures have benefited the Chinese economy at large, they could also have a negative impact on the Group. For example, the Group's operations, financial position and results may be negatively impacted by state control of capital investments or changes to tax rules that apply to the Group.

The Chinese government's control of the national economy may have a material and negative impact on the Group's operations. Through its resource allocation, China's government exercises significant control over China's economic growth. In addition to controlling the payment of bonds denominated in foreign currencies, the government determines monetary policy and can favour certain industries and companies ahead of others. In recent years, China's government has carried out a number of measures, such as increasing the capital buffer on deposit rates to reduce growth in specific sectors of the Chinese economy that the government feared were overheated. This measure further limited the ability of commercial banks to offer loans and raise interest rates. Such measures, as well as other Chinese policies, could have a material and negative impact on the Group's ability to conduct its business in the region and thus have a low negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to GDPR and the ePrivacy Directive

Alimak Group processes and stores various types of information and data, and processes, for example, personal data related to customers and employees, which requires that Alimak Group complies with the General Data Protection Regulation (EU) 2016/679 ("**GDPR**").

Alimak Group processes data about users who visit Alimak Group's website, sometimes by using cookies and similar ("**Cookies**") for the purpose of analysis and statistics. Alimak Group must ensure that the use of Cookies does not contravene applicable regulatory frameworks, for example by obtaining consent for non-essential Cookies in accordance with the Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector (the "**ePrivacy Directive**"), which was implemented into Swedish law through the Swedish Electronic Communications Act (2003:389) (Sw. *Lagen (2003:389) om elektronisk kommunikation*) ("**LEK**"). Data collected via Cookies sometimes includes personal data, and non-compliance with the consent requirement under LEK may lead to penalties under GDPR. The legal situation regarding eprivacy is constantly changing, and available guidance with respect to the issue of consent is neither clear, adequate nor completely consistent at the EU and national level. It may turn out that Alimak Group is not considered to have obtained consent in a proper manner or for all non-essential Cookies that require consent. A violation of the consent requirement could lead to damage claims from persons concerned or penalties under GDPR.

To ensure compliance with the requirement for storage limitation, Alimak Group must regularly review its personal data processing in terms of both Alimak Group's established principles for storage and practical removal procedures. Alimak Group must also ensure that any transfer of personal data to a third country is performed in accordance with the rules of GDPR. Although Alimak Group works with GDPR in a structured way, Alimak Group may, for example due to human error, fail to ensure adequate measures are taken to erase data in a timely manner, which could lead to damage claims from persons concerned or penalties under GDPR.

Compliance with GDPR and LEK generally requires continuous and systematic work, and although Alimak Group has a well-structured plan implemented for compliance with GDPR, there is a risk that Alimak Group may not be considered to have validated its compliance with all obligations under GDPR (which in itself is an obligation under the principle of accountability) and therefore a risk that Alimak Group may need to pay sanctions for violations of GDPR (of up to the greater of MEUR 20 and 4 percent of Alimak Group's global annual revenue).

Risk's probability: Medium.

FINANCIAL RISKS

Risks related to interest rates

There is a risk that the Group's net profit will be affected by changes to the general interest rate level. The Group has primarily obtained loan financing with both fixed and variable interest rates. A need for external financing may also arise at other times, for example in connection with an acquisition. Interest rates are sensitive to a large number of factors beyond the Group's control, such as government and central bank monetary policy and inflation in the jurisdictions in which the Group is active. Due to rising inflation in 2022 and the beginning of 2023, central banks worldwide responded by raising interest rates, and further raises are expected. For example, the US Federal Reserve raised its key interest rate to a range of 4.50–4.75 percent on 1 February 2023. The Riksbank also raised its key interest rate to 3.0 percent on 9 February 2023, with a forecast that the interest rate will be further raised during the spring of 2023. As of 31 December 2022, a +/– 1 percentage point change in market interest rates for the EUR, USD, AUD, CNY, GBP, SEK and other currencies in which the Group's liabilities are denominated would result in a net effect on the consolidated income statement of MSEK 53. However, debt financing of the acquisition of Tractel increases the effect that changes in market interest rates would have on the consolidated income statement. There is therefore a risk that changes in market interest rates could have a negative impact on the Group's assessments, financial position and results. Changes in the rate of inflation could also result in changes to interest rates, and thus changes to the Group's interest liabilities.

The Group also has various pension plans, including defined-benefit pension plans and defined-contribution pension plans, in accordance with local conditions and the practice prevailing in the countries in which the Group operates. Financing status, liabilities and costs for maintaining such defined-benefit pension plans may be affected by developments in the financial markets and in particular interest-rate fluctuations. For example, a report of such plans requires determining discount rates, expected compensation and expected return on plan assets and any changes in these variables or the Group's assessment of these could have a significant impact on estimated pension obligations and periodic net pension costs. A negative development in the financial markets and negative changes in interest rates could also have a material impact on financing requirements and the periodic net pension costs. The Group's costs for pension liabilities may therefore increase considerably in the future, which could have a low negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to impairment testing

As of 31 December 2022, the Group recognised goodwill of MSEK 5,950, corresponding to 41.5 percent of the assets in the consolidated balance sheet. Goodwill is assessed annually with regard to the need for any impairment or when events and changes take place that suggests the carrying amount of an asset cannot be recovered. When testing goodwill for impairment, the carrying amount is compared with the recoverable amount. The recoverable amount is the higher of the net realisable value and value in use for an asset. Normally, as there are no listed prices that can be used to assess an asset's net realisable value, the value in use is used as the value for comparison with the carrying amount. The value in use is calculated using assumptions and assessments. This means the measurement of the goodwill item is subject to critical estimates and assessments. As a result of the acquisition of Tractel, the goodwill asset item will increase in the consolidated balance sheet. The difference between the purchase consideration for the acquisition of Tractel and the acquired net assets, including acquisition-related intangible assets, will be recognised as goodwill. A preliminary allocation of the purchase consideration results in goodwill of MEUR 296 (BSEK 3.2) and acquisition-related intangible assets of MEUR 190, portions of which are subject to amortisation of between five and 15 years. Annual amortisation is approximately MEUR 14 on an annualised basis. If there are significant differences in estimates of the expected future outcome and the assumptions used, there is a risk of deviations in the measurement of the assets. Such material differences and significant impairment of goodwill, acquisition-related intangible assets and assets in associated companies could have a material negative impact on the Group' results and financial position.

Risk's probability: Low.

Risks related to tax and tax legislation

The Group conducts taxable activity in some 30 jurisdictions, including Sweden. There is a risk that the Group's interpretation of tax rules, tax treaties and other provisions may not be correct in all respects. There is also a risk that tax authorities in relevant jurisdictions could make assessments and take decisions that differ from the Group's interpretation of the aforementioned rules, tax treaties and other provisions, which risks having a negative impact on the Group's tax expenses and its effective tax rate. There is also a risk that changes to laws, tax treaties or other provisions, which may be applied retroactively, could have a material negative impact on the Group's results and financial position.

Risk's probability: Low.

Risks related to credit

A credit risk is the risk that the Group's customers may be unable to fulfil their payment obligations. This risk represents most of the Group's counterparty risk. Payment terms for the Group's customers vary depending on the division and geographical region. Certain contracts require advance payment before the project is executed. It is the opinion of the Group that many of its customers depend on liquidity from global credit markets and in certain cases require external funding to finance their operations. Consequently, a shortage of liquidity in the market could have a negative impact on customers' ability to make payments within the scope of existing contracts with the Group and lead to a reduction or cancellation of orders for the Group's products, solutions and services. Financial credit risk arises through the Group's exposure to non-payment from counterparties with whom the Group has invested funds, short-term bank investments or financial instruments. If the Group's measures to minimise financial risks and credit risks are not sufficient, this could have a low negative impact on the Group's operations, financial position and results.

Risk's probability: High.

Risks related to currency fluctuations

The Group has reporting units that use currencies other than SEK in their operations, and the Group is exposed to the resulting financial risk due to currency fluctuations. Currency risk is the risk that currency fluctuations will have a negative impact on the Group's cash flow, income statement or balance sheet. Currency fluctuations affect the Group's results when sales and purchases in foreign subsidiaries take place in different currencies (transaction exposure), and when the income statement and balance sheet are translated into SEK (translation exposure). The comparability of the Group's results between different periods may be affected by changes in exchange rates.

The foreign currencies with the greatest impact on the Group's revenue and net assets are EUR, USD, AUD and GBP. The Group maintains and updates its hedging arrangements consisting of currency forward contracts to reduce its transaction exposure. The Group's hedging strategy may, however, prove to be insufficient or unsuccessful. If the Group's hedging measures, or other measures to control the impact of currency fluctuations, were to prove insufficient, this could have a medium negative impact on the Group's operations, financial position and results.

Risk's probability: Medium.

Risks related to liquidity

Liquidity risk comprises the risk that the Group will be unable to meet its short-term payment obligations.

In the future, the Group may need further financial resources to reach its strategic goals or to respond to a negative performance in the business or operations. Furthermore, a negative performance in terms of the Group's sales or margins or other unforeseen obligations, changes to the date for tax payments, payments of current liabilities or receipt of payments for short-term receivables could strain liquidity and working capital and lead to a possible need for additional financing.

To obtain the necessary financing, the Group may need to use available financial assets and/or obtain additional financing through, for example, equity financing, loan financing or otherwise. Access to such additional financing is dependent on a variety of factors, such as market conditions, general access to credits, overall access to credit in the financial markets and the Group's credit rating. Following the loan financing that took place in connection with the acquisition of Tractel, additional financing may be more difficult to obtain since the Group's debt/equity ratio has risen. Furthermore, any loan financing could include restrictive terms and conditions. The Group's ability to meet future capital requirements is largely dependent on the success of the Group's products, solutions and services. It cannot be guaranteed that the Group will be able to obtain sufficient funds to meet future capital requirements on favourable terms or at all, through public or private financing, strategic relationships or other arrangements.

If any of the aforementioned risks should materialise, the Group could be forced to seek additional equity, restructure or refinance its debts, postpone the acquisition of additional financing, bear higher costs for financing, reduce or delay investments or sell assets or operations at unfavourable times or at unfavourable prices or other conditions. This may limit the Group's ability to implement its business plan, reduce its profitability and drastically reduce the Group's financial flexibility. The factors stated above could therefore have a low negative impact on the Group's operations, financial position and results.

Risk's probability: Low.

RISKS ASSOCIATED WITH AN INVESTMENT IN ALIMAK GROUP'S SHARES

Risks related to share volatility and the share-price trend

Risks and risk-taking are unavoidable parts of share ownership. Since an investment in shares can both increase and decrease in value, there is a risk that an investor will not recover the capital invested. In 2022, the annualised volatility (based on registered closing prices) of Alimak Group's share on Nasdaq Stockholm was approximately 39.06 percent (lowest SEK 59.0 and highest SEK 116.6). The price of the Company's shares may drop below the subscription price of the new share issue. Those who choose to subscribe for new shares would then incur a loss should they sell such shares. The share price trend depends on various factors, some of which are company specific, while others are linked to the stock market as a whole. Such factors may also increase the share's volatility. A careful analysis should therefore precede every decision to invest in shares.

Risk's probability: Medium.

Risks related to the Company's ability to pay dividends in the future

Under Swedish law, the Board of Directors' and the Company's ability to propose and carry out dividend payments is limited to certain amounts that can be legally distributed. The amount of future dividend payments the Company may make, if any, will depend on several circumstances, for example the Company's financial position, cash flows, working capital requirements, acquisition opportunities and outlook. As the Company may not have sufficient funds to make dividend payments and as the Company's shareholders may decide not to approve dividend payments, there is no certainty as to whether a dividend will be proposed or paid in any given year.

Risk's probability: Low.

RISKS ASSOCIATED WITH THE RIGHTS ISSUE

Risks related to unsecured subscription undertakings

Investment AB Latour, the Company's largest shareholder, and Första AP-fonden, who together hold approximately 35.4 percent of the total number of shares and votes in Alimak Group, have undertaken to subscribe for new shares corresponding to their respective pro rata share of the Rights Issue. The subscription undertakings are not secured by bank guarantee, blocking funds, pledging or similar arrangements. In addition, a group of institutional shareholders including Alantra EQMC Asset Management, C Worldwide, NN Group N.V. and Sundt AS, who together hold approximately 28.5 percent of the total number of shares and votes in Alimak Group, have declared their intention to exercise their preferential rights in the Rights Issue and thereby subscribe for new shares corresponding to their holdings in Alimak Group.

If the subscription undertakings are not honoured, this could have a negative impact on the Company's ability to obtain proceeds through the new share issue of approximately MSEK 2,500 before issue expenses, which could have a negative impact on the Group's capital structure and reduce the Group's opportunities to undertake strategic initiatives.

Risk's probability: Low.

Risks linked to low participation in the Rights Issue

The Company's acquisition of Tractel was partly financed with a long-term loan facility and partly through a bridge loan facility from Handelsbanken. If the new share issue is not fully subscribed or is delayed, additional financing costs will be incurred to maintain the bridge facility, alternatively the Company could be forced to seek alternative financing. There is a risk that such alternative financing cannot be secured or can only be secured on unfavourable terms for the Company. If any of these risks were to materialise, it could have an adverse impact on the Group's capital structure and reduce the Group's opportunities to undertake strategic initiatives.

Risk's probability: Low.

Risks related to foreign shareholders

Shareholders in certain countries may be subject to restrictions that prevent them from participating in the Right Issue or otherwise make participation more difficult or restricted, as well as if the Company in the future issues new shares with preferential rights for the Company's shareholders. For example, shareholders in the US may be prevented from exercising their preferential rights unless an exemption is applicable. Shareholders in other jurisdictions outside Sweden may be similarly affected. The Company is not obligated, neither in connection with the new share issue nor in the event of potential future issues of shares, to apply for registration in accordance with applicable law or apply for similar approval under the laws of any country outside Sweden regarding subscription rights and shares. Doing so may be both impractical and costly. To the extent that shareholders in jurisdictions outside Sweden are unable to subscribe for new shares in potential new share issues, their proportional holding in the Company will be diluted.

Risk's probability: Low.

Risks related to trading in subscription rights and paid subscribed shares ("BTA")

Subscription Rights and BTA 1 will be traded on Nasdaq Stockholm during the period starting from 7 March 2023 up to and including 16 March 2023 and from 7 March 2023 up to and including 24 March 2023, respectively. There is a risk that active trading in subscription rights and BTA 1 will not develop and that there may not be sufficient liquidity. If such a market develops, the price of the subscription rights and BTA 1, respectively, will depend on the price development for shares outstanding in the Company and the price of subscription rights. Consequently, BTA 1 may be subject to greater volatility than the Company's shares.

Shareholders who choose not to exercise their subscription rights will have their portion of share capital and voting rights in the Company diluted.

Risk's probability: Low.

Risks related to dilution through the Rights Issue and future share issues

Shareholders who fully or partially opt not to utilise their subscription rights in conjunction with the new share issue will experience a dilution of their share of the Company's share capital and voting rights, respectively. Given full acceptance of the Rights Issue, the dilution would amount to approximately 50 percent for existing shareholders who do not participate in the Rights Issue. The Company may also in the future need to secure more capital to finance its operations by issuing new shares or other securities. The issue of more securities may entail dilution for existing shareholders if an issue is completed that deviates from the shareholders' preferential rights or if a shareholder decides not to exercise such preferential rights. There is also a risk that potential future issues will cause the market value of the shares to decline in the short or long term.

Risk's probability: Low.

Invitation to subscribe for shares in Alimak Group AB (publ)

On 24 February 2023, by virtue of the authorisation from the extraordinary general meeting held on 22 September 2022 to issue shares, the Board of Directors of Alimak Group resolved to increase the Company's share capital through a new share issue with preferential rights for Alimak Group's shareholders.

The decision to issue shares entails that Alimak Group's share capital will increase by a maximum of SEK 1,068,305 from the current SEK 1,083,157.22 to a maximum of SEK 2,151,462.22 through the issue of a maximum of 53,415,250 new shares. After the new share issue, the number of shares in Alimak Group will amount to a maximum of 107,573,111 shares. Alimak Group's shareholders have preferential rights to subscribe for the new shares in proportion to the number of shares they previously own. The record date for the right to participate in the Rights Issue is 3 March 2023. For each existing share held on the record date, one (1) subscription right will be received. One (1) subscription right entitle the holder to subscribe for one (1) new share. To the extent that new shares are not subscribed for with subscription rights, these will be allotted to shareholders and other investors who have subscribed for shares without subscription rights in accordance with the information specified in the section "*Terms and instructions*". The subscription period will extend from 7 March 2023 up to and including 21 March 2023, or a later date to be determined by the Board of Directors and otherwise in accordance with the information specified in the section "*Terms and instructions*".

The subscription price has been set at SEK 46.80 per share, which means that the Rights Issue, if fully subscribed, will generate proceeds of approximately MSEK 2,500 for Alimak Group before transaction costs.[1)]

Shareholders who choose not to participate in the new share issue may have their ownership share diluted by approximately 50 percent, but will have the opportunity to be compensated financially for the dilution by selling their subscription rights, which will be traded on Nasdaq Stockholm.

Subscription undertakings

Investment AB Latour, the Company's largest shareholder, and Första AP-fonden, who together hold approximately 35.4 percent of the total number of shares and votes in Alimak Group, have undertaken to subscribe for new shares corresponding to their respective pro rata share of the Rights Issue. The subscription undertakings are not secured by bank guarantee, blocking funds, pledging or similar arrangements. In addition, a group of institutional shareholders including Alantra EQMC Asset Management, C Worldwide, NN Group N.V. and Sundt AS, who together hold approximately 28.5 percent of the total number of shares and votes in Alimak Group, have declared their intention to exercise their preferential rights in the Rights Issue and thereby subscribe for new shares corresponding to their holdings in Alimak Group.

The shareholders of Alimak Group are hereby invited to subscribe, with preferential rights, for new shares in Alimak Group under the terms set forth in this Prospectus.

The allotment of subscription rights and new shares through the exercise of subscription rights to persons who are residents in countries other than Sweden may be affected by securities legislation in such countries. See "Important information" and "Terms and Instructions – Shareholders resident in certain unauthorised jurisdictions" in this Prospectus.

Stockholm, Sweden 3 March 2023

Alimak Group AB (publ)

Board of Directors

1) An estimated total of approximately MSEK 24 for transaction costs will be deducted from a maximum issue amount of approximately MSEK 2,500. The new share issue is expected to generate net proceeds of approximately MSEK 2,476 for Alimak Group.

Background and reasons

On 2 August 2022, it was announced that Alimak Group had signed an agreement to acquire Tractel. The acquisition was completed on 21 November 2022, whereupon Alimak Group became the sole owner of the shares in Tractel. The consideration totalled an enterprise value of MEUR 500 on a cash-free and debt-free basis. The acquisition was financed in part by a long-term loan facility of MEUR 300 and in part by a bridge loan facility of MSEK 2,090 from Handelsbanken. It is the intent of Alimak Group to repay the bridge loan facility using the issue proceeds from the Offering.

The acquisition is transformational, accelerating Alimak Group's profitable growth strategy and creating a global provider of sustainable vertical access and working at height solutions, with very good profitability and an annual revenue exceeding MSEK 6,500. The acquisition adds a new vertical to Alimak Group, Height Safety & Productivity Solutions, broadening the product and solution portfolios within the Construction, Facade Access and Wind divisions as well as significantly increasing the potential for the service business. Height Safety & Productivity Solutions was added as a new division in Alimak Group as of 21 November 2022.

Use of Proceeds

If fully subscribed, the Rights Issue will generate proceeds of approximately MSEK 2,500 for Alimak Group before deduction of issue costs, which are estimated to amount to approximately MSEK 24. The maximum net issue proceeds of approximately MSEK 2,476, which may be added to the Company, approximately MSEK 2,090 will be used to repay the bridge financing facility and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility. For further information about the temporarily increased debt and the revolving credit facility, please see the section "*Capitalisation, indebtedness and other financial information*".

The Board of Directors of the Company is responsible for the content of this Prospectus, and to the best of the Board's knowledge, the information provided in this Prospectus is consistent with the facts and no information that is likely to impact its contents has been omitted.

Stockholm, Sweden 3 March 2023

Alimak Group AB (publ)

Board of Directors


ALIMAK

Terms and instructions

INTRODUCTION

The Offering

Those who are registered as shareholders of Alimak Group on the record date of 3 March 2023 will receive one (1) subscription right for each share held in Alimak Group, with reservations for the restrictions stated below. The subscription rights entitle the holder to subscribe for new shares in the Rights Issue with preferential rights, with one (1) subscription right entitling the holder to one (1) new share in Alimak Group. New shares may also be subscribed for without subscription rights.

Shareholders who choose not to participate in the Rights Issue will have their ownership diluted by approximately 50 percent, but will have the opportunity to receive financial compensation for the dilution effect by selling their subscription rights. Upon the sale of subscription rights, the preferential rights will be transferred to the new holder of the subscription right.

Record date

The record date at Euroclear for determining which parties are entitled to receive subscription rights under the Rights Issue is 3 March 2023. The shares in Alimak Group will be traded without the right to receive subscription rights starting from 2 March 2023 and the last day of trading in the share including the right to receive subscription rights is thus 1 March 2023.

Subscription price

The new shares will be issued at a subscription price of SEK 46.80 per share. No commission will be charged.

Subscription period

The subscription period will last from 7 March 2023 up to and including 21 March 2023. Alimak Group's Board is entitled to extend the subscription period, which – when applicable – will be announced through a press release as soon as such a decision has been made.

ISSUE STATEMENT

Directly registered shares

Shareholders who, on the record date, are registered in the share register maintained by Euroclear on behalf of Alimak Group will receive an issue statement with an attached payment form, except for such shareholders who reside in certain unauthorised jurisdictions. The issue statement will state, among other things, the number of subscription rights received and the total number of new shares that may be subscribed for with subscription rights. No securities notification (Sw. *VP-avi*) will be sent out by Euroclear regarding the registration of subscription rights in securities accounts.

Those who are included in the special list of pledge holders and trustees maintained in connection with the share register will not receive any issue statement but will be informed separately.

Nominee-registered shares

Shareholders in Alimak Group whose holdings on the record date are nominee-registered at a bank or other nominee will not receive any issue statement. Subscription and payment for nominee-registered shares are to be made to and in accordance with instructions from the respective bank or nominee, or if the holding is registered with several nominees, from each of these.

Shareholders resident in certain unauthorised jurisdictions

The allotment of subscription rights and the issue of new shares through the exercise of subscription rights to persons who are residents in countries other than Sweden may be affected by securities legislation in such countries. Consequently, shareholders whose shares are directly registered in a securities account with a registered address in the United Kingdom, the United States, Australia, Canada, Hong Kong, Japan, Singapore, or South Africa or any other jurisdiction where participation would require an additional prospectus, registration or other regulatory approval will not receive an issue statement or this Prospectus. Nor will they receive any subscription rights in their respective securities accounts. The subscription rights that would have been delivered to such shareholders will be sold and the sales proceeds, less a deduction for costs, will be paid to such shareholders. Amounts of less than SEK 100 will not be paid out.

Banks and other nominees that hold shares on behalf of shareholders in Alimak Group whose holdings on the record date are nominee-registered may not provide or distribute this Prospectus or the pre-printed issue statement to shareholders with an address in, or who are located or reside in, the United Kingdom, the United States, Australia, Canada, Hong Kong, Japan, Singapore, or South Africa or any other jurisdiction where participation in the Rights Issue would require an additional prospectus, registration or other regulatory approval, without the prior consent of Alimak Group.

UNITED STATES

The Securities have not been and will not be registered under Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States (including its territories and possessions, any state of the United States and the District of Columbia, "**US**") and may not be offered, sold, taken up, exercised, resold, transferred or delivered, directly or indirectly, within the US except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and in compliance with the securities laws of any state or other jurisdiction of the US. The Securities are being offered and sold outside the US in reliance on Regulation S under the Securities Act. Any offering of the Securities to be made in the US will be made only to a limited number of existing shareholders of the Company that: (1) are reasonably believed to be either "qualified institutional buyers" as defined in Rule 144A under the Securities Act (each, a "**QIB**") or institutional "accredited investors" as defined under Rule 501 under the Securities Act (each, an "**IAI**"), pursuant to an exemption from registration under the Securities Act in a transaction not involving any public offering, and (2) have executed and delivered to the Company an investor representation letter, in form and substance acceptable to the Company. Potential investors are hereby informed that the sellers of Securities may rely on an exemption from the provisions in section 5 of the Securities Act under Rule 144A of the Securities Act.

A shareholder with an address in, or located or resident in, the US will be permitted to take up its entitlements to new shares under the Rights Issue only if it is a QIB or an IAI and it executes an investor representation letter in the form provided by the Company and delivers it to the Company. The investor representation letter will require each such QIB or IAI to represent and agree that, among other things, (i) it is a QIB or an IAI and (ii) it will only offer, pledge, sell, resell, grant, deliver or otherwise transfer the new shares in transactions exempt from, or not subject to, the registration requirements of the Securities Act and in compliance with applicable state securities laws. The investor representation letter will contain additional written representations, agreements and acknowledgements relating to the transfer restrictions applicable to the new shares. Any such QIB or IAI whose holdings are nominee registered through a bank or other nominee should procure that the relevant bank or other nominee submits an investor representation letter on its behalf.

The Company and any persons acting on behalf of the Company, including the Joint Global Coordinators, will rely upon the investor's representations and warranties contained in the investor representation letter and those deemed to be made by them as described herein. Any provision of false information or subsequent breach of these representations and warranties may subject the investor to liability. If a person is acting on behalf of a holder of subscription rights (including, without limitation, as a nominee, custodian or trustee), that person will be required to provide such representations and warranties to the Company with respect to the exercise of subscription rights on behalf of the holder.

Each person to which Securities are distributed, offered or sold in the United States, by accepting delivery of this Prospectus, or any pre-printed issue statement or application form, or by its subscription for Securities, will be deemed to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing for Securities, as the case may be, that: (i) it is an existing shareholder of the Company, (ii) it is either a "qualified institutional buyer" as defined under Rule 144A under the Securities Act or an institutional "accredited investor" as defined under Rule 501 under the Securities Act, (iii) it has executed and returned an investor representation letter to the Company; (iv) the Securities have not been offered to it by the Company by means of any form of "general solicitation" or "general advertising" (within the meaning of Regulation D under the Securities Act) and (v) it understands that the Securities have not been or will not be registered under the Securities Act and may not be offered, sold, taken up, exercised, resold, transferred or delivered, within the US except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Each person to whom Securities are distributed, offered or sold outside the United States will be deemed by its subscription for, or purchase of, the Securities to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing for or purchasing the Securities, as the case may be, that: (i) it is acquiring the Securities from the Company or the Joint Global Coordinators in an "offshore transaction" as defined in Regulation S under the Securities Act; and (ii) the Securities have not been offered to it by the Company or the Joint Global Coordinators by means of any "directed selling efforts" as defined in Regula-tion S under the Securities Act.

TRADING IN SUBSCRIPTION RIGHTS

Subscription rights will be traded on Nasdaq Stockholm during the period starting from 7 March 2023 up to and including 16 March 2023 under the ticker ALIG TR. The ISIN code for the subscription rights is SE0019913195. Subscription rights received must either be used for subscription by 21 March 2023 at the latest or be sold on Nasdaq Stockholm by 16 March 2023 at the latest to avoid losing their value. No compensation will be paid to shareholders whose subscription rights expire because they were not exercised or sold.

Subscription for new shares with subscription rights

Subscription for new shares with subscription rights will take place through simultaneous cash payment during the period starting from 7 March 2023 up to and including 21 March 2023. After the end of the subscription period, subscription rights that have not been exercised will lapse and lose their value. Subscription rights that have not been exercised for subscription will be deregistered from the respective shareholder's securities account without any securities notification. To ensure that the value of the subscription rights is not lost, the holder must either:

- exercise the subscription rights and subscribe for new shares not later than 5:00 p.m. (CET) on 21 March 2023, which is the last day of the subscription period; or
- sell the subscription rights that have not been exercised to subscribe for new shares not later than 16 March 2023, which is the last day of trading in subscription rights on Nasdaq Stockholm.

Subscribers whose shareholdings are registered in a depository account with a bank or another nominee must subscribe for shares or sell their subscription rights in accordance with the instructions from their nominees. In such cases, the last day for subscription or sale may deviate from the above.

Subscriptions for new shares with subscription rights are irrevocable and may not be withdrawn or modified.

Directly registered shareholders resident in Sweden

Subscription for new shares with subscription rights will take place through simultaneous cash payment. Subscription and payment are to be made using either the pre-printed payment form or a special application form, with simultaneous payment starting from 7 March 2023 up to and including 21 March 2023 in accordance with one of the following options:

- **Payment form:** If all subscription rights received on the record date that may be exercised to subscribe for shares are to be exercised, the attached pre-printed payment form from Euroclear is to be used. No additions or amendments may be made on the payment form.
- **Application form:** If the number of subscription rights to be exercised for subscription differs from the number on the issue statement, for example if subscription rights have been purchased or sold, a special application form is to be used to subscribe through payment. When the duly filled out application form is submitted to Handelsbanken Capital Markets Emission, payment is to be made simultaneously for the subscribed new shares in accordance with the instructions on the application form. Application forms are to be received by Handelsbanken Capital Markets Emission no later than 5:00 p.m. (CET) on 21 March 2023. Application forms can be obtained from Handelsbanken Capital Markets Emission at issuedept@handelsbanken.se.

Information for directly registered shareholders resident outside Sweden

Directly registered shareholders who are not resident in Sweden and who are eligible to subscribe for new shares with subscription rights (meaning who are not subject to the restrictions described under "*Shareholders resident in certain unauthorised jurisdictions*" above) and who cannot use the pre-printed payment form, should use the sent out application form to subscribe for shares and at the same time make the payment in SEK (Swedish kronor) through a foreign bank in accordance with the instructions below:

Handelsbanken Capital Markets Emission
SE-106 70 Stockholm, Sweden
IBAN: SE08 6000 0000 0002 1231 5161
Bank account number: 6028-212 315 161
SWIFT/BIC: HANDSESS

Upon payment, the subscriber's name, address, securities account number and the payment identity stated on the issue statement must be quoted. The application forms and the payment are to be received by Handelsbanken Capital Markets Emission no later than 5:00 p.m. (CET) on 21 March 2023. Application forms for directly registered shareholders who are not resident in Sweden can be obtained via issuedept@handelsbanken.se. All such subscribers, by submitting an application form and making payment or by approving delivery of the subscription rights or the new shares, will be considered to have acknowledged and confirmed that they are not, and will not be at the time when they receive or subscribe for the subscription rights or the new shares, located or resident in the United Kingdom, the United States, Australia, Canada, Hong Kong, Japan, Singapore, or South Africa or any other jurisdiction where participation in the Rights Issue would require an additional prospectus, registration or other regulatory approval, and that they are not acting in a non-discretionary basis on behalf of, or for the benefit of, another such person.

Nominee-registered shareholdings

Shareholders in Alimak Group whose holdings on the record date are nominee-registered at a bank or other nominee will not receive any issue statement from Euroclear. For such shareholders, subscription and payment for new shares with preferential rights are to be made to the respective nominee and in accordance with instructions from the nominee or, when applicable, nominees.

PAID SUBSCRIBED SHARES

Registration of paid subscribed shares (Sw. *betalda tecknade aktier, BTA*) that have been subscribed and paid for with subscription rights (BTA 1) are registered with Euroclear as soon as possible, which normally means that registration takes place up to two banking days after payment. The subscriber thereafter receives a securities notification confirming the registration of BTA 1 in the subscriber's securities account. After the Rights Issue has been registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*), which is expected to take place on or around 27 March 2023, the BTA 1 will be converted to new shares, with no notification from Euroclear. The new shares are expected to be registered in the respective securities account on or around 30 March 2023.

Holders of nominee-registered depository accounts will receive BTA and information in accordance with the procedures of the respective nominee.

Trading in BTA

Trading in BTA 1 is expected to take place on Nasdaq Stockholm starting from 7 March 2023 up to and including 24 March 2023 under the ticker ALIG BTA 1. The ISIN code for BTA 1 is SE0019913203. BTA 2 will not be listed or traded.

SUBSCRIPTION FOR NEW SHARES WITHOUT SUBSCRIPTION RIGHTS

Applications to subscribe for new shares without subscription rights are to take place during the same period as subscription for shares with subscription rights, meaning starting from 7 March 2023 up to and including 21 March 2023.

IMPORTANT INFORMATION ABOUT NID AND LEI WHEN SUBSCRIBING FOR SHARES WITHOUT SUBSCRIPTION RIGHTS

NID requirement for private individuals

Pursuant to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (consolidated version) ("**MiFID II**"), from 3 January 2018, all investors need a global identification code, national ID or National Client Identifier ("**NID**") in order to conduct a securities transaction. Under these requirements, private individuals must state their NID number in order to conduct a securities transaction. The NID number for private individuals who only have Swedish citizenship consists of "SE" followed by the person's personal identity number. If the person in question has multiple citizenships or a citizenship other than Swedish, another relevant NID number formats may be used. NIDs should be obtained in ample time, as it must be stated on the application form. If such a number is not provided, Handelsbanken Capital Markets Emission may be prevented from carrying out the transaction for the private individuals in question. Contact your bank for more information about obtaining your NID number.

LEI requirement for legal entities

A Legal Entity Identifier ("**LEI**") is a global identification code for legal entities. In accordance with MiFID II, from 3 January 2018, legal entities require a LEI in order to conduct a securities transaction. If no active LEI is provided, Handelsbanken Capital Markets Emission may be prevented from carrying out the transaction. A LEI can be registered by one of the providers in the market. Register for a LEI in ample time since you must state it on your application form.

Directly registered shares

Applications for subscription for new shares without subscription rights for shareholders in Alimak Group whose holdings are registered in the share register maintained by Euroclear must be made on a special application form. More than one application form may be submitted. However, only the most recently dated application form will be considered. Application forms can be obtained at issuedept@handelsbanken.se. Completed and signed application forms are to be received by Handelsbanken Capital Markets Emission not later than 5:00 p.m. (CET) on 21 March 2023 at the address specified on the application form. Incomplete or incorrectly completed application forms may be rejected without consideration.

Nominee-registered shares

For shareholders with holdings in custody accounts with banks or other nominees, applications for subscription for new shares without subscription rights for shareholders in Alimak Group whose holdings are nominee-registered at a bank or other nominee are to be made to the respective nominee and in accordance with the instructions from the nominee, or if the holding is registered with several nominees, from each of these.

Allotment of new shares subscribed for without subscription rights

In the event that all new shares are not subscribed for with subscription rights, the Board of Directors will decide, within the framework of the maximum amount of the Rights Issue, on the allotment of shares subscribed for without subscription rights. In such cases, shares will firstly be allotted to those who have subscribed for shares with subscription rights, regardless of whether or not they were shareholders on the record date and, in case of oversubscription, pro rata to the number of subscription rights exercised to subscribe for shares and, insofar as this is not possible, by lottery. Secondly, allotment will be made to those who have notified their interest in subscribing for new shares without subscription rights and, in case of oversubscription, in proportion to their notified interest and, insofar as this is not possible, by lottery.

Notifications about allotment will be made through the distribution of contract notes to directly registered shareholders on or around 27 March 2023. Payment is to be made in accordance with the instructions on said contract note. Notifications will only be sent to those who have received allotment. The expected settlement date for shares subscribed for without subscription rights is on or around 30 March 2023. If payment is not made in time, the shares may be transferred to other parties. If the sale price of the shares is lower than the subscription price in connection with such a transfer, the party who was initially allotted the shares is responsible for paying the entire difference or part thereof. The new shares subscribed for without subscription rights will be booked as BTA 2 in the subscriber's securities account after payment has been made. Euroclear will send a securities notification to the subscriber as confirmation that the BTA 2 have been booked in the subscriber's securities account. BTA 2 will not be listed or traded. The ISIN code for BTA 2 is SE0019913211. After the shares subscribed for without subscription rights have been registered with the Swedish Companies Registration Office, which is expected to take place on or around 4 April 2023, BTA 2 will be converted to new shares, with no notification from Euroclear. The new shares, allotted and subscribed for without preferential right, are expected to be registered in the respective securities account on or around 13 April 2023.

Shareholders with nominee-registered shareholdings will be informed of and shall pay for any allotment in accordance with the procedures of the nominee.

LISTING OF THE NEW SHARES

The Alimak Group share is admitted to trading on Nasdaq Stockholm. After the Swedish Companies Registration Office has registered the new shares, the new shares will also be admitted to trading on Nasdaq Stockholm. The new shares subscribed for with subscription rights are expected to be registered with the Swedish Companies Registration Office on or around 27 March 2023 and trading in the new shares is expected to commence on or around 30 March 2023 provided that registration has taken place. The new shares subscribed for without subscription rights are expected to be registered with the Swedish Companies Registration Office on or around 4 April 2023, to be registered in the respective securities account on or around 13 April 2023 and to be admitted to trading on or around 13 April 2023, provided that registration has taken place.

TERMS FOR COMPLETION OF THE RIGHTS ISSUE

The Board of Directors of Alimak Group is not entitled to cancel, revoke or temporarily withdraw the offering to subscribe for shares in Alimak Group in accordance with the terms of this Prospectus. The Board of Directors of Alimak Group is entitled, on one or more occasions, to extend the period for subscription and payment. Any extension of the subscription period will be announced in a press release.

ANNOUNCEMENT OF THE OUTCOME OF THE RIGHTS ISSUE

The outcome of the Rights Issue will be announced in a press release from Alimak Group. The final outcome is expected to be published on or around 23 March 2023. The press releases will be available on Alimak Group's website (www.alimakgroup.com).

RIGHT TO DIVIDENDS

The shares subscribed for in the Rights Issue carry a right to dividends for the first time on the record date for dividends occurring immediately after completion of the Rights Issue. For more information about dividends, refer to the section "*Share capital and ownership structure – Dividends and dividend policy*".

OTHER INFORMATION

In the event that an excessive amount has been paid for the new shares by a subscriber, Handelsbanken Capital Markets Emission will arrange for the surplus amount to be repaid. No interest will be paid on excess amounts. Subscription for shares is irrevocable and the subscriber cannot cancel or modify any subscription for shares. Incomplete or incorrectly completed application forms may be disregarded. If the settlement amount for the subscription is paid too late, is insufficient or is paid incorrectly the application for subscription may be disregarded or subscription may take place at a lower amount; funds paid that are not used for subscription will in this case be repaid. Late payment of amounts of less than SEK 100 will be repaid only on request. Handelsbanken Capital Markets Emission's receipt and processing of application forms and subscription payments in the Rights Issue is being carried out on behalf of Alimak Group. This means that no customer relationship arises between the subscriber and Svenska Handelsbanken AB (publ) merely by the fact that Handelsbanken Capital Markets Emission receives and processes application forms and subscription payments.

INFORMATION ABOUT THE PROCESSING OF PERSONAL DATA

Svenska Handelsbanken AB (publ) is responsible (personal data controller) for processing the personal data submitted in your application or otherwise registered in connection with your application. Detailed information about Svenska Handelsbanken AB (publ)'s procedures for processing personal data and your rights in connection with such processing, etc. is available at www.handelsbanken.se. Address details may be obtained by Svenska Handelsbanken AB (publ) through an automatic procedure executed by Euroclear.

TAXATION

For information on taxation, refer to the section "*Important information on taxation*".

INFORMATION TO DISTRIBUTORS

In order to fulfil the product governance requirements stipulated in: (a) MiFID II, (b) Articles 9 and 10 of the Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing MiFID II, and (c) national regulations (jointly referred to as "**MiFID II's Product Governance Requirements**"), and with exemption from all and any non-contractual, contractual or other liability relevant to a "manufacturer" (in accordance with MiFID II's Product Governance Requirements), the shares that are offered or may be offered, including subscription rights for such shares and interim shares (BTA), have been subject to a product approval process, which has determined that these securities are: (i) appropriate for a target market comprising retail investors and investors that meet the criteria for professional clients and eligible counterparties, as defined in MiFID II; and (ii) appropriate for transfer through all distribution channels permitted under MiFID II ("**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares, subscription rights and BTA in the Company may decrease and investors may lose all or part of the amount invested; the shares, subscription rights and BTA in the Company offer no guaranteed return or capital protection; and an investment in the shares, subscription rights and BTA is only suitable for investors who do not require a guaranteed return or capital protection, who (either themselves or together with an appropriate financial or other adviser) are capable of evaluating the advantages and disadvantages of such an investment and who have sufficient resources with which to sustain such losses as may arise from the investment. The Target Market Assessment does not impact other requirements with respect to contractual, legal or regulatory sales restrictions in connection with the Rights Issue.

For the avoidance of doubt, the Target Market Assessment is not: (a) an assessment of suitability or appropriateness in accordance with MiFID II, or (b) a recommendation to any investor or group of investors to invest in, acquire or take any other action regarding the Company's securities.

Each distributor is responsible for performing its own Target Market Assessment regarding the Company's shares and for assessing appropriate distribution channels.

INDICATIVE TIMETABLE	
Record date for participation in the Rights Issue	3 March 2023
Start of subscription period	7 March 2023
Start of trading in subscription rights	7 March 2023
Start of trading in BTA 1	7 March 2023
Last day of trading in subscription rights	16 March 2023
End of subscription period	21 March 2023
Estimated date for the announcement of the outcome of the Rights Issue	23 March 2023
Last day of trading in BTA 1	24 March 2023
First day of trading in shares subscribed for with subscription rights	30 March 2023
First day of trading in shares subscribed for without subscription rights	13 April 2023


ALIMAK
CRAMO
CRAMO
CRAMO
ENT

The Combined Group

ALIMAK GROUP IN BRIEF BEFORE THE ACQUISITION OF TRACTEL

Alimak Group is a global provider of vertical access solutions for professional use, with a presence in more than 100 countries and whose shares are listed on Nasdaq Stockholm. The Group develops, manufactures and sells products and provides service for vertical access solutions with a focus on adding customer value through greater safety, higher productivity and improved cost efficiency. Alimak Group's solutions are sold under the brands Alimak, CoxGomyl, Manntech, Avanti and Alimak Service. Alimak Group has a base of around 70,000 elevators, hoists, platforms, service lifts and building maintenance units (BMUs) around the world. Founded in Sweden in 1948, the Group has its headquarters in Stockholm, ten production and assembly facilities in eight countries, and 2,000 employees around the world.

For more information about Alimak Group refer to the section "*Alimak Group's operations*" below.

TRACTEL IN BRIEF BEFORE BEING ACQUIRED BY ALIMAK

Tractel is a global safety specialist providing reliable, innovative and cost-effective working-at-height solutions and services. Tractel has highly recognised quality solutions and brands in combination with a well-established reputation and track record in the market segments in which it operates. Tractel brands are built on excellence in engineering and manufacturing, and have a reputation for quality, reliability, and safety. The solution portfolio comprises height safety protective equipment, load measurement and control, lifting and handling, temporary and permanent access hoists and platforms, BMUs and an after-sales business model, with recurring revenue from services such as inspection and maintenance services for permanent access equipment, workshop maintenance and general overhauls of mechanical equipment as well as training and rental services.

Tractel has subsidiaries in 19 countries, 1,100 employees, customers in 120 countries and over 10,000 distributors globally. Its manufacturing sites are located in Europe, the US, Canada, China, Mexico, Singapore and Turkey. Tractel's revenue for the 12-month period ending 30 June 2022 amounted to MEUR 201, with an EBITDA margin of 24 percent. Tractel's owner, before Alimak Group's acquisition, was the Fifth Cinven Fund, which acquired the company in 2015.

For information about Tractel, refer to the section "*Information about Tractel*" below.

REASON FOR THE TRANSACTION

The acquisition is transformational, accelerating Alimak Group's profitable growth strategy and creating a global provider of safe and sustainable premium height solutions. The acquisition adds a new vertical to Alimak Group, Height Safety & Productivity Solutions, strengthening the product and solution portfolios within the Construction, facade Access and Wind divisions as well as significantly increasing the potential for the service business.

The combination offers significant commercial synergies and growth opportunities, including a substantially wider customer base, an expanded product portfolio and a strengthened global service organisation for Alimak Group.

THE COMBINED GROUP

With New Heights – Alimak Group's profitable growth programme – the Group is continuing to successfully implement its strategic programme aimed at capitalising on the Group's full future potential.

Tractel has a diversified and global customer base on three continents. Tractel's revenue for the 12-month period ending 30 June 2022 amounted to MEUR 201, corresponding to approximately MSEK 2,093, with an EBITDA margin of 24 percent.

The combination is value accretive for Alimak Group's stakeholders creating a global provider of sustainable vertical access and working at height solutions, with an annual revenue exceeding MSEK 6,500.

Through the transaction, Alimak Group will broaden its solution portfolio and significantly widen its customer base, enabling the delivery of even higher customer value with safe, sustainable, and efficient solutions for both temporary and permanent access needs. While the combination of talent and expertise caters for further growth, the organisations also have similar views on product development and technology. The companies have similar core values, and their cultures are well aligned, with a strong organisational focus on delivering customer value, high quality, safe and sustainable solutions, a safe and inclusive work environment, its people, and working as a team. A dedicated integration team is already in place and synergies have been identified. During the integration process, the main ambition will be to capture value from the combination, manage the integration risks and, above all, ensure business continuity through our strong customer focus.

- For Alimak Group, Tractel is a strong strategic fit.
- The acquisition adds a new vertical to Alimak Group, Height Safety & Productivity Solutions, which provides significant synergies for cross selling of the Company's solutions, adds numerous new customers, opens new segments, and contributes a vast global network of distributors. The end customers for these products are found within construction as well as basically all industrial segments.
- The acquisition strengthens the solution portfolio in Construction. Tractel's temporary access business, including the brand Scanclimber, which is a leading provider of mast climbing work platforms, complements Alimak Group's wide product range of construction hoists, transport platforms and mast climbing work platforms, serving both construction and rental customers.
- The transaction gives Alimak Group the opportunity to establish a global, market-leading position in facade Access. Together with Tractel, Alimak Group will have a complete portfolio of solutions and a global service organisation able to help customers with reducing the total cost of ownership for machinery.
- The transaction includes attractive growth opportunities in Wind. Tractel's product range and growth initiatives in Wind will fit with Alimak Group's Avanti portfolio and broadens the scope and opportunities for Alimak Group. The joint offering will enhance the Group's value proposition to both OEMs and end customers, expanding the portfolio for safe and efficient access and lifting & handling solutions in the wind sector.
- Alimak Group and Tractel have similar after-sales business models based on products that have a long service life with a recurring need for inspection, service and re-certification. The combination offers significant potential to increase Alimak Group's service business, based on the large combined installed base of Alimak Group and Tractel. The expanded service solutions offering and the vast installed base enable the Company to minimise customers' total cost of ownership, prolong the service life of its solutions, and refurbish and if needed replace such solutions, thereby also reducing the climate and environmental footprint.

Alimak Group's operations

Information that has been obtained from third parties has been reproduced correctly, and as far as the Company is aware and can ascertain from the information published by the third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Such third-party information is identified by reference to its respective source.

ORGANISATION

The Company's legal name and commercial name is Alimak Group AB (publ), reg.no 556714-1857, its ticker is ALIG and its LEI is 549300LC2ER06GDV6565. The registered office of the Company's Board of Directors is in Stockholm, Sweden. The Company is a Swedish public limited liability company, an affiliate of Euroclear and its legal form of business entity is regulated by the Swedish Companies Act (Sw. *Aktiebolagslagen (2005:551)*). The Company's address is Blekholmstorget 30, SE-111 64 Stockholm, Sweden, telephone +46 8 402 14 40 and website www.alimakgroup.com. The Company was founded on 27 September 2006 and registered with the Swedish Companies Registration Office (Sw. *Bolagsverket*) on 1 November 2006. The information on the website is not part of the Prospectus provided that the information has not been incorporated into the Prospectus through reference.

Organisational structure

Alimak Group is the parent company of the Group, which, at the end of the 2022 financial year, had subsidiaries in 24 different countries. Alimak Group's largest production facilities, and thereby some of its most important subsidiaries, are situated in Sweden, Germany and Spain.

PRIMARY OPERATIONS

Alimak Group is a global industrial group. Its primary operations comprise developing, manufacturing, selling and providing service for vertical access solutions for professional use. Vertical access solutions include products that make it possible to safely and efficiently move personnel and materials between different heights and under varying circumstances. Alimak Group's products and solutions are sold under the brands Alimak, Avanti, BlueWater, CoxGomyl, Manntech, Scanclimber, Swingstage and Tractel. As a global player with sales to over 100 countries, market conditions for the Group vary depending on geographical region and customer sector. The Group's vertical access solutions and services are tailored to meet these different end-market requirements.

The Group specialises in vertical access solutions for professional use, with rack-and-pinion and traction-based technologies for elevator systems and platforms. The Group's facade access portfolio also includes certain hydraulic technology.

The Group is well positioned to take advantage of important, global macroeconomic trends in both mature and emerging markets which form the basis for market growth: demographics, productivity and sustainability.

Customers

The customer base is diverse and fragmented with a few, large regional and many local players for all business units except Wind whose customer base is more consolidated. Customers operate over a diverse range of industrial, commercial and construction sectors and their needs vary depending on application and geographical area.

End markets

End markets include the construction sector and essentially all industrial sectors that need efficient and safe mobile vertical access solutions and construction hoists.

Divisions

Alimak Group's operations are organised into five divisions: *Construction, Facade Access, Height Safety & Productivity Solutions, Industrial* and *Wind*.

Construction

Construction develops, manufactures, sells and provides rentals of a wide range of construction hoists and platforms based on rack-and-pinion technology for temporary use in construction and renovation projects. The products have long lifespans, which entails aftermarket sales such as spare parts and service. Construction also offers sales of the Group's used construction products, mainly derived from its own rental fleet, as well as a service offering including assembly, disassembly, maintenance, operating assistance, transportation and insurance. During 2022, the Construction division generated 30 percent of the Group's revenue and 40 percent of the Group's EBITA.

The underlying driver of demand for the temporary installations, offered by the Construction division, is global and regional construction activity, primarily on commercial and high-rise residential buildings.

The Alimak and Scanclimber brands are truly global in a relatively fragmented market where competition varies by region. The brand enjoys a leading position in most developed markets and is among the leading players in many emerging markets. However, while the Chinese market is large, Alimak Group has chosen a selective sales strategy in the country, given the inherent credit risks.

Alimak Group believes it holds a strong position in the construction hoist segment, whereas more growth opportunities exist in the platform segment. In certain markets, customers have historically been more inclined to rent equipment than to buy it, and small construction firms are generally more inclined to rent equipment than large companies. According to Alimak Group's assessment, the Company is a leading player in the handful of rental markets it serves. Its competitors are mainly other manufacturers of construction hoists and platforms as well as a number of small specialist and some generalist rental businesses.

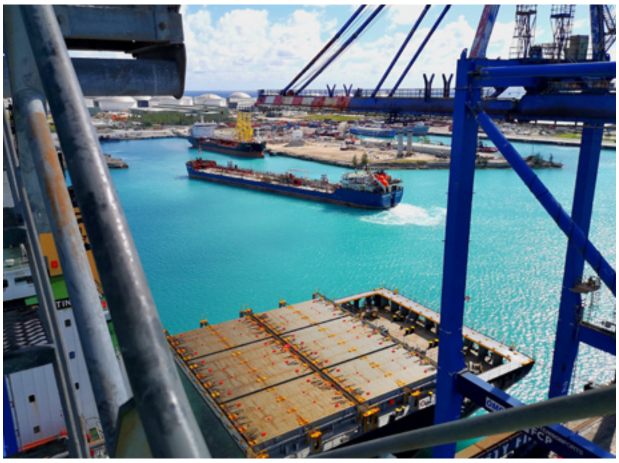
Facade Access

Facade Access offers permanent building maintenance systems and facade access solutions. Typically, the equipment is used to provide a permanent means to access the outside facade of buildings for maintenance purposes, which includes cleaning and replacing panels, lights and windows. The permanent access solutions are also used on infrastructure such as stadiums, airports, hospitals, bridges and industrial installations for the same purposes. Products include building maintenance units (BMUs) for high-rise buildings, monorail systems, davits (small construction hoists) and other access equipment for industry and infrastructure. The division offers both customised and configurable construction solutions. During 2022, the Facade Access division generated 30 percent of the Group's revenue and 9 percent of the Group's EBITA.

Demand for BMUs is driven by the continued rise in complex facades and growth in mega tall buildings where the Group's Facade Access-brands CoxGomyl, Manntech and Tractel, are operating in the high- to mid-complexity range. The BMU market is a competitive and complex market in a speciality niche within the construction industry.

Alimak Group's permanent installations are products with long lifespans, which entails aftermarket services such as regular service and maintenance. The demand for these services for the Group's permanent building maintenance system is mainly influenced by the size of the installed base of equipment from the Alimak Group. The business is generally more resilient to market fluctuations than sales of new products.

With many competitors participating in the market, the Group's service offering competes by providing customers with innovation and support that is unparalleled in the industry, through a local presence combined with global capabilities.



Height Safety & Productivity Solutions

The Height Safety & Productivity Solutions division operates in lifting and freight handling, productivity tools and height safety. Lifting and freight handling and productivity tools primarily refer to products that enable safer and more efficient lifting of heavy objects, such as manual and electric wire rope pass-through hoists, a comprehensive range of chain hoists, load measurement and control solutions and "below hook" products such as specialised pulleys, clamps and load turning devices. Height Safety mainly refers to products and solutions encompassing a wide and comprehensive range of personal and collective protection equipment. Collective protection equipment mainly includes guardrails and safety gates. Personal protection primarily comprises textile products (such as harnesses and lifelines), mechanical equipment (such as self-retracting lanyards), other lifeline systems, safety ladders and solutions for confined spaces. This division is new following the acquisition of Tractel.

Industrial

Industrial offers permanently installed rack-and-pinion and traction elevators and platforms in several end segments, such as ports, power and cement for maintenance and accessibility purposes. Industrial also includes a service offering of preventative maintenance and repairs, inspections, refurbishments, original replacement parts and customer training. Most of the operations in the division are specially adapted to suit specific customer applications and requirements with respect to size, load capacity, height, safety and speed. During 2022, the Industrial division generated 25 percent of the Group's revenue and 36 percent of the Group's EBITA.

Demand for permanently installed elevators, sold through the Industrial division, follows the general levels of investment in the industries of end users. The market for industrial rack-and-pinion elevators is consolidated, with Alimak Group considered to be a leading player, according to the Company itself. The traction market is more fragmented, with industrial applications supplied by both large commercial manufacturers and smaller local companies.

Alimak Group's permanent installations are products with long lifespans, which entails aftermarket services such as regular service and maintenance. The demand for these services for the Group's permanent building maintenance system is mainly influenced by the size of the installed base of equipment from the Alimak Group. The business is generally more resilient to market fluctuations than sales of new products.

With many competitors participating in the market, the Group's service offering competes by providing customers with innovation and support that is unparalleled in the industry, through a local presence combined with global capabilities.

Wind

Wind offers products (service lifts, ladders and tower internals), solutions and training courses for safe work in wind turbines. Wind delivers worldwide under the Avanti brand. The business aims to help customers make wind energy cost competitive. The division has a comprehensive range of vertical access solutions all geared around maximising safety. The products are offered with three technologies: *wire guided*, rack-and-pinion, and *ladder guided* service lifts. During 2022, the Wind division generated 12 percent of the Group's revenue and 11 percent of the Group's EBITA.

The trend towards clean, affordable and reliable power remains one of the key drivers behind the growth in renewable energy such as wind. Demand for the Group's products aimed at this industry, which are sold under the Avanti brand, correlates with global investments in wind energy and is driven by the number of wind towers being built rather than the amount of energy that can be produced by each tower. While there is an expectation that the number of towers installed will decrease as a result of larger turbines, the elevator market will expand due to the increase in elevator penetration in the US and Chinese markets. Customers are mainly wind turbine OEMs that have undergone consolidation in recent years. Only a few competitors have a complete product portfolio similar to Avanti's.

Alimak Group's permanent installations are products with long lifespans, which entails aftermarket services such as regular service and maintenance. The demand for these services for the Group's permanent building maintenance system is mainly influenced by the size of the installed base of equipment from the Alimak Group. The business is generally more resilient to market fluctuations than sales of new products.

With many competitors participating in the market, the Group's service offering competes by providing customers with innovation and support that is unparalleled in the industry, through a local presence combined with global capabilities.

THE MOST IMPORTANT EVENTS IN THE DEVELOPMENT OF ALIMAK GROUP'S OPERATIONS	
1962	Alimak Group introduced the first rack-and-pinion-driven construction hoist, which revolutionised rack-and-pinion vertical access solutions.
1968	Between 1968 and 2001, the Company expanded its geographical footprint and its business operations by enhancing its product and service offerings, growing its customer base across a number of end markets and engaging in a series of strategic acquisitions.
1973	The first rack-and-pinion elevator for the offshore industry was delivered.
2001	Alimak Group merged its operations with the Dutch company Hek, which has been producing construction hoists and work platforms since 1961.
2006	The Company established production operations in China. To strengthen its US presence, the Company acquired Champion Elevators, a Texas-based rack-and-pinion elevator company.
2007	The Group was acquired by Triton.
2008	The Group increased its strategic focus on the BRIC markets, opening sales offices in India and Brazil between 2008 and 2011.
2010	Between 2010 and 2012, the Group engaged in a manufacturing footprint optimisation programme, consolidating its manufacturing and focusing it and its supply base to two locations in Skellefteå, Sweden, and Changshu, China.
2014	The Group broadened its technology offering through the acquisition of Heis-Tek, a specialised traction elevator company that offers its products and services predominantly for oil and gas offshore applications in the North Sea.
2015	Alimak Group's shares were listed on Nasdaq Stockholm.
2017	Through the acquisitions of Avanti Wind Systems, operating in vertical access solutions for wind power industry, and Facade Access Group, operating in permanently installed building maintenance solutions, the Group extended its product range. Alimak Group gained ten production sites through these acquisitions, and both its revenue and the number of employees doubled in size. Alimak Group established a stronger and broader customer offering with global coverage.
2019	Alimak Group acquired Dataline i Borås AB, an important supplier of control systems for construction hoists and permanent elevators. The acquisition follows the Group's strategy to invest in technologies to enable new, enhanced products, solutions and services in order to increase productivity and safety for customers.
2020	Alimak Group acquired Verta Corporation, a facade access service provider. The acquisition strengthened the Group's standing in North America and positively impacted the service business.
2021	Alimak Group acquired Cento Engineering Group, a UK facade access engineering and service provider.
2022	Alimak Group acquired Tall Crane Equipment and Tractel and invested in OO Software.

STRATEGY AND TARGETS

Strategy

Alimak Group launched the New Heights programme in October 2020 to achieve profitable growth. The programme, which includes Alimak Group's strategic plan, aims to make sure the Group meets its financial and sustainability targets. The programme consists of three steps: establish the base (reorganisation), secure margin improvements and profitable growth.

The base was established in 2020 and involved dividing the operations into four former divisions: Facade Access (then BMU), Construction, Industrial and Wind. A strategy to secure the optimal development of employees was also prepared in 2021.

Securing margin improvements began in 2021 and the third phase (profitable growth) was initiated in 2022 and is expected to continue until 2025.

Vision and targets

Alimak Group's vision and targets were updated in 2021 to reflect the value creation potential identified in the New Heights programme.

The financial targets are:

- **Revenue growth: 5–7 percent**
  The Group's mid-term target is to have average annual revenue growth of 5–7 percent.
- **EBITA margin: 14–16 percent**
  The Group's mid-term target is to reach an operating EBITA margin of 14–16 percent.
- **Net Debt/EBITDA target: ~2.0x**
  The Company will maintain an effective capital structure with net debt of around 2x EBITDA. The capital structure will be flexible and allow for strategic initiatives.
- **Dividend policy: 40–60 percent**
  The Company has a target of paying a dividend of 40–60 percent of its net profit to its shareholders.

In addition to these financial targets, Alimak Group has a sustainability target of reducing its CO2 footprint by 30 percent across its value chain by 2025.

As a result of the acquisition of Tractel, Alimak Group intends to review its financial targets and possibly update them so that the financial targets are adequate with regard to the combined Group.

Significant changes to Alimak Group's business and primary operations

Apart from the acquisition of Tractel, no significant changes have been made to Alimak Group's business and primary operations since 1 January 2022. This acquisition is described, inter alia, in the sections "*Background and reasons*" and "*The combined Group*".

TRENDS

The trends that form the basis of market growth are demographics, regionalisation and industrialisation, digitalisation, sustainability and health and safety.

Demographics – Activity in the construction and industrial sectors is rising in pace with a growing population and urbanisation, and demand for vertical access solutions is increasing since more construction is taking place at heights and more high-rise buildings are being constructed than ever before.

Regionalisation and industrialisation – Greater regionalisation and lower globalisation are resulting in a rise in production sites, which is therefore increasing investments in the construction and industrial sectors.

Digitalisation – Through digital technologies, the customer experience of working with Alimak Group can be improved.

Sustainability – The focus on sustainability has accelerated globally, including the transition to renewable energy and higher safety demands due to stricter work environment legislation. Sustainability is an integral part of the Company's operations – from how the Company interacts with customers and suppliers to the products, solutions and services offered and how Alimak Group is building its operations to be an attractive employer. Management focuses intensely on safety in production, service and the use of its products. Alimak Group has noted that the maintenance of existing products and extended service lives has become an increasingly important factor in the choice of supplier.

Occupational health and safety – Efforts to ensure a healthy and safe workplace are an increasingly important area. Alimak Group endeavours to ensure safety in its work processes and to take preventive measures and proactively handle employee health and well-being.

Pro forma financial information

The pro forma financial information, which describes a hypothetical situation, has been prepared for illustrative purposes to present a hypothetical summary of the effect that the Company's acquisition of Tractel and the planned Rights Issue could have had on Alimak Group's consolidated income statement for the financial year ending 31 December 2022 if the acquisition of Tractel had taken place on 1 January 2022. The pro forma financial information is not intended to describe Alimak Group's true financial position or earnings. The pro forma financial information does not necessarily reflect Alimak Group's actual results if the acquisition and Rights Issue had taken place on 1 January 2022, and the pro forma financial information should not be seen as an indication of Alimak Group's future results. Consequently, an investor should not attach undue importance to the pro forma financial information. The pro forma financial information should be read together with the information in Alimak Group's and Tractel's financial statements. Refer to the sections "Selected historical financial information", "Information on Tractel" and "Documentation incorporated through reference".

PURPOSE OF THE PRO FORMA FINANCIAL INFORMATION

On 2 August 2022, it was announced that Alimak Group had entered into an agreement to acquire all shares in Tractel in a transformational acquisition. The purpose of the acquisition was to accelerate Alimak Group's profitability and growth by adding a new division to Alimak Group – Height Safety & Productivity Solutions.

At the same time, it was announced that permission from the competition authorities was required to complete the transaction and that the shareholders of Alimak Group had authorised the Board of Directors to resolve on the Rights Issue in order to repay the bridge loan facility used to finance the acquisition.

The completion of Alimak Group's acquisition of Tractel was announced on 21 November 2022, which is the date from which the Group consolidated Tractel.

The purchase consideration in the agreement to acquire Tractel totalled an enterprise value of MEUR 500, corresponding to BSEK 5.3, on a cash-free and debt-free basis. The purchase consideration corresponds to an EV/EBITDA ratio of 10.3x based on Tractel's EBITDA for the 12-month period ending 30 June 2022.

In conjunction with the transaction, Handelsbanken undertook to provide financing under a financing agreement ("**Financing Agreement**"). The Financing Agreement includes (i) a long-term loan facility of MEUR 300, corresponding to MSEK 3,271[1] ("**Loan Facility**") and (ii) a bridge loan facility of MSEK 2,090 ("**Bridge Loan Facility**"), jointly referred to as the "Facilities".

Alimak Group held an extraordinary general meeting on Friday, 2 September 2022. The meeting resolved, in accordance with the Board of Directors' proposal, to increase the Company's share capital through an issue of new shares with preferential rights for Alimak Group's shareholders. The Rights Issue is expected to generate maximum proceeds of MSEK 2,500 for Alimak Group before costs related to the Rights Issue, which are expected to total MSEK 24. The net proceeds from the Rights Issue will primarily be used to repay the Bridge Loan Facility of MSEK 2,090 and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility. For further information about the temporarily increased debt and the revolving credit facility, please see the section "*Capitalisation, indebtedness and other financial information*".

The acquisition and the Facilities will have a direct impact on the future financial position, earnings and cash flow of the Group in which Alimak Group AB is the parent company. In addition, the Rights Issue will impact the Group's future financial position, earnings and cash flow. When preparing the pro forma financial information, an assumption was made that the Rights Issue would already have been completed as of 1 January 2022, with subscription proceeds exceeding the amount of the Bridge Loan Facility, which is why no effects are to be reflected regarding the Bridge Loan Facility, which was repaid in connection with the Rights Issue. The pro forma financial information therefore illustrates the effects of the acquisition, the Loan Facility and the Rights Issue as if the acquisition and Rights Issue had taken place on 1 January 2022 and includes a pro forma income statement for the 1 January – 31 December 2022 period. In the event that the Rights Issue is not fully subscribed and the bridge financing is not repaid, the financing costs linked to the loan would increase compared with the amounts presented in the pro forma financial information. For the sake of transparency, gross accounting has been applied in the pro forma financial information presented further down in order to illustrate the Group's financing cost if the Bridge Loan Facility were not to be repaid. Investors should be aware that the hypothetical results presented in the pro forma income statement in the Prospectus may differ from what the information would have been if the acquisition had taken place as of 1 January 2022.

1) Based on an EUR/SEK exchange rate of 10.9023 as of 31 October 2022.

BASIS FOR THE PRO FORMA FINANCIAL INFORMATION

Pro forma adjustments have been made to reflect (i) the acquisition of Tractel, (ii) the Loan Facility and (iii) the Bridge Loan Facility to be repaid through the Rights Issue. Further information about the Facilities and related financial expenses and fees for the Financing Agreement are presented below under the heading "*Financing and interest expenses*".

Accounting policies

Both Alimak Group and Tractel apply International Financial Reporting Standards, as endorsed by the EU ("**IFRS**") in their financial statements. Alimak Group applies an income statement classified by function, while Tractel applies an income statement classified by cost type. To ensure that the companies' income statements are consistent with one another, adjustments have been made to the presentation format of Tractel's income statement in the pro forma income statement.

The pro forma financial information is based on IFRS as described in the Group's annual report for the 2021 financial year. The only significant difference identified between Alimak Group and Tractel is the presentation format for the respective entities' income statements. Since Alimak Group and Tractel have different functional and reporting currencies, Tractel's income statement has been translated to the Group's functional and reporting currency (SEK) using the average exchange rate[1)] for the accounting period in the pro forma financial information and in the consolidated financial information.

BASIS

Alimak Group

The pro forma financial information for the 1 January–31 December 2022 period was prepared based on the Group's year-end report 2022 for the 1 January – 31 December 2022 financial year, which has not been audited by Alimak Group's independent auditor Ernst & Young AB.

Tractel

The pro forma information for the 1 January – 20 November 2022 period has been taken from Tractel's internal accounting system for the 1 January– 20 November 2022 period, which has not been audited.

Tractel's presentation currency is EUR. The financial statements for Tractel that form the basis of the pro forma income statement have been translated into SEK based on an average EUR/SEK exchange rate for the period[2)]. The translation rates used are based on the exchange rates used in the Group's financial statements.

No pro forma adjustments have been made with respect to synergy effects or integration costs.

PRO FORMA ADJUSTMENTS

The pro forma adjustments are described below as well as in the notes to the pro forma financial information. Unless otherwise stated, the adjustments are recurring.

Preliminary purchase price allocation (including cash and cash equivalents):

Amounts in MSEK	Tractel
Acquired participation in target company	100 %
Tractel's carrying amount of acquired net assets	888
Value adjustment customer relationships, technology and brands	1,998
Value adjustment land	46
Value adjustment order intake	81
Value adjustment inventories	13
Deferred tax liabilities	–542
Goodwill	3,249
Total purchase consideration paid	**5,733**

The purchase consideration consists entirely of cash and cash equivalents paid on the acquisition date.

The preliminary purchase price allocation and pro forma information are otherwise based on the following assumptions:

- Alimak Group has prepared a preliminary purchase price allocation, in which all of the assets and liabilities acquired in Tractel have been measured at fair value. Significant values were allocated to intangible assets in the preliminary purchase price allocation.
- Deferred taxes were included where applicable. The applied tax rate is 25% and corresponds to the corporate tax rate in France, which was unchanged during the pro forma period.

Estimated amortisation of the value adjustments established in the preliminary purchase price allocation of intangible assets is calculated at MEUR –15 for the 2022 financial year (12 months). The amount corresponds to MSEK –166,[3)] which is used in the pro forma income statement for the 1 January–31 December 2022 period. The estimated useful life of customer relationships varies between the service and project areas and amounts to 16 years and 11 years, respectively. The useful life for technology is four years and the useful life for order intake in two years. An adjustment is made for inventories expected to be used during a period of six months. The brand is deemed to have an indefinite useful life and is not amortised, but tested for impairment annually.

1) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.
2) Based on an average EUR/SEK exchange rate of 10.5999 for the 1 January– 20 November 2022 period.
3) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.

Financing and interest expenses

In conjunction with the acquisition, Handelsbanken undertook to provide financing under the Financing Agreement. As part of the Financing Agreement, the Facilities (described above) were made available to Alimak Group. The Facilities have been used to (indirectly) finance the acquisition of Tractel, to refinance debt in Tractel and to finance transaction costs in conjunction with the transaction.

Since Tractel's existing financing will be repaid and refinanced with the Bridge Loan Facility and then repaid through the Rights Issue in Alimak Group, interest expenses totalling MSEK 74, net, will be reversed after a tax adjustment for tax deductible financing costs for the 1 January – 31 December 2022 period in the pro forma income statement.

The Financing Agreement include terms stipulating that the net proceeds from the Rights Issue are primarily to be used to repay the Bridge Loan Facility.

Interest expenses

Interest expenses on loans utilised under the Loan Facility will arise in an amount corresponding to EURIBOR plus a margin. In the event that EURIBOR is negative, the margin in accordance with the Financing Agreement will be deemed to be 0%. An increase in EURIBOR would have a direct impact on the Group's interest expenses, which are expected to be higher going forward given the current rise in EURIBOR.

The interest expense for the Bridge Loan Facility Interest corresponds to STIBOR plus a margin. An increase in STIBOR would have a direct impact on the Group's interest expenses, which are expected to be higher going forward given the current rise in STIBOR. When preparing the pro forma financial information, an assumption was made that the Rights Issue would already have been completed as of 1 January 2022, with subscription proceeds exceeding the amount of the Bridge Loan Facility, which is why no effects are to be reflected regarding the Bridge Loan Facility, which was repaid in connection with the Rights Issue. For the sake of transparency, gross accounting has been applied in the pro forma financial information presented further down in order to illustrate the Group's financing cost if the Bridge Loan Facility were not to be repaid.

Interest rates used for pro forma purposes

The annual margin on the Loan Facility and the Bridge Loan Facility will vary depending on leverage.

Interest expenses are charged to the pro forma income statement on a quarterly basis.

Below is a summary of the Financing Agreement:

Loan Facility			
Currency	***EUR***		
Interest	**3m EURIBOR**	**Margin**	**Total**
Pertains to Q1 2022	*0.00%*	180 bps	1.80%
Pertains to Q2 2022	*0.00%*	180 bps	1.80%
Pertains to Q3 2022	*0.32%*	180 bps	2.12%
Pertains to Q4 2022	*1.63%*	180 bps	3.43%

The changes in EURIBOR presented in the table above have been taken into consideration in the pro forma interest expenses.

Bridge Loan Facility			
Currency	***SEK***		
Interest	**3m STIBOR**	**Margin**	**Total**
Pertains to Q1 2022	*0.01%*	115 bps	1.16%
Pertains to Q2 2022	*0.43%*	115 bps	1.58%
Pertains to Q3 2022	*1.38%*	115 bps	2.53%
Pertains to Q4 2022	*2.26%*	115 bps	3.41%

The changes in STIBOR presented in the table above have been taken into consideration in the pro forma interest expenses.

In accordance with the terms of the Financing Agreement, the Bridge Loan Facility is to be repaid using the net proceeds from the Rights Issue. Following its completion, the Rights Issue will also impact the Group's earnings and financial position. When preparing the pro forma financial information, an assumption was made that the Rights Issue would already have been completed as of 1 January 2022 which is why no effects are to be reflected regarding the Bridge Loan Facility, which is intended to be repaid with the proceeds from the Rights Issue. For the sake of transparency, gross accounting has been applied in the pro forma financial information presented further down in order to illustrate the Group's financing cost if the Bridge Loan Facility were not to be repaid.

In addition to interest expenses, various fees are paid in accordance with the Financing Agreement and the Group's existing Revolving Credit Facility. With respect to the Revolving Credit Facility, a utilisation fee and commitment fee are also paid in addition to interest. Further information about fees attributable to the Financing Agreement and the Revolving Credit Facility is presented below under the heading "*Other fees associated with financing*".

Other fees associated with financing

Commitment fee is a quarterly fee that amounts to 35% of the margin (in SEK) for the Revolving Credit Facility on the unutilised portion of the total scope of the Revolving Credit Facility. For pro forma purposes (in accordance with the assumptions made in the pro forma financial information), the portion of the fee that is unutilised attributable to Tractel is added back. The amount that is added back totals MSEK 1 in the pro forma income statement for Alimak Group's 1 January – 31 December 2022 financial year due to Alimak Group utilising a higher share of the Revolving Credit Facility related to the acquisition of Tractel and thus paying a higher utilisation fee (see below) and a lower commitment fee.

Utilisation fee is a fee for the Revolving Credit Facility. The utilisation fee is paid once a quarter. For pro forma purposes (in accordance with the assumptions made in the pro forma financial information), the portion of the fee that is attributable to the portion of the Revolving Credit Facility raised in SEK was charged to the pro forma income statement in the amount of MSEK 1 for the 1 January – 31 December 2022 period.

Upfront fee is a fee that arises in connection with signing the Financing Agreement. The upfront fee is assumed for pro forma purposes to be paid on 1 January 2022 and is allocated over the term of the Facilities. The term of the Loan Facility is assumed to be 30 months. For pro forma purposes (in accordance with the assumptions made in the pro forma financial information), the total fees allocated over the term of the Loan Facility amounted to MSEK 3.8 for the 1 January – 31 December 2022 period.

The Bridge Loan Facility is assumed to have a term of nine months with a total feel of MSEK 2 that would be allocated over the term of the Bridge Loan Facility for the 1 January– 31 December 2022 period if the Bridge Loan Facility were not to be repaid.

Interest expenses and similar profit/loss items attributable to loans were adjusted in a total amount of MSEK 34. This adjustment was partly attributable to the positive effect of MSEK 98 pertaining to Tractel for the add-back of previous financing costs and partly to a negative net effect for the Group of MSEK 64 due the new financing for the entire Group. The Group's interest rate is changed under the terms of the new financing. This is a direct consequence of the acquisition and refinancing of the existing borrowings. The adjustment will have a permanent effect on the consolidated income statement.

Costs linked to the acquisition

The expensed transaction costs that arose in Alimak Group up to and including 31 December 2022 have been added back. Furthermore, expensed transaction costs that arose in Tractel up to and including 20 November 2022 have also been added back. Transaction costs pertain to the Group's acquisition of Tractel, such as fees to financial and legal advisers and auditors. Transaction costs for the acquisition of Tractel amount to a total of approximately MSEK 34, of which MSEK 28 was charged to the Group and MEUR 0.6 (corresponding to MSEK 6[1)]) was charged to Tractel.

None of these transaction costs should be charged to the pro forma income statement since it has been prepared under the assumption that the transaction costs were charged to the period before the acquisition took place. This pro forma adjustment is of a one-off nature and is non-recurring.

Tax

The pro forma add-back of interest expenses and similar interest expenses attributable to the settlement of financial liabilities in Tractel amounted to a total of MSEK 98 corresponding to a negative impact of MSEK –25 on the tax expense in the pro forma income statement, corresponding to a French tax rate of 25% given that financing is primarily raised in France. The reason for this is that these were originally assumed to have been tax deductible. Due to the refinancing of the new long-term loan facility, new financing is added back that was charged to the Group in a total of MSEK –64, with a positive impact of MSEK 13 on the tax expense in the pro forma income statement corresponding to a tax rate of 20.6% since the financing costs are assumed to be tax deductible. The tax expense in the pro forma income statement net of the added back existing facility in Alimak Group and Tractel with the new long-term facility amounts to MSEK –11. For the sake of transparency, gross accounting has been used in the pro forma financial information presented further down in order to illustrate the Group's financing cost if the Bridge Loan Facility is not repaid, including its tax effect.

Estimated amortisation of the value adjustments established in the preliminary purchase price allocation of intangible assets is calculated at MEUR –15 for the 2022 financial year. The amount corresponds to MSEK –166,[2)] which is used in the pro forma income statement for the 1 January– 31 December 2022 period. In accordance with the assumptions in the pro forma financial information, this adjustment results in a positive tax impact of MSEK 46 on the result for the period, corresponding to a French tax rate of 25%.

Transaction costs were assumed to be non-tax deductible, which is why no adjustment for deferred tax was made when these costs were added back in the pro forma income statement.

1) Based on an average SEK/EUR exchange rate of 10.5999 for the 1 January – 20 November 2022 period.
2) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.

PRO FORMA INCOME STATEMENT FOR 1 JANUARY – 31 DECEMBER 2022 PERIOD

The pro forma income statement below illustrates the effects of the acquisition of Tractel and the raised Loan Facility as well as the Rights Issue as if the acquisition had taken place on 1 January 2022. When preparing the pro forma financial information, Tractel's income statement was adjusted to follow an income statement classified by function in accordance with Alimak Group's income statement in the 2022 Year-end Report.

	Issuer		Acquisition			Rights Issue		
			Pro forma adjustments			Pro forma adjustments		
	Unaudited	Unaudited	Unaudited		Unaudited	Rights Issue Unaudited		Unaudited
	Alimak Group Group	*Tractel*			Alimak Group Pro forma			Alimak Group Pro forma
Amounts in MSEK	1 January– 31 December 2022	1 January– 20 November 2022	Acquisition-related adjustments	Note	1 January– 31 December 2022	Rights Issue-related adjustments	Note	1 January– 31 December 2022
Income statement, January–December 2022	IFRS	IFRS			IFRS			IFRS
Operating income								
Revenue	4,512	2,030	–2	1	6,540			6,540
Cost of sales	–2,919	–1,268	–61	2	–4,248			–4,248
Gross profit	**1,593**	**762**	**–63**		**2,292**			**2,292**
Total operating expenses	–1,047	–373	–52	3	–1,472			–1,472
Operating profit/ loss (EBIT)	**546**	**389**	**–115**		**819**			**819**
Financial income	128	33	0		160			160
Financial expenses	–188	–136	–27	4	–35	61	5	–290
Profit/loss before tax (EBT)	**486**	**286**	**–142**		**629**	**61**		**690**
Income tax	–109	–84	43	2, 3, 4	–151	–13	4, 5	–164
Result for the period	**377**	**201**	**–99**		**478**	**48**		**527**

Notes to the income statement

1. Net sales were adjusted by MSEK –2. The amount comprises the following adjustments:
   Sales were made from Tractel to the Group during the 1 January–20 November 2022 period. Sales from Tractel to the Group impacted revenue in 2022 by MEUR 0.2 (corresponding to MSEK 2[1)]) in Tractel. Since, according to the assumptions in the pro forma financial information, the acquisition is assumed to have taken place on 1 January 2022, the sales are considered, for pro forma purposes, to be intra-Group sales, which results in a pro forma adjustment of net sales of MSEK –2.

2. Cost of sales was adjusted by a total of MSEK –61 in the pro forma income statement in the 1 January – 20 November 2022 period. The amount is the net of the following adjustments:

   a) The equivalent of MEUR 0.2 (corresponding to MSEK 2[2)]) in the 1 January – 20 November 2022 period was charged to the Group's revenue from intra-Group sales in the pro forma income statement and resulted in a pro forma adjustment of the cost of sales of MSEK 2.

   b) In the preliminary purchase price allocation, Tractel's order intake was revalued upwards by MEUR 7, technology by MEUR 7 and inventories by MEUR 1. As a result, the item "Cost of sales" was adjusted by a pro forma amortisation of MEUR –6 (corresponding to MSEK –63[3)]) for the 1 January – 20 November 2022 period. In accordance with the assumptions in the pro forma financial information, this adjustment results in a positive tax impact of MSEK 17 on result for the period, corresponding to a tax rate of 25%.

1) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.
2) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.
3) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.

3. Total operating expenses were adjusted by MSEK –52 in the pro forma income statement. The amount is the net of the following adjustments:
   a) The estimated transaction costs amounted to a total of MSEK 34, which had an impact on total operating expenses and which arose in the 1 January – 31 December 2022 period in Alimak Group and in the 1 January–20 November 2022 period in Tractel. Of these transaction costs, MSEK 28 and MSEK 6 in Alimak Group and Tractel, respectively, are added back in the pro forma income statement since it has been prepared under the assumption that the transaction costs were charged to the period before the acquisition took place. These transaction costs pertain to Alimak Group's acquisition of Tractel and include, for example, fees to financial and legal advisers and auditors. The adjustment has no tax effect since the transaction costs are not assumed to be tax deductible. This pro forma adjustment is of a one-off nature and is non-recurring.
   b) Pro forma amortisation of the values established in the preliminary purchase price allocation of intangible assets is charged to total operating expenses in the amount of MEUR –8, which corresponds to MSEK –86[1)] for the 1 January – 20 November 2022 period. As a result, the income-statement item "Total operating expenses" was adjusted by MSEK –86. In accordance with the assumptions in the pro forma financial information, this adjustment results in a positive tax impact of MSEK 24 on result for the period, corresponding to a tax rate of 25%.
   c) The net adjustments in the pro forma income statement pertaining to transaction costs (a) of MSEK 34 and (b) amortisation of intangible assets established in the preliminary purchase price allocation of MSEK –86 thus amount to MSEK –52, with a positive impact of MSEK 21 on tax on the result for the period based on a tax rate of 25%.
4. Financial expenses were adjusted by MSEK –27. The amount is the net of the following adjustments:
   a. The pro forma add-back of interest expenses of MSEK 98 in Tractel was attributable to the refinancing of existing loans in Tractel that were a direct consequence of the acquisition of Tractel. The adjustment resulted in a negative impact of MSEK –25 on the tax expense in the pro forma income statement, corresponding to a tax rate of 25%.
   b. The pro forma adjustment attributable to the new financing described in the Financing Agreement include interest expenses and arrangement fees for the Loan Facility in Alimak Group that were a direct consequence of the acquisition of Tractel. This resulted in a pro forma adjustment of financial expenses of MSEK –64, which resulted in a positive impact of MSEK –13 on the tax expense in the pro forma income statement, corresponding to a tax rate of 20.6%.
   c. An assumption is made in the pro forma income statement that the ongoing new share issue is fully subscribed and completed, which is assumed to have taken place prior to 1 January 2022 and entails that the Bridge Loan Facility thus would be repaid and have a neutral earnings effect in the pro forma income statement. For the sake of transparency, gross accounting was applied for the table above and a pro forma financing cost of an additional MSEK –61 was taken into account in order to illustrate the Group's financing cost if the bridge financing is not repaid. This includes interest expenses of MSEK –45 and arrangement fees of MSEK –2 for the Bridge Loan Facility. The Bridge Loan Facility's total effect includes taking into account a higher interest expense of MSEK –14 for the Facilities due to higher leverage. The total effect on the financing costs of MSEK –61 resulted in a positive impact of MSEK 13 on the tax expense, corresponding to a tax rate of 20.6%.
5. It is assumed in the pro forma income statement that the planned new share issue is fully subscribed and completed. In the pro forma income statement, it is assumed that this has taken place prior to 1 January 2022 and that the bridge financing is thus repaid and has a neutral earnings effect. An add-back of MSEK 61 in financial expenses takes place because of this, which leads to a negative impact of MSEK –13 on the tax expense (see 4 c. above for a more detailed description). In the event that the new share issue is not fully subscribed and the bridge financing is not repaid, the financing costs linked to the loan would increase.

1) Based on an average EUR/SEK exchange rate of 10.6317 for the 1 January – 31 December 2022 period.

Auditors' report on pro forma financial information

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

To the Board of Directors of Alimak Group AB (publ), corporate identity number 556714-1857

Report on the compilation of pro forma financial information included in a prospectus

We have completed our assurance engagement to report on the compilation of pro forma financial information of Alimak Group AB (publ) ("the company") by the Board of Directors. The pro forma financial information consists of the pro forma income statement for the financial year ended 31 December 2022 and related notes as set out on pages 42–47 of the prospectus issued by the company. The applicable criteria on the basis of which the Board of Directors has compiled the pro forma financial information are specified in the Delegated Regulation (EU) 2019/980 and described on pages 42–47.

The pro forma financial information has been compiled by the Board of Directors to illustrate the impact of the acquisition of Tractel described on pages 42–47 of the prospectus on the company's financial performance for the financial year ended 31 December 2022 as if the acquisition had taken place at 1 January 2022. As part of this process, information about the company's financial position and financial performance has been extracted by the Board of Directors from the company's financial statements for the financial year ended 31 December 2022 on which no auditor's report or review report has been published. Further, information about Tractel's financial position and financial performance has been extracted by the Board of Directors from Tractel's internal accounting records for the period 1 January – 20 November 2022, on which no auditor's report or review report has been published.

Responsibilities of the Board of Directors for the pro forma financial information

The Board of Directors is responsible for compiling the pro forma financial information in accordance with the requirements of the Delegated Regulation (EU) 2019/980.

Our independence and quality control

We have complied with the independence and other ethical requirements in Sweden, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibility

Our responsibility is to express an opinion about whether the pro forma information, in all material respects, has been compiled correctly by the Board of Directors in accordance with the Delegated Regulation (EU) 2019/980, on the bases given and that these bases are consistent with the company's accounting policies.

We have conducted the engagement in accordance with International Standard on Assurance Engagements ISAE 3420 Assurance engagements to report on the compilation of pro forma financial information included in a prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the auditor plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma financial information in accordance with the delegated regulation.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on the company's unadjusted financial information as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the acquisition at 1 January 2022 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Board of Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient and appropriate audit evidence about whether:

- The pro forma adjustments have been compiled correctly on the specified basis.
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information
- The stated basis comply with the company's accounting policies.

The procedures selected depend on the auditor's judgment, having regard to his or hers understanding of nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion the pro forma financial information has been compiled, in all material respects, on the bases stated on pages 42–47 and these bases are consistent with the accounting policies applied by the company.

Stockholm, 3 March 2023
Ernst & Young AB

Henrik Jonzén
Authorized Public Accountant

Selected historical financial information

Selected historical financial information for the Company for the 2021 and 2022 financial years is presented in the following tables.

The selected consolidated financial information for the 2021 financial year has been taken from the Group's audited financial statements, which are included in Alimak Group's Annual Report for the same financial year. The Group's audited financial statements for the 2021 financial year have been prepared in accordance with the Swedish Accounts Act (1995:1554) (Sw. Årsredovisningslagen (1995:1554)) and IFRS as endorsed by the EU and have been audited by the Company's independent auditor EY in accordance with the accompanying auditor's reports. No other information in the Prospectus has been audited or reviewed by the Company's auditor, unless expressly stated.

The selected condensed consolidated financial information for the 1 January – 31 December 2022 period has been taken from the Group's condensed unaudited financial statements for the 1 January – 31 December 2022 period. Alimak Group's unaudited year-end report for the 1 January – 31 December 2022 period has been prepared in accordance with IAS 34 Interim Financial Reporting and the Swedish Annual Accounts Act (1995:1554).

The information in this section should be read together with the information found in the section "Capitalisation, indebtedness and other financial information," Alimak Group's historical consolidated financial statements with accompanying notes that are presented in the 2021 Annual Report and in the year-end report for the 1 January – 31 December 2022 period. All of these consolidated financial statements have been made public by Alimak Group. The amounts stated in the sections "Selected historical financial information" and "Capitalisation, indebtedness and other financial information" have been rounded to MSEK, while the calculations have been performed with a larger number of decimals. Some calculations may appear to totally incorrectly due to rounding.

The section "Key figures and definitions" presents the Company's key figures for the Group, some of which are alternative performance measures that are not defined under or specified by IFRS. For definitions and the purpose of alternative performance measures, refer to the section "Definitions of alternative performance measures not defined under IFRS" and for a reconciliation regarding the alternative performance measures, refer to the section "Reconciliation of alternative performance measures not defined under IFRS".

CONDENSED CONSOLIDATED STATEMENT OF INCOME

MSEK	Jan–Dec 2022	Jan–Dec 2021
Revenue	4,512	3,728
Cost of sales	–2,919	–2,456
Gross profit	**1,593**	**1,272**
Total operating expenses	–1,047	–824
Operating profit (EBIT)	**546**	**448**
Financial net	–60	–38
Profit before tax (EBT)	**485**	**410**
Income tax	–109	–102
Result for the period	**376**	**308**
Attributable to owners of the parent company	376	308
Earnings per share, basic and diluted, SEK	7.04	5.68
OTHER COMPREHENSIVE INCOME FOR THE PERIOD		
Items that will not be reclassified to net profit for the period		
Remeasurement of pension plans	64	9
Income tax relating to remeasurement of pension plans	–12	–2
Total	**52**	**7**
Items that may be reclassified to net profit for the period		
Foreign exchange translation differences	304	178
Change in fair value of cash flow hedges	15	–8
Income tax relating to change in fair value of cash flow hedges	–4	2
Total	**315**	**172**
Other comprehensive income	**367**	**179**
Comprehensive income for the period	**743**	**487**
Attributable to owners of the parent company	743	487

CONDENSED CONSOLIDATED BALANCE SHEET

MSEK	31 Dec 2022	31 Dec 2021
ASSETS		
Goodwill and other intangible assets	8,696	2,919
Property, plant and equipment	612	348
Right-of-use assets	317	182
Financial and other non-current assets	401	268
Total non-current assets	**10,026**	**3,718**
Inventories	1,196	525
Contract assets	347	284
Trade receivables	1,382	722
Other current receivables and assets	340	182
Prepaid expenses and accrued income	129	71
Short-term investments	38	50
Cash and cash equivalents	869	348
Total current assets	**4,301**	**2,184**
TOTAL ASSETS	**14,327**	**5,902**
EQUITY AND LIABILITIES		
Equity	**4,377**	**3,840**
Non-current liabilities	4,537	491
Lease liabilities	210	116
Deferred taxes	907	225
Other non-current liabilities	534	186
Total non-current liabilities	**6,188**	**1,017**
Interest-bearing liabilities	2,132	60
Lease liabilities	105	70
Contract liabilities	148	110
Trade payables	468	292
Other current liabilities	908	512
Total current liabilities	**3,762**	**1,045**
TOTAL EQUITY AND LIABILITIES	**14,327**	**5,902**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

MSEK	Jan–Dec 2022	Jan–Dec 2021
Operating activities:		
Profit before tax	485	410
Depreciation, amortisation and impairment	213	166
Other non-cash items	22	8
Income taxes paid	–57	–60
Cash flow before changes in working capital	**663**	**524**
Changes in working capital:		
Change in inventories	–88	–54
Change in contract assets	–31	31
Change in operating receivables	–59	81
Change in operating liabilities	16	64
Cash flow from changes in working capital	**–162**	**122**
Cash flow from operating activities	**501**	**646**
Investing activities:		
Acquisition of businesses, net liquidity impact	–5,666	–24
Investments in intangible assets	–2	–4
Investments in property, plant and equipment	–75	–63
Disposal of property, plant and equipment	0	17
Changes in financial assets	9	–29
Cash flow from investing activities	**–5,734**	**–104**
Financing activities:		
Proceeds from borrowings	6,941	164.8
Repayment of borrowings	–895	–351.8
Bank overdrafts	–14	–4.1
Repayment of lease liabilities	–87	–74.4
Repurchase of shares	–34	–16.3
Issued call options	3	5.0
Dividend paid	–176	–161.6
Cash flow from financing activities	**5,738**	**–438.4**
Cash flow for the period	**505**	**103.7**
Cash and cash equivalents at beginning of period	348	225.6
Exchange rate differences in cash and cash equivalents	15	19.2
Cash and cash equivalents at end of period	869	348.5

KEY FIGURES AND DEFINITIONS

The key figures below have been taken from and calculated based on the Company's consolidated financial statements as of and for the financial year ending 31 December 2022. The Company believes that the key figures presented below are important for providing the reader with additional information and an understanding of the Company's financial position and development.

Consolidated key figures

The table below contains financial key figures that are defined under IFRS.

Key figures

	December 2022	December 2021
Revenue, MSEK	4,512	3,728
Result for the period, MSEK	376	307
Comprehensive income for the period, MSEK	743	487
Cash flow from operating activities, MSEK	501	646
Cash flow for the period, MSEK	505	104
Number of shares, thousands	54,158	54,158
Earnings per share, SEK	7.04	5.68
Total assets, MSEK	14,327	5,902
Cash and cash equivalents at end of period, MSEK	869	348
Equity, MSEK	4,377	3,840
Number of employees	3,100	2,057

In this Prospectus, alternative performance measures (APMs) are used, that is, key performance and earnings measures that are not defined in IFRS. APMs are used as guidance to both investors and management in their analysis of the Company's operations. The alternative performance measures used are described below.

Consolidated key figures not defined under IFRS (alternative performance measures)

The table below contains certain alternative financial key figures that are not defined under IFRS. These alternative financial performance measures are not to be considered independent and are not deemed to replace the presentation key figures calculated in accordance with IFRS. Moreover, such key figures, as defined by the Company, are not to be compared with other key figures with similar names used by other companies. This is because the above key figures have not always been defined in the same way and because other companies may not calculate them in the same way as the Company.

The Company applies the ESMA Guidelines on Alternative Performance Measures. Alternative performance measures are presented since they supplement the measures defined in the applicable regulations for financial reporting. The alternative performance measures are presented because they are used by Company management to assess the financial performance and are thus deemed to provide analysts and other stakeholders with valuable information.

Key figures

	December 2022	December 2021
Order intake, MSEK*	4,784	3,772
EBITDA, MSEK*	759	614
EBITA, MSEK*	603	483
EBITA margin, %*	13.4	13.0
Adjusted EBITA, MSEK*	616	483
Adjusted EBITA margin, %*	13.6	13.0
Operating profit (EBIT), MSEK*	546	448
EBIT margin, %*	12.1	12.1
Cash flow from operating activities/EBITDA*	0.66	1.05
Number of shares, thousands	54,158	54,158
Cash flow per share, SEK*	9.34	1.92
Equity per share, SEK*	80.81	70.91
Capital employed, MSEK*	10,451	4,179
Net debt, MSEK*	6,074	338
Net debt excl. Lease liabilities (IFRS 16), MSEK	5,759	152
Equity ratio, %*	30.5	65.1
Return on equity, %	8.6	8.0
Return on capital employed, excluding goodwill, %*	12.1	24.7
Return on capital employed, %*	5.2	10.7
Interest coverage ratio, multiple*	10.06	26.86
Net Debt/EBITDA ratio (leverage)*	8.00	0.55
Net debt excl. lease liability/EBITDA ratio*	7.59	0.25

* alternative performance measure

Definitions of alternative performance measures not defined under IFRS

Performance measures	Definitions
R12M	Numbers for the last 12 months measured backwards from the reporting period.
Average number of shares	Weighted average number of shares outstanding during the period, plus potential additional shares.
Earnings per share	Earnings after tax in relation to the average number of basic and diluted shares.
EBITA	Operating profit before amortisation of intangible assets.
Adjusted EBITA	Operating profit before amortisation of intangible assets. Items affecting comparability are added back.
EBITDA	Operating profit before depreciation and amortisation of property, plant and equipment and intangible assets.
Equity/assets ratio	Equity as a percentage of total assets.
Equity per share	Equity in relation to the number of basic shares outstanding at the end of the period.
Net debt	Interest-bearing liabilities minus cash and cash equivalents.
Interest coverage ratio	EBIT in relation to interest expenses.
Non-recurring items	Non-recurring income or cost items with a major impact on profit and of significance to an understanding of the earnings trend.
Net debt/EBITDA ratio	Net debt in relation to EBITDA.
Net debt/equity ratio	Net debt in relation to equity.
Organic growth	Growth adjusted for acquisitions/divestments and currency effects.
Operating margin (EBIT %)	Operating profit (EBIT) as a percentage of revenue during the period.
Operating profit (EBIT)	Profit before financial items and tax.
Order intake	All orders where contracts have been signed and confirmed during the accounting period under review. Order intake generally cannot be used to accurately predict future revenue or operating performance. Orders can be cancelled, delayed or modified by the customer. Cancelled orders affect the reported order intake if cancellation takes place during the year the order was booked.
Return on capital employed	Operating profit (EBIT), rolling 12-month amount, as a percentage of average capital employed. Capital employed is the sum of net debt plus equity plus shareholder loans.
Return on equity	Profit after tax for the period, rolling 12-month amount, as a percentage of the average equity excluding shares without a controlling interest.

Reconciliation of alternative performance measures

EBITA

MSEK	2022	2021
Operating profit (EBIT)	546	448
Add-back of amortisation of intangible assets	56	35
EBITA	**603**	**483**

Adjusted EBITA

MSEK	2022	2021
Operating profit (EBIT)	546	448
Add-back of amortisation of intangible assets	56	35
Add-back of items affecting comparability	13	0
Adjusted EBITA	**616**	**483**

EBITDA

MSEK	2022	2021
Operating profit (EBIT)	546	448
Add-back of amortisation of intangible assets	56	35
Add-back of depreciation of property, plant and equipment	157	131
EBITDA	**759**	**614**

Items affecting comparability

MSEK	2022	2021
Acquisition-related transaction costs related to Tractel	–28	–
Costs related to strategic overhaul of the Wind division	–11	–
Closure of operations Russia	–7	–
Government grant related to Covid-19 US	33	–
Total	**–13**	**–**

Operating margin (EBIT margin)

MSEK	2022	2021
Net sales	4,512	3,728
Operating profit (EBIT)	546	448
Operating margin (EBIT margin), %	**12.1**	**12.1**

EBITA margin

MSEK	2022	2021
Sales	4,512	3,728
EBITA	603	483
EBITA margin, %	**13.4**	**13.0**

Net debt

MSEK	2022	2021
Long-term borrowings	4,537	491
Short-term borrowings	2,132	60
Non-current lease liabilities	210	116
Current lease liabilities	105	70
Deduct:		
Non-current interest-bearing receivables	4	0
Current interest-bearing receivables	38	50
Cash and cash equivalents	869	348
Net debt	**6,074**	**338**

Capital employed

MSEK	2022	2021
Net debt	6,074	338
Equity	4,377	3,840
Capital employed	**10,451**	**4,179**

Equity ratio

MSEK	2022	2021
(A) Total assets	14,327	5,902
(B) Equity	4,377	3,840
(B/A) = Equity ratio, %	**30.5**	**65.1**

Capitalisation, indebtedness and other financial information

The information in the tables below has been taken from the Company's year-end report for the period January – December 2022 and has not been audited or reviewed by the Company's auditor.

CAPITALISATION

MSEK	As of 31 December 2022	Adjustments[1)]	31 December 2022 on an adjusted basis
Total current debt	3,762	–2,090	1,672
Guaranteed	–	–	–
Secured	–	–	–
Unguaranteed/unsecured	3,762	–2,090	1,672
Total non-current debt	6,188	–	6,188
Guaranteed	–	–	–
Secured	–	–	–
Unsecured/unguaranteed	6,188	–	6,188
Shareholder equity	4,377	2,500	6,877
Share capital	3,690	2,500	6,190
Legal reserve(s)	200	–	–
Other reserves*	487	–	487

1) Under the aforementioned assumptions, the Rights Issue will provide Alimak Group with MSEK 2,476, after deduction of issue costs of approximately MSEK 24, of which approximately MSEK 2,090 will be used to repay the bridge financing facility and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility, for further information about the temporarily increased debt and the revolving credit facility, please see the section "*Capitalisation, indebtedness and other financial information*".
*Other reserves relate to the items other contributed capital, hedging reserves, recalculation differences, retained earnings and profit for the period.

NET INDEBTEDNESS

Net indebtedness (MSEK)	As of 31 December 2022	Adjustments[1)]	31 December 2022 on an adjusted basis
A. Cash	869	386	1,255
B. Cash equivalents	–	–	–
C. Other current financial assets	42	–	42
D. Liquidity (A+B+C)	911	386	1,297
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	2,237	– 2,090	147
F. Current portion of non-current financial debt	–	–	–
G. Current financial indebtedness (E+F)	2,237	– 2,090	147
H. Net current financial indebtedness (G–D)	1,326	– 2,476	– 1,150
I. Non-current financial debt (excluding current portion and debt instruments)	4,748	–	4,748
J. Debt instruments	–	–	–
K. Non-current trade and other payables	–	–	–
L. Non-current financial indebtedness (I+J+K)	4,748	–	4,748
M. Total financial indebtedness (H + L)	6,074	– 2,476	3,598

1) Under the aforementioned assumptions, the Rights Issue will provide Alimak Group with MSEK 2,476, after deduction of issue costs of approximately MSEK 24, of which approximately MSEK 2,090 will be used to repay the bridge financing facility and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility, for further information about the temporarily increased debt and the revolving credit facility, please see the section "*Capitalisation, indebtedness and other financial information*".

Significant changes since 31 December 2022

There have been no significant changes in the Group's financial results or financial position since 31 December 2022.

Working capital statement

The Company believes that the existing working capital will be insufficient for its current needs over the following 12-month period. The Company believes that its working capital requirements for the next 12 months will amount to approximately MSEK 2,132. "Working capital requirements" in this sense refers to the Company's ability to gain access to cash and cash equivalents to meet its payment obligations as they fall due. The main reason for this is that, as part of the acquisition of Tractel, the Company arranged a bridge financing facility in an amount of MSEK 2,090, which has been fully drawn, see the description below under the section "*Acquisition Financing Agreement with Handelsbanken*". The bridge financing facility falls due for payment on 7 July 2023 or when the net proceeds from the Rights Issue have been paid to Alimak Group. Based on the assumption that the bridge financing facility needs to be repaid on the due date and not taking into account the proceeds from the Rights Issue, a deficit of working capital will therefore arise in July 2023.

If the Rights Issue is fully subscribed, the Company will receive approximately MSEK 2,500 before deduction issue expenses, which are estimated to a total of approximately MSEK 24. Of the proceeds that will be generated for the Company, approximately MSEK 2,090 will be used to repay the bridge financing facility and the remaining approximately MSEK 386 will be used to amortise Alimak Group's revolving credit facility.

If the Rights Issue is fully subscribed, the Company's Board therefore believes that the Company's working capital will be sufficient for the next 12 months following the implementation of the Rights Issue. If the Rights Issue cannot be implemented or if the proceeds from the Rights Issue are insufficient, the Company may be forced to draw on existing unutilised loan facilities and cash and cash equivalents and seek other loan financing in order to repay the bridge financing facility. The Company's unutilised loan facilities and cash and cash equivalents amounted to approximately MSEK 1,689 on 31 December 2022. The Company's assessment is that this financing scope will remain until the bridge financing facility is due for payment. In addition to the amount of approximately MSEK 1,689 that the Company estimates that the existing unutilised loan facilities and cash and cash equivalents total, the Company may be forced to seek alternative financing for the outstanding portion of the bridge financing facility in the form of other loan financing. The Company believes its ability to obtain such loan financing to be high.

INVESTMENTS

Completed and ongoing investments

The Group has not made any significant investments after 31 December 2021, except the acquisition of Tractel. The Group does not have any ongoing significant investments, nor does it have any firm commitments for future significant investments.

OTHER FINANCIAL INFORMATION

Financing structure and loans

Facility agreement with Handelsbanken

Alimak Group and certain other Group companies, including Alimak Group Management AB, have entered into an agreement originally dated 2 July 2018, which has been amended in accordance with amendment agreements dated 10 June 2022 and 7 October 2022, with Handelsbanken as lender regarding a multicurrency unsecured revolving credit facility of up to MSEK 2,000, with an option to utilise up to MSEK 500 of the credit facility as a short-term swingline loan and all or part of the facility as ancillary facilities comprising an overdraft facility and/or a guarantee facility ("**Facility Agreement**"), with an option, with Handelsbanken's approval and under certain circumstances, to increase the line of credit by MSEK 500 when Facility B (as defined below) has been repaid in full using the net proceeds from the Rights Issue as follows. The purpose of the Facility Agreement is primarily to finance Alimak Group's general company purposes and working capital. The credit facility carries interest corresponding to the relevant interest in accordance with the Facility Agreement plus an applicable margin that varies based on the relationship between net debt and EBITDA, established each year in accordance with the Facility Agreement. As part of the Facility Agreement, Alimak Group has entered into an agreement with Handelsbanken concerning an overdraft facility of up to MSEK 50 with a cash pool that extends until 30 June 2023. The Facility Agreement has an initial term of five years, but has been extended until 2 July 2024 by exercising an extension option of one year. The Facility Agreement is regulated under Swedish law and contains customary terms and conditions for this type of agreement, including restrictions with respect to divestments, requirements with respect to compliance with specific environmental provisions, further indebtedness, mergers and acquisitions (subject to certain exceptions and qualifications) and the right for the lender to terminate the credit facility and demand early repayment in the event of a breach of relevant commitments. The Facility Agreement also contains financial covenants requiring that the relationship between net debt and EBITDA and between net debt and equity may not exceed certain levels specified in the Facility Agreement. Upon Handelsbanken's request, the credit facility can be terminated and a demand can be made that the loans under the agreement be repaid early if certain events occur, for example if a party or parties (other than Investment AB Latour) acquire or control more than 50 percent of the votes or if the shares in Alimak Group cease to be listed on Nasdaq Stockholm (as specified in more detail in the Facility Agreement), or if it becomes illegal for Handelsbanken to fulfil its obligations under the agreement or to finance or remain party to outstanding loans.

A total of MSEK 1,222 had been utilised under the framework of the Facility Agreement as of 31 December 2022.

Acquisition financing agreement with Handelsbanken

On 7 October 2022, Alimak Group entered into a credit facility agreement with Handelsbanken to finance the acquisition of Tractel ("**Acquisition Financing Agreement**"). The Acquisition Financing Agreement comprises two credit facilities of MEUR 300 ("**Facility A**") and MSEK 2,090 ("**Facility B**"). The credit facilities carry interest corresponding to the relevant interest in accordance with the Acquisition Financing Agreement plus an applicable margin that, in the case of Facility A, varies based on the relationship between net debt and EBITDA, established each year in accordance with the Acquisition Financing Agreement. Facility A has an initial term of three years with an option to extend for a maximum of two years and Facility B has a term of nine months. Facility B is to be refinanced with the net proceeds from the Rights Issue in connection therewith. The Acquisition Financing Agreement is regulated under Swedish law and contains customary terms and conditions for this type of agreement, including restrictions with respect to divestments, requirements with respect to compliance with specific environmental provisions, further indebtedness, mergers and acquisitions (subject to certain exceptions and qualifications) and the right for the lender to terminate the credit facility and demand early repayment in the event of a breach of relevant commitments. The Acquisition Financing Agreement also contains financial covenants requiring that the relationship between net debt and EBITDA and between net debt and equity may not exceed certain levels specified in the Acquisition Financing Agreement. Upon Handelsbanken's request, the facilities can be terminated and a demand can be made that the loans under the agreement be repaid early if certain events occur, for example if a party or parties (other than Investment AB Latour) acquire or control more than 50 percent of the votes, if the shares in Alimak Group cease to be listed on Nasdaq Stockholm, if Tractel ceases to be a wholly owned subsidiary (directly or indirectly) of Alimak Group, or if a sanction event occurs (as specified in more detail in the Acquisition Financing Agreement) or it becomes illegal for Handelsbanken to fulfil its obligations under the agreement or to finance or remain party to outstanding loans.

As of 31 December 2022, Facility A had been utilized in full amounting to MEUR 300 and Facility B had been utilized in full by MSEK 2,090.

Contingent liabilities and indirect indebtedness

The indirect liabilities and contingent liabilities presented below are presented in accordance with the rules in Commission Delegated Regulation (EU) 2019/9808 and ESMA's guidelines on disclosure requirements under the Prospectus Regulation, which deviate from the Group's accounting policies concerning contingent liabilities, under which IAS 37 Provisions, Contingent Liabilities and Contingent Assets are applied. The purpose is to disclose information regarding material indebtedness not reflected in the tables above.

Pension obligations

Alimak Group has pension obligations within the framework of defined-benefit pension plans, primarily in Sweden, the United Kingdom and Germany. Pension obligations are calculated using actuarial assumptions. A change to any of these assumptions could have a significant impact on calculated pension obligations and pension costs, and the highest total amount that may need to be paid may be higher than the pension obligations recognised. As of 31 December 2022, the Group's provisions for pensions amounted to MSEK 73.

Board of directors, executive management and auditors

BOARD OF DIRECTORS AND FORMS OF BOARD WORK

The Board of Directors of Alimak Group currently consists of seven Directors elected by the Annual General Meeting and two employee representatives. The board consists of Johan Hjertonsson (Chairman), Helena Nordman-Knutson, Christina Hallin, Tomas Carlsson, Sven Törnkvist, Petra Einarsson, Ole Kristian Jødahl, Örjan Fredriksson (employee representative) and Fredrik Marklund (employee representative). All Directors elected by the Annual General Meeting are elected for the period up until the end of the Annual General Meeting (AGM) to be held in 2023. Detailed information regarding the Directors, including education, experience, ongoing and completed assignments, and holdings in Alimak Group as of 31 December 2022, including changes known by the Company thereafter, is presented below.

The Board of Directors currently has an Audit Committee and a Remuneration Committee.

JOHAN HJERTONSSON

Chairman of the Board and Chairman of the Remuneration Committee

Born 1968, elected 2020.

Experience: Director, President and CEO of Investment AB Latour. Former President and CEO of Lammhults Design Group AB, and Director and CEO of AB Fagerhult.

Education: MSc in Business and Economics, Lund University.

Other current assignments: Director of ASSA ABLOY AB and SWECO AB (publ).

Previous assignments in the last five years: Chairman of the Board of Nederman Holding Aktiebolag, Nord-Lock International AB, Fagerhult Retail AB (liquidation), Ateljé Lyktan Aktiebolag, Fagerhults Belysning Aktiebolag and Fagerhults Belysning Sverige Aktiebolag. Chairman of the Board and CEO of Elenco Lighting AB. CEO of Hultafors Group AB.

Holdings in Alimak Group: 45,000 shares.

HELENA NORDMAN-KNUTSON

Director and Chairman of the Audit Committee

Born 1964, elected 2016.

Experience: Senior Adviser at Safir Communication. Former Executive Director at Hallvarsson & Halvarsson, Financial Analyst at Enskilda Securities, Orkla Securities, Pareto Securities and Öhman Fondkomission.

Education: MSc in Political Science, Helsinki University, MSc in Economics, Hanken School of Economics, and Certified ESG Analyst.

Other current assignments: Director of Nivika Fastigheter AB (publ), Naava OY, Exel Composites, Nidoco AB and USWE Sports AB.

Previous assignments in the last five years: Director of Catella Fondförvaltning AB, I.A.R. Systems Group AB, Rejlers AB (publ), The Lexington Company AB (publ) and CHR Bygga Bostäder Holding AB (publ).

Holdings in Alimak Group: 1,100 shares.

CHRISTINA HALLIN

Director and member of the Remuneration Committee

Born 1960, elected 2018.

Experience: CEO and Director of Swedish Electromagnet Invest AB (publ), former Senior Vice President of Dong Feng Commercial Vehicles, and various senior positions within AB Volvo.

Education: MSc in Engineering, Chalmers University of Technology.

Other current assignments: Director of Sensys Gatso Group AB, Bulten AB and Norbit ASA. Director and CEO of Swedish Electromagnet Holding AB and Swedish Electromagnet Invest AB (publ). Alternate Director of Neckbolt AB.

Previous assignments in the last five years: Director of SEM Holding AB.

Holdings in Alimak Group: 2,180 shares.

TOMAS CARLSSON

Director and member of the Audit Committee

Born 1965, elected 2018.

Experience: President and CEO of NCC AB, former President and CEO of SWECO AB, and Business Area Manager at NCC Construction Sweden.

Education: MSc in Engineering, Chalmers University of Technology, and Executive MBA from London Business School and Columbia Business School.

Other current assignments: Director of Addval AB.

Previous assignments in the last five years: Director of Paroc Oy.

Holdings in Alimak Group: 6,700 shares.

SVEN TÖRNKVIST

Director

Born 1971, elected 2019.

Experience: Head of EQT Digital at EQT AB. Former Vice President Head of Digital at Ericsson and Country Manager Google Sweden AB.

Education: MSc in Business and Economics, Stockholm School of Economics.

Other current assignments: Director of Swetorn AB.

Previous assignments in the last five years: Director of Guidepal AB (liquidation).

Holdings in Alimak Group: 4,000 shares.

PETRA EINARSSON

Director

Born 1967, elected 2020.

Experience: Former President and CEO of the BillerudKorsnäs packaging company, and various senior positions within the Sandvik AB engineering group.

Education: MSc in Business and Economics, Uppsala University.

Other current assignments: Director of SSAB AB, Scandinavian Biogas Fuels International AB, Svenska Aerogel Holding AB (publ) and Norsk Hydro ASA.

Previous assignments in the last five years: Director of ScandFibre Logistics Aktiebolag, Industriarbetsgivarna i Sverige service AB, Paccess AB, BSÖ Holding AB, Bergvik Skog Öst AB and Gusab Stainless Aktiebolag. Chairman of the Board and CEO of BillerudKorsnäs Managed Packaging AB, Korsnäs Sågverks Aktiebolag, BillerudKorsnäs Skog & Industri Aktiebolag, Aktiebolaget Stjernsunds Bruk, Trävaruaktiebolaget Dalarne, BillerudKorsnäs Rockhammar AB and BillerudKorsnäs Sweden AB. Director of Svensk Skogskommunikation AB, the non-profit Confederation of Swedish Enterprise with the business name The Confederation of Swedish Enterprise, and BillerudKorsnäs Venture AB.

Holdings in Alimak Group: 2,500 shares.

OLE KRISTIAN JØDAHL

Director and CEO

Born 1971, elected and employed 2020.

Experience: President and CEO of Alimak Group AB. Former President and CEO of Hultafors Group AB and several senior positions at AB SKF.

Education: Economics, NHH Norwegian School of Economics.

Other current assignments: Chairman of the Board of Alimak Group Management AB, Rustad Gård AS, Farmers Holding AS and Hanne På Landet AS. Owner of Vestbygda Teskeservice DA. Director of Asktunet Holding AS, Asktunet Eiendom AS, Asktorvet Holding AS, Asktorvet 1, Eiendom AS and Gjerdrum Utmarks og Grunneierlag SA.

Previous assignments in the last five years: Director of Nord-Lock International AB.

Holdings in Alimak Group: 36,170 shares and 175,000 call options.

ÖRJAN FREDRIKSSON

Employee representative

Born 1968, elected 2016.

Other current assignments: Director (employee representative) of Alimak Group Sweden AB.

Previous assignments in the last five years: –

Holdings in Alimak Group: –

FREDRIK MARKLUND

Employee representative

Born 1982, elected 2022.

Experience: Project Manager Industrial Elevators.

Education: Bachelor of Science in Mechanical Engineering (Umeå university).

Other current assignments: Director (employee representative) of Alimak Group Sweden AB.

Previous assignments in the last five years: –

Holdings in Alimak Group: –

SENIOR EXECUTIVES

OLE KRISTIAN JØDAHL

Director and CEO

See above under "*Board of Directors*".

SYLVAIN GRANGE

CFO

Born 1971, elected 2008.

Experience: Tractel's CFO since 2008. Previously held a similar position at another private-equity-owned industrial company with global operations. Began his career as an auditor and consultant (PwC).

Education: Business School (Edhec), Chartered Accountant (French ministry of superior education).

Other current assignments: President in Sylvain's wholly owned company Grange Invest SAS and in Knot Yapi. Chairman of the board of TI Développement SA. Board member of Tractel Secalt SA, Tractel Singapore Pte Ltd, Skywalk Oy, Scanclimber Oy, Tractel UK Ltd, Tractel Projects UK Ltd, Tractel North Amercia Inc, Tractel Ltd, Tractel Inc and Tractel USA Inc. Sole board member of Financère Mantra SA and supervisory board member of Scanclimber Sp Z.o.o. Auditor in TI Expansions SA, Tractel Trading Luxembourg SA and TI Luxembourg SA. Deputy manager in Tractel Suomi Oy as well as supervisor in Tractel Trading China Ltd and Tractel China Ltd.

Previous assignments in the last five years: –

Holdings in Alimak Group: 10,427 shares and 25,000 call options.

PHILIPPE GASTINEAU

Senior EVP Facade Access Division and Height Safety & Productivity Solutions Division

Born 1966, elected 2017.

Experience: Tractel's CEO since 2017. Previous experience includes several senior executive positions in industrial companies such as Nexans, Cegelec and Veolia, in Europe, North America, the Middle East and China.

Education: Engineer (Ecole Centrale de Lyon), MBA (London Business School).

Other current assignments: –

Previous assignments in the last five years: CEO of Tractel.

Holdings in Alimak Group: 25,000 call options.

CHARLOTTE BROGREN

CTO

Born 1963, elected 2017.

Experience: Chief Technology Officer of Alimak Group. Former Director General of Vinnova (the Swedish Governmental Agency for Innovation Systems), Technology Manager of ABB's Robotics Division, and various senior positions within ABB's research and development department.

Education: PhD in Chemical Engineering, University of Lund.

Other current assignments: Chairman of the Board of HMS Networks AB and Avassa AB. Chairman of the Board and CEO of Bipon AB. Director of Alimak Group Management AB, OrganoClick AB and SEEL Swedish Electric Transport Laboratory AB.

Previous assignments in the last five years: Director of Gunnebo Aktiebolag. CEO of Alimak Group Management AB. External CEO of Alimak Group CSS AB.

Holdings in Alimak Group: 2,600 shares and 34,000 call options.

MATILDA WERNHOFF

CSO

Born 1990, employed 2016.

Experience: Chief Strategy Officer of Alimak Group. Former Head of Business Development and M&A of Alimak Group and Consultant at McKinsey & Company.

Education: Economics, Stockholm School of Economics.

Other current assignments: Director and Deputy CEO of Bipon AB. Director of Alimak Group Management AB and Image Systems AB. Alternate Director of Skrukeby holding AB.

Previous assignments in the last five years: –

Holdings in Alimak Group: 903 shares and 23,000 call options.

ANNIKA HAAKER

Chief People & Culture Officer

Born 1968, employed 2021.

Experience: Chief People & Culture Officer of Alimak Group. Former Group HR Director of HL Display, Head of Leadership & Talent at Nobia, Head of Organisation & Performance Development at Nasdaq OMX.

Education: BSc in Human Resources Management, Stockholm University.

Other current assignments: –

Previous assignments in the last five years: –

Holdings in Alimak Group: 331 shares and 40,000 call options.

DAVID BATSON

EVP Construction Division

Born 1967, employed 2016.

Experience: EVP Construction Division, Alimak Group. Former Managing Director of Alimak Group Australia, General Manager Equipment Sales Group at William Adams Pty Ltd, Rental Consultant at Caterpillar Inc Asia Pacific, and various senior positions in sales and marketing for Wreckair Hire.

Education: Bachelor of Business, Royal Melbourne Institute of Technology.

Other current assignments: –

Previous assignments in the last five years: –

Holdings in Alimak Group: 50,000 call options.

SALOMEH TAFAZOLI

EVP Industrial Division

Born 1979, employed 2021.

Experience: EVP Industrial Division, Alimak Group. Former Vice President Sales and Marketing EMEA at Snap-on Equipment, Head of Business Unit Commercial at Car-O-Liner Group AB, and several senior positions at Volvo Group in finance, logistics, process and IT, and strategy.

Education: International Business, Johnson & Wales University.

Other current assignments: Chairman of the Board of Focker Invest AB. Chairman of the Board and Deputy CEO of Martha Focker AB.

Previous assignments in the last five years: Director of TiksPac AB and Car-O-Liner Property AB. External CEO of Car-O-Liner Commercial AB. External signatory of Car-O-Liner Group AB.

Holdings in Alimak Group: 50,000 call options.

JOSÉ MARIA NEVOT

EVP Wind Division

Born 1969, employed 2009.

Experience: EVP Wind Division, Alimak Group. Former Head of Wind Business Unit at Alimak Group, Head of Strategy at Avanti Wind Systems, CEO of AWS S.L. and CEO of Oerlikon AB.

Education: MSc in Mechanical Engineering, University of Zaragoza and MBA, Chamber of Commerce Zaragoza.

Other current assignments: –

Previous assignments in the last five years: –

Holdings in Alimak Group: 2,600 shares and 50,000 call options.

JOHNNY NYLUND

CCO

Born 1977, employed 2023.

Experience: Chief Communications Officer of Alimak Group.

Education: Novare Executive Leadership Program (Novare), Degree of Bachelor Arts (Stockholm University) and Journalism (Poppius School of Journalism).

Other current assignments: –

Previous assignments in the last five years: Head of Press and Public Affairs, Acting Chief Communications Director and Head of Press and PR at Sweco.

Holdings in Alimak Group: 512 shares.

AUDITOR

On 5 May 2022, the AGM resolved on the re-election of Ernst & Young AB as auditor for the period up until the end of the 2023 AGM. Henrik Jonzén, authorised public accountant at Ernst & Young AB and member of FAR (the Swedish professional body for authorised public accountants), has been the auditor in charge for the Company since 2020 and during the period covered by the historical financial information.

OTHER INFORMATION ON DIRECTORS AND SENIOR EXECUTIVES

All Directors and senior executives can be reached at the address for Alimak Group: Blekholmstorget 30,
SE-111 64 Stockholm, Sweden.

There are no familial connections between the Directors and/or the senior executives. No Director or senior executive has been sentenced in any fraud-related cases in the last five years. None of them have been involved in any bankruptcy, receivership, or liquidation in the capacity as a member of an administrative, management or inspection body or senior executive in the last five years. Nor have any accusations or sanctions been issued by government or inspection authorities (including approved professional associations) against them in the last five years. No Director or senior executive has been prohibited by court action in the last five years from becoming a member of a company's administrative, management or inspection body or from exercising management or general functions at an issuer.

No Director or senior executive has any private interest or other assignments that could conflict with the tasks they perform for Alimak Group. However, as indicated above, several Directors and senior executives have financial interests in Alimak Group through shareholdings.

There are no separate agreements with major shareholders, customers, suppliers or other parties under which any Director or other senior executive has been appointed.

No Director or senior executive has limited their opportunity to divest their holdings of securities in Alimak Group for a given period.

Shares, share capital and ownership structure

INFORMATION ABOUT THE SHARE

According to the Company's Articles of Association, the share capital shall be no less than SEK 1,000,000 and not more than SEK 4,000,000, divided into not less than 50,000,000 and not more than 200,000,000 shares. As of 31 December 2022, the Company's share capital amounted to SEK 1,083,157.22, represented by 54,157,861 shares. At the beginning of 2022, the Company's share capital amounted to SEK 1,083,157.22, represented by 54,157,861 shares.

No financial instruments are outstanding that could lead to dilution. The shares are denominated in Swedish kronor with a par value of SEK 0.02. The Company's shares have been issued in accordance with Swedish law, are fully paid and are freely transferable. The shares are not the subject of offers submitted due to mandatory bids, squeeze-out or sell-out rules. No public takeover offer has been made for the shares in the Company during the current or preceding financial year. The Company holds 742,611 treasury shares.

DECISION ON RIGHTS ISSUE AND DILUTION

The Rights Issue will, if fully subscribed, result in an increase in share capital from SEK 1,083,157.22 to SEK 2,151,462.22 and an increase in the number of shares in Alimak Group from 54,157,861 shares to 107,573,111 shares.

Full subscription for the Rights Issue could result in a dilution for shareholders who do not subscribe for shares in the Rights Issue corresponding to approximately 50 percent of the shares and votes in the Company following the Rights Issue. The dilution effect has been calculated as the number of shares and votes that will be issued divided by the total number of shares and votes in the Company following the Rights Issue.

As of 31 December 2022, the net asset value per share in Alimak Group amounted to SEK 81.94.[1] The subscription price per share in the Rights Issue is SEK 46.80.

CERTAIN RIGHTS ATTACHED TO THE SHARES

The rights associated with the shares issued by the Company, including rights under the Company's Articles of Association, may only be amended in accordance with the procedures set out in the Swedish Companies Act (Sw. *Aktiebolagslagen (2005:551)*).

VOTING RIGHTS

Each share entitles the holder to one vote at a general meeting. Each shareholder is entitled to vote proportionally to the number of shares in the Company held by the shareholder.

PREFERENTIAL RIGHTS TO NEW SHARES, ETC.

Should the Company issue new shares, warrants or convertible bonds by way of a cash issue or a set-off issue, the shareholders have preferential rights to subscribe for such securities proportionally to the number of shares held prior to the issue. As of the date of this Prospectus, apart from the limitations pertaining to the number of shares and amount of share capital, there are no provisions in the Company's Articles of Association restricting the possibility to issue new shares, warrants or convertible bonds.

RIGHTS TO DIVIDENDS AND SURPLUSES IN THE EVENT OF LIQUIDATION

All shares in the Company carry equal rights to dividends and the Company's assets and possible surplus in the event that the Company enters into liquidation. Dividends are resolved upon by the general meeting. All shareholders who are recorded in the share register maintained by Euroclear on the record date established by the general meeting are entitled to receive dividends. Dividends are normally distributed to shareholders through Euroclear in a cash amount on a per share basis, but may also comprise forms other than cash dividends (distribution in kind). If a dividend cannot be disbursed to a shareholder through Euroclear, the shareholder's claim on the Company in respect of the dividend amount remains and is subject to a statutory limitation of ten years. If the claim were to be barred by limitation, the dividend amount will fall due to the Company. Subject to the existence of possible restrictions imposed by banks or clearing systems in relevant jurisdictions, there are no restrictions regarding entitlement to dividends for shareholders resident outside Sweden. However, shareholders subject to restricted taxation in Sweden are normally subject to Swedish withholding tax.

CENTRAL SECURITIES DEPOSITORY

The Company's shares are recorded in a securities register in accordance with the Swedish Central Securities Depository and Financial Instruments Accounts Act (Sw. *Lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*). The register is maintained by Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. No share certificates have been issued for the Company's shares. The ISIN for the Company's shares is SE0007158910.

CONVERTIBLE BONDS, WARRANTS AND OTHER SHARE-BASED INSTRUMENTS

As of the date of this Prospectus, there were no convertible bonds, warrants or other share-based instruments outstanding that could lead to dilution.

1) Calculated as equity (MSEK 4,377) divided by 53,415,250 shares (54,157,861 shares outstanding after deduction of 742,611 treasury shares held by Alimak Group).

AUTHORISATIONS

The extraordinary general meeting held on 2 September 2022 resolved to authorise the Board of Directors to resolve upon the issue of new shares on one or more occasions during the period until the next Annual General Meeting. New share issues are not permitted to disapply the preferential rights of shareholders. The aggregate number of shares that can be issued through this authorisation may not result in proceeds that exceed SEK 2,500,000,000. The authorisation also encompasses the right to decide on a new share issue for cash payment. On 24 February 2023, Alimak Group's board of directors resolved on an issue of no more than 53 415 250 new shares in accordance with the issue authorisation.

INCENTIVE PROGRAMMES

Call option programme 2021

The Annual General Meeting on 6 May 2021 resolved, in accordance with the Board of Directors' proposal, to implement a call option programme (call option programme 2021) encompassing the CEO, senior executives, executive management in the divisions and employees at the head office. The programme extends for a period of not more than four years and will be offered to not more than 45 participants within Alimak Group. The exercise period for the options is 20 May 2025–20 June 2025.

The call options are subject to market-based terms and conditions in accordance with established models. The call options were acquired by the participants for SEK 14 per call option and have an exercise price of SEK 160.

The maximum number of call options (which each carry entitlement to one share) that may be allotted to participants under call option programme 2021 was 525,000, corresponding to approximately 0.97 percent of the shares and votes outstanding in Alimak Group on the date of the resolution. A total of 358,000 call options were allotted to 34 participants.

Call option programme 2022

The Annual General Meeting on 5 May 2022 resolved, in accordance with the Board of Directors' proposal, to implement a call option programme (call option programme 2022) encompassing the CEO, members of Group management, executive management in the divisions and certain employees in the Group functions. The programme extends for a period of not more than four years and will be offered to not more than 45 participants within Alimak Group. The exercise period for the options is 20 May 2026–20 June 2026.

The call options are subject to market-based terms and conditions in accordance with established models. The call options were acquired by the participants for SEK 7.90 per call option and have an exercise price of SEK 86.30.

The maximum number of call options (which each carry entitlement to one share) that may be allotted to participants under the call option programme 2022 was 525,000, corresponding to approximately 0.97 percent of the shares and votes outstanding in Alimak Group on the date of the resolution. A total of 369,000 call options were allotted to 35 participants.

LARGEST SHAREHOLDERS

As of 31 December 2022, including changes known by the Company thereafter, the largest shareholders in the Company, with a shareholding of at minimum 5 percent of the total number of shares and votes, are listed below. As far as the Company is aware, no single shareholder has direct or indirect ownership or control of Alimak Group.

Name	Number of shares/votes	Share, %
Investment AB Latour	16,016,809	29.6
Alantra EQMC Asset Management	6,912,416	12.8
NN Group N.V.	5,677,500	10.5
Peder Pråhl	3,421,043	6.3
Första AP-fonden	3,137,296	5.8

INFORMATION RELATED TO TAKEOVER BIDS AND REDEMPTIONS OF MINORITY SHARES

As of the date of this Prospectus, the shares in Alimak Group are not subject to any public takeover bid. No public takeover bid relating to the shares in Alimak Group has occurred during the current or the preceding financial year.

General

In Sweden, public takeover bids are subject to the Swedish Stock Market (Takeover Bids) Act (Sw. *Lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) ("**LUA**") and the rules of the respective marketplace covering public takeover bids ("takeover rules"). A company that intends to submit a public takeover bid for shares or other securities in a listed company must undertake to comply with the takeover rules that apply in the relevant marketplace.

The LUA and the takeover rules of the marketplaces regulate, inter alia, the behaviour both of the party submitting the bid and of the board of the offeree company in conjunction with a public takeover offer and how the offer documents and other information to the market should be designed and disclosed. The rules aim, inter alia, to ensure that all holders of securities of the same class are treated equally and that the shareholders of the offeree company are given sufficient time and information to enable them to take an informed decision on the bid.

The Swedish Competition Act (Sw. *Konkurrenslagen (2008:579)*) contains rules on the control of concentrations between undertakings that are also applicable to public takeover bids. The rules require that concentrations in which the annual turnover of the undertakings concerned exceeds certain thresholds must be reported to the Swedish Competition Authority (Sw. *Konkurrensverket*). A concentration between undertakings that is likely to lead to significant adverse effects on competition may be prohibited by the Swedish Competition Authority. Accordingly, a public takeover bid is normally subject to obtaining the necessary permits, approvals, decisions and other measures from the authorities.

Mandatory bid

Chapter 3 of LUA contains rules on mandatory takeover bids. A party that acquires 30 percent or more of the voting rights for all shares in a listed company is required to make a mandatory bid for the remaining shares in the company. The objective of the rules on mandatory bids is to ensure that shareholders in a company that gains a new controlling owner have the opportunity to exit the company. The rights and obligations of shareholders in a company that is subject to a mandatory bid pursuant to Nasdaq Stockholm's takeover rules are set out below. The rules governing voluntary offers apply, with certain exceptions, even when the offer results from a mandatory bid. However, in the event of a mandatory bid, the following also applies:

- the offer is to apply to all of the shares in the offeree company;
- all shareholders must have the opportunity to receive payment in cash;
- the offeror is only entitled to make the offer conditional upon the requisite regulatory approvals being obtained; and
- an extension of the acceptance period for the cash offer is only permitted if there is no delay in payment of the consideration to those who have already accepted the offer.

Compulsory acquisition (squeeze-out)

Chapter 22 of the Swedish Companies Act contains provisions pertaining to redemptions of minority shareholders (squeeze-outs of minority shareholders), which entail that a shareholder who holds more than nine-tenths of the shares in a company (the majority shareholder) is entitled to buy out the remaining shares of the other shareholders. The majority shareholder is also obliged to buy out a minority shareholder's shares if the minority shareholder so requests. The rights and obligations of shareholders in conjunction with a compulsory acquisition proceeding are set out below.

Disputes pertaining to the existence of a right or obligation to buy out or to the amount of the purchase price shall be settled through arbitration pursuant to the special rules set out in Chapter 22 of the Swedish Companies Act and the Swedish Arbitration Act (Sw. *Lagen (1999:116) om skiljeförfarande*). Minority shareholders have the opportunity to appoint a joint arbitrator. In the event this does not take place, the Board of Directors shall request that the Swedish Companies Registration Office appoint a trustee tasked with securing the appointment of a joint arbitrator to represent the minority shareholders and to protect the rights of the minority shareholders in the buy-out dispute. A minority shareholder also has the opportunity to bring his/her own action in the arbitration proceedings.

Prior to final determination of the purchase price and upon petition by the majority shareholder, the arbitral tribunal may decide, in a separate award, upon advance vesting of title in the shares. This entails a transfer of title in the shares to the majority shareholder and enables the majority shareholder to exercise those rights provided by the shares from the date that the judgement on advance vesting enters force or, if the arbitral tribunal has so decided, from the date of the decision.

The majority shareholder is liable to defray the fees of the arbitrators and the trustees. A minority shareholder who brings his/her own action in the arbitration proceedings is also entitled to have his/her costs defrayed by the majority shareholder.

DIVIDEND POLICY

The Company aims to distribute a dividend to its shareholders of 40–60 percent of its net profit for the applicable period.

However, decisions on dividend distributions are to take into account the Company's financial position, cash flow, acquisition opportunities, strategic considerations and prospects.

DIVIDEND HISTORY

For the financial year	2021	2020
Total dividend (MSEK and excluding treasury shares)	176	162
No. of shares outstanding	54,157,861	54,157,861
Dividend per share (SEK)	3.30	3.00

IMPORTANT INFORMATION ON TAXATION

The tax legislation in the investor's home country and in Sweden may affect any income received from shares in the Company. The taxation of any dividend, as well as capital gains taxation and rules concerning capital losses in connection with the disposal of securities, depends on the investor's particular circumstances. Special rules apply to certain categories of taxpayers and certain types of investment forms. Each holder of shares should therefore consult a tax adviser for information on the specific implications that may arise in an individual case, including the applicability and effect of foreign tax rules and tax treaties.

Legal issues

SIGNIFICANT AGREEMENTS

Acquisition of Tractel

On 2 August 2022, Alimak Group signed an agreement to acquire all shares in Tractel. Possession was transferred on 21 November 2022. The purchase consideration is based on an enterprise value of MEUR 500 on a cash-free and debt-free basis.

The share purchase agreement contains the customary guarantees pertaining to the sellers, including the authorisation of the seller to sign the agreement and their right of ownership to the shares sold, as well as customary guarantees pertaining to the companies in Tractel, including organisation, financial statements, taxes, regulatory compliance, contracts, employment issues, environmental issues and intellectual property rights. Furthermore, the share purchase agreement contains customary guarantees pertaining to the buyer.

The acquisition was financed in part by a long-term loan facility of MEUR 300 and in part by a bridge loan facility of MSEK 2,090 from Handelsbanken (with the intent to repay using the proceeds from the Rights Issue).

Financing agreement

For information on the Group's financing agreements, refer to "*Financing structure and loans*" under "*Capitalisation, indebtedness and other financial information*".

Other

Apart from the agreements described above, there are no material agreements that the Company has signed in the last two years, or other agreements that the Company has signed that involve rights or obligations of material significance to the Company (in both cases, excluding agreements signed as part of operating activities).

LEGAL PROCEEDINGS AND ARBITRATION

The Company is not involved in any official proceedings, legal proceedings or arbitration (including proceedings that have not yet been concluded or, to the Company's knowledge, risk being initiated) and, in the last 12 months, has not been involved in any such proceedings that could have or recently have had any significant effects on the Company and/or the Group's financial position or profitability.

RELATED-PARTY TRANSACTIONS

Since 31 December 2021, no related-party transactions that are material to the Company, either individually or jointly, were conducted during the period covered by the historical financial information up until the date of this Prospectus. All intra-Group transactions are and have been conducted on market terms.

SUBSCRIPTION UNDERTAKINGS AND NON-BINDING STATEMENTS

Investment AB Latour, the Company's largest shareholder, and Första AP-fonden, who together hold approximately 35.4 percent of the total number of shares and votes in Alimak Group, have undertaken to subscribe for new shares corresponding to their respective pro rata share of the Rights Issue. The subscription undertakings are not secured by bank guarantee, blocking funds, pledging or similar arrangements. In addition, a group of institutional shareholders including Alantra EQMC Asset Management, C Worldwide, NN Group N.V. and Sundt AS, who together hold approximately 28.5 percent of the total number of shares and votes in Alimak Group, have declared their intention to exercise their preferential rights in the Rights Issue and thereby subscribe for new shares corresponding to their holdings in Alimak Group.

COSTS RELATED TO THE RIGHTS ISSUE

The Company's costs related to the Rights Issue, including fees to advisers, and other estimated transaction costs are expected to amount to approximately MSEK 24.

In addition to costs for the Rights Issue, Alimak Group has estimated total acquisition-related costs, including transaction, financing, integration and restructuring costs of approximately MSEK 55, of which the Company has reported MSEK 28 up to and including December 31, 2022.

ADVISER INTERESTS

Advokatfirman Lindahl KB is the legal adviser to the Company in conjunction with the Offering as regards Swedish law. Advokatfirman Lindahl KB has provided, and in future may provide, the Company with legal advisory services. In connection with the Offering, the legal advisers will receive customary remuneration for advisory services.

Handelsbanken and BNP Paribas are Joint Global Coordinators, Joint Bookrunners and the Company's financial advisors in connection with the Rights Issue. Handelsbanken and BNP Paribas have provided, and may in the future provide, financial advisory and other services to the Company in connection with the Offering, for which they will receive customary remuneration. Handelsbanken (and companies related to Handelsbanken) and BNP Paribas (and companies related to BNP Paribas) have provided, and may in the future provide, the Company with various bank, financial investment, commercial and other services.

In addition, Handelsbanken is the lender to the Company. The proceeds of the issue are intended to be used to repay the bridge loan the Company raised from Handelsbanken in conjunction with the acquisition of Tractel. Refer to "*Financing structure and loans*" under "*Capitalisation, indebtedness and other financial information*".

Apart from the information stated above, the Company's advisers do not have any material interests, either directly or indirectly, in the Company or the Rights Issue.

SUMMARY OF STATUTORY PUBLICATIONS

Below is a summary of the information that the Company has published over the last 12-month period in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "Market Abuse Regulation") that remains relevant as of the date of the Prospectus. All publications can be found in their entirety on the Company's website, www.alimakgroup.com.

Financial statements

- On 27 April 2022, Alimak Group published its interim report for January–March 2022.
- On 19 July 2022, Alimak Group published its interim report for January–June 2022.
- On 20 October 2022, Alimak Group published its interim report for January–September 2022.
- On 17 February 2023, Alimak Group published its year-end report for January–December 2022.

The Offering

On 24 February 2023, Alimak Group announced that the Board of Directors had resolved on the forthcoming issue of new shares, with preferential rights for existing shareholders, of approximately MSEK 2,500 before transaction costs.

Acquisitions

- On 18 July 2022, Alimak Group announced that it had signed an agreement to acquire all of the shares in Tall Crane Equipment LTD, a licensed elevator contractor, which will now become a part of Alimak Group's Construction division. The purchase consideration totalled MSEK 215, and the seller was also given the opportunity to receive a conditional earn-out amounting to a maximum of MSEK 105. The acquisition will facilitate an expansion in Construction and permanent industrial equipment as well as the Company's other services.
- On 2 August 2022, Alimak Group announced that it had signed an agreement to acquire Tractel, a leading safety specialist providing innovative and cost-effective working-at-height services. The purchase consideration totalled MEUR 500[1] and was financed in part by a long-term loan facility and in part by a bridge loan facility from Handelsbanken. The intent is to repay the latter through a new share issue with preferential rights for Alimak Group's existing shareholders. The costs related to the acquisition will total MSEK 55.

INFORMATION ABOUT THE PROSPECTUS

This prospectus is dated and approved by Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*, the "**SFSA**") on 3 March 2023 and is valid for up to twelve months after this date. The obligation to provide amendments to the Prospectus in case of new circumstances of importance, material errors or material inaccuracies will not apply when the Prospectus no longer is valid.

APPROVAL OF THE PROSPECTUS

The Prospectus has been approved by the SFSA as the competent authority under Regulation (EU) 2017/1129 of the European Parliament and of the Council. The SFSA approves this Prospectus insofar as the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129 have been met, and this approval should not be regarded as an endorsement of the issuer that is the subject of this Prospectus. Nor should this approval be regarded as an endorsement of the quality of the securities that are the subject of this Prospectus, and investors should form their own opinion of whether these securities are a suitable investment. This Prospectus has been prepared as part of a simplified prospectus under Article 14 of Regulation (EU) 2017/1129.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be made available for inspection during the period of validity of the Prospectus at the Company's main office at Blekholmstorget 30, SE-111 64 Stockholm, Sweden: (i) Alimak Group's Articles of Association; (ii) Alimak Group's registration certificate; (iii) Tractel's annual report for the 2021 financial year with the enclosed auditor's report; and (iv) this Prospectus. Documents (i)–(iv) are also available in electronic form on the Company's website: www.alimakgroup.com.

1) Corresponding to MSEK 5,564.15 with an exchange rate of SEK 11.1283 per euro retrieved on 31 December 2022.

ALIMAK GROUP

Information on Tractel

MARKET OVERVIEW

The information in this Prospectus pertaining to market conditions, market development, growth figures, market trends and the competitive landscape in the markets and regions where Tractel operates is based on data, statistics and reports from Tractel based on internal information. Certain information about market share and other statements in the Prospectus, for example pertaining to the industry in which Tractel's operations are conducted and Tractel's position in relation to its competitors, are not based on published statistics or information from independent third parties. Unless otherwise stated, the business and market data is based on Tractel's own assessments and best estimates. Tractel has compiled information regarding the market and competitive landscape based on assumptions, estimates and methods deemed reasonable by Tractel. In cases where information has been obtained from third parties, this information has been reproduced correctly, and as far as Tractel is aware and can ascertain from the information published by the third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading. Other factors that should be considered when assessing market and industry data are described elsewhere in the Prospectus, including the section "Risk factors".

MAIN MARKETS AND PRIMARY OPERATIONS

Tractel is a supplier of working-at-height and critical-access solutions, offering products and services for working in dangerous environments (for example, working at height or in confined spaces), such as safe access to buildings and installations, fall protection and tools for working efficiently with heavy loads.

The market is driven by secular macro trends, such as (i) increasing urbanisation and a shortage of available space, which are fuelling construction of taller buildings in cities, (ii) greater focus on security in global and local regulations, and (iii) growing complexity in infrastructure and industrial projects (for example, bridges and power plants), which is resulting in more complex access and maintenance work.

More specifically, Tractel mainly operates in five product markets: Permanent Access, Temporary Access, Height Safety, Productivity Solutions and Services.

Permanent Access mainly includes suspended permanently installed solutions for facade access. Tractel designs, manufactures, installs and services these solutions. Products include building maintenance units (BMUs) for high-rise buildings, monorail systems, davits (small construction hoists) and other access equipment for industry and infrastructure.

Temporary Access mainly includes suspended access products and solutions as well as rack-and-pinion equipment. Suspended products include man-riding hoists and related platforms. Products based on rack-and-pinion technology mainly include mast climbing work platforms, transport platforms and construction hoists.

Height Safety refers to products and solutions encompassing a wide and comprehensive range of personal and collective protection equipment. Collective protection equipment mainly includes guardrails and safety gates. Personal protection primarily comprises textile products (such as harnesses and lifelines), mechanical equipment (such as self-retracting lanyards), other lifeline systems, safety ladders and solutions for confined spaces.

Productivity Solutions is the oldest of Tractel's traditional core operations. It includes products that enable safer and more efficient lifting of heavy objects, such as manual and electric wire rope pass-through hoists, a comprehensive range of chain hoists, load measurement and control solutions, and "below hook" products such as specialised pulleys, clamps and load turning devices.

Services refers to Tractel's service offering, which has three main components. The first encompasses BMUs serviced by the Tractel team in major cities with an important installed base. The second encompasses numerous other Tractel products, particularly man-riding and material wire rope pass-through hoists, which have long service lives and specific maintenance requirements that can be met in Tractel's workshops. The third component of the service offering encompasses a relatively limited offering of rental services in a small number of selected geographical regions (France, Germany, Spain and Singapore).

Breakdown of revenue by operating area

Breakdown of revenue (MSEK)	2021	2020
Revenue	**1,895**	**1,942**
Breakdown:		
Permanent Access	24 %	21 %
Temporary Access	13 %	20 %
Height Safety	22 %	20 %
Productivity Solutions	17 %	16 %
Services	24 %	22 %

Geographical markets

Breakdown of revenue (MSEK)	2021	2020
Revenue	**1,895**	**1,942**
Breakdown:		
North America	35 %	37%
France	18 %	19 %
Nordics	11 %	8 %
Northeast Europe	20 %	17 %
Northwest Europe	8 %	9 %
Southern Europe	5 %	6 %
Asia	3 %	4 %

Competition

Tractel mainly focuses on the premium segment and primarily competes on the basis of quality, innovation and differentiation with respect to its products as well as its brand, service presence and shorter lead times. Tractel's competitors include low-cost players, other specialists and major global players in the market.

TRENDS

The trends that form the basis of market growth are urbanisation, verticalisation, height safety regulation, productivity, and ESG.

Urbanisation – The number of people living in urban areas is expected to increase in the coming decades, resulting in (i) an increased need for both new construction and renovation of ageing infrastructure, (ii) the development of industrial projects, and (iii) increasing complexity in infrastructure projects, which requires technical know-how.

Verticalisation – The number of high-rise buildings (>200 meters) is expected, by the Company, to increase in the future, which means that both high-altitude access solutions and technical expertise will continue to be critical. Furthermore, the workers will continually be exposed to risks at work, which entails an increased number of safety regulations.

Safety at height regulation – Stricter safety regulations lead to more market regulations regarding high altitude work which results in a growing market for protective equipment where the ability to adapt to new regulations and relationships with regulatory bodies is crucial.

Productivity and ESG – Rising personnel costs and personnel shortages in developed countries are driving a need for improved productivity. Furthermore, there is an increased focus on ESG, including safety for workers. This means that developed countries are forced to look for automated solutions, while companies are willing to pay more for reliable and efficient solutions regarding high altitude work because the marginal cost remains relatively low compared to total project costs.

TRACTEL'S OPERATIONS

Organisation

Tractel's legal name is TI Développement SA, reg.no B195154. The Board of Directors has its registered office in the Grand Duchy of Luxembourg. Tractel is a *Société Anonyme* and its legal form is regulated by legislation in the Grand Duchy of Luxembourg. Tractel's address is 12 Rue de l'Industrie, L-3895 Foetz, The Grand Duchy of Luxembourg, telephone +3524342421 and its website is www.tractel.com. Tractel was formed on 26 January 2015. The information on the website is not part of the Prospectus provided the information has not been incorporated into the Prospectus through reference.

Tractel's most important subsidiaries, which are owned both directly and indirectly by Tractel, are as follows:

Business name	Registered office	Shares and votes, %
TI Luxembourg S.A.	Luxembourg	100
TI Expansion S.A.	Luxembourg	100
Tractel GmbH	Germany	100
Tractel International SAS	France	100
Tractel Suomi Oy	Finland	100
Tractel North America Inc.	US	100

ALIMAK GROUP

THE MOST IMPORTANT EVENTS IN THE DEVELOPMENT OF TRACTEL'S OPERATIONS	
1941	Tractel is founded.
1991	Acquisition of Swingstage, a leader in suspended work platforms based in Canada.
2001–2002	Acquisition of Topal & Charlet Services.
2006	Acquisition of Faba Safety Ladders, a company based in Germany.
2009	Acquisition of Hutrel, a Spain-based company specialising in welding, cutting and bending.
2016	Acquisition of Bluewater and Fabenco, a company specialising in passive fall protection based in the US.
2017	Acquisition of Knot, a manufacturer of textile safety products based in Turkey.
2018	Acquisition of Scanclimber, a manufacturer of mast climbing work platforms and elevators based in Finland.

STRATEGY AND TARGETS

Strategy

Tractel is a platform for growth with a strategy that highlights profitable growth and cash flow generation. The company has a geographical organisation led by an experienced local management team and focuses on product development and an effective sales force combined with intensified digital marketing. Tractel is also ready to continue growing through acquisitions.

Main factors of future revenue growth include:

- Strong recovery of the market after COVID-19, primarily driven by returning volumes.
- Expansion into new markets and applications.
  - Permanent/Temporary access: Expansion of the US market with Scanclimber and further expansion of the expansive markets for public infrastructure and industry both in North America and Europe.
  - Height Safety: Expansion in the confined spaces segment.
  - Productivity Solutions: Increased market share through accelerated distribution and new product launches.
- Growth in service revenue driven by an increased installed base.
- Pricing as a result of Tractel's ability to transfer price increases to customers.

Vision

Tractel's vision is to be the leading global platform for accessibility, productivity and height safety solutions and to offer critical solutions to protect workers and improve their productivity. Tractel also aims to be recognised for its high-quality products designed for reliability and sustainability and a business model focusing on sustainability throughout the value chain.

Future challenges

Tractel's future challenges mainly relate to market uncertainty that could impact demand for the company's products. Uncertainty in the macroeconomic climate and the global financial markets could present challenges for the company when it comes to fully executing its strategy to take shares of the US construction market and successfully transfer price increases to customers. Market uncertainty could also result in challenges when it comes to further expanding in the infrastructure and industry segment if public investments in infrastructure decline or are delayed.

Future prospects

Going forward, Tractel will work to develop its operations by further expanding into adjacent markets, such as infrastructure and industry and confined spaces. Cross-selling possibilities between suspended access and rack-and-pinion technology is also a target within the rental business, as is the use of specialised sales teams for specific markets. To fulfil Tractel's future prospects, the company will utilise its product expertise and increase its focus on efficient sales, innovation and digital marketing.

INTELLECTUAL PROPERTY RIGHTS

Tractel is not dependent on any intellectual property rights owned by a third party. However, the company makes use of a combination of proprietary brands and patents to protect its intellectual property rights. Although Tractel is not dependent on any important patents, licenses, industrial, commercial or financial agreements, or new manufacturing processes, its brands, particularly Tractel, Scanclimber, Swingstage and BlueWater, are regarded as important for marketing Tractel's products.

REGULATORY FRAMEWORKS FOR TRACTEL'S OPERATIONS

The regulatory requirements on Tractel's products depend on which geographical regions the products are distributed to, sold to or installed in as well as the classification of the products: The North American market is subject to the UL, CSA and OSHA standards. To operate in the European market, companies must comply with the Machine Directive, the New European PPE Regulation, and the Low Voltage Directive. In particular, the design of the products is governed by technical standards such as the European Standard EN 1808 harmonised with the Machinery Directive.

Other laws and regulatory frameworks that are relevant for Tractel are not specific for Tractel's products.

BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND AUDITORS

Board of Directors and forms of Board work

Tractel's Board of Directors currently comprises three Directors. All Directors are elected for the time until the end of the Annual General Meeting to be held in 2023. Detailed information about the company's Directors is presented below, including their education, experience, ongoing and completed assignments. Tractel is a wholly owned subsidiary of Alimak Group, and accordingly no director owns any shares or other securities in Tractel.

SYLVAIN GRANGE

Chairman of the Board

Born 1971, elected 2008.

Refer to the section on Alimak Group's senior executives.

PHILIPPE GASTINEAU

Director

Born 1966, elected 2017.

Refer to the section on Alimak Group's senior executives.

CATHERINE VERHULST

Director

Born 1965, elected 2022.

Experience: Finance and Administrative Director and HR manager for Tractel Secalt SA, Tractel Trading Luxembourg SA, TI Expansion SA, TI Développement SA, TI Luxembourg SA, Secalt India Pvt Ltd and Tractel Project UK.

Education: Master of Finance (HEC) and Business School (Skema Lille).

Other current assignments:

Previous assignments in the last five years: Director of Secalt India Pvt Ltd.

Holdings in Alimak Group: –

Auditor

On 29 May 2022, the Annual General Meeting (AGM) resolved on the election of PricewaterhouseCoopers Société Coopérative as auditor for the period up until the AGM approves the 2022 annual accounts. David Schmidt, partner at PricewaterhouseCoopers Société Coopérative and member of Institut des Réviseurs d'Entreprises, has been the auditor in charge for Tractel since 2022. PricewaterhouseCoopers Société Coopérative was the company's auditor during the period covered by the historical financial information.

Other information on Directors and senior executives

All Directors and senior executives can be reached at the address for Alimak Group: Blekholmstorget 30, SE-111 64 Stockholm, Sweden.

There are no familial connections between the Directors and/or the senior executives. No Director or senior executive has been sentenced in any fraud-related cases in the last five years. None of them have been involved in any bankruptcy, receivership, or liquidation in the capacity as a member of an administrative, management or inspection body or senior executive in the last five years. Nor have any accusations or sanctions been issued by government or inspection authorities (including approved professional associations) against them in the last five years. No Director or senior executive has been prohibited by court action in the last five years from becoming a member of a company's administrative, management or inspection body or from exercising management or general functions at an issuer.

No Director or senior executive has any private interest or other assignments that could conflict with the tasks they perform for Tractel. However, as indicated above, several Directors and senior executives have financial interests in Tractel through shareholdings.

There are no separate agreements with major shareholders, customers, suppliers or other parties under which any Director or other senior executive has been appointed.

Historical financial information

DOCUMENTATION INCORPORATED THROUGH REFERENCE

Tractel's financial statements for the 2021 financial year constitute an integrated part of this Prospectus and can be read as a part thereof and references are made as follows:

Tractel

- Annual Report 2021: Auditor's report (pages 4–7), Report on the group's financial position (pages 8–9), Group income statement (page 10), Report on consolidated comprehensive income (page 11), Group changes in equity (page 12), Group cash flow statement (page 13) Notes (pages 14–49).

All documents that have been incorporated through reference are available electronically via: https://corporate.alimakgroup.com/en/rights-issue-2023/. Those portions of the respective annual reports not made reference to contain information that can be found in other sections of this Prospectus or are deemed not relevant in conjunction with the Right Issue. Tractel's annual report for the 2021 financial year has been audited by Tractel's auditors and the auditor's report is included in the annual report.

Accounting standards

The financial information for Tractel has been prepared pursuant to IFRS as endorsed by the EU as the primary basis under Regulation (EC) No 1606/2002.

Definitions

Swedish Companies Act	refers to the Swedish Companies Act (2005:551) (Sw. *Aktiebolagslagen (2005:551)*).
BNP Paribas	refers to BNP PARIBAS.
Euroclear	refers to Euroclear Sweden AB, reg.no 556112-8074.
The Offering	refers to the Offering to the general public in Sweden pursuant to this Prospectus.
EY	refers to Alimak Group's independent auditor Ernst & Young Aktiebolag, reg.no 556053-5873.
Handelsbanken	refers to Svenska Handelsbanken AB (publ) or, where applicable, Handelsbanken Capital Markets (part of Svenska Handelsbanken AB (publ)).
Nasdaq Stockholm	refers to the regulated market operated by Nasdaq Stockholm AB, reg.no 556420-8394.
Alimak Group or **the Company**	refers to Alimak Group AB (publ), reg.no 556714-1857.
The Prospectus	refers to this prospectus.
Prospectus Regulation	refers to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
The Code	refers to the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*).
The Group	refers to the group in which Alimak Group is the Parent Company.
SEK, TSEK, MSEK, BSEK	refers to Swedish kronor, thousands of Swedish kronor, millions of Swedish kronor and billions of Swedish kronor.
Tractel	refers to TI Développement SA, reg.no 88181013900017, Grand Duchy of Luxembourg.

ALIMAK GROUP

Addresses

ALIMAK GROUP AB (PUBL)
reg.no 556714-1857
Blekholmstorget 30
SE-111 64 Stockholm, Sweden

LEGAL ADVISER TO THE COMPANY

Advokatfirman Lindahl KB
Nybrogatan 17
SE-114 39 Stockholm, Sweden

JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS

Handelsbanken Capital Markets
Blasieholmstorg 11
SE-106 70 Stockholm, Sweden

BNP PARIBAS
16, Boulevard des Italiens
75009 Paris, France

LEGAL ADVISOR TO BNP PARIBAS

Roschier Advokatbyrå AB
Brunkebergstorg 2
SE-111 51 Stockholm, Sweden

AUDITOR

Ernst & Young Aktiebolag
Hamngatan 26
SE-111 47 Stockholm, Sweden

alimakgroup.com

Alimak Group AB
Blekholmstorget 30
SE-111 64 Stockholm, Sweden

BrandFactory Finanstryck 2023 / 251721