

2022-09-08



Decision

EQT AB
Attn: Christian Sinding

FI Ref 21-24085
(Obligatory in replies)

Finansinspektionen
Box 7821
103 97 Stockholm
Tel +46 8 408 980 00
finansinspektionen@fi.se
www.fi.se

CC: Chair of the Board of Directors

Investigation into violations of EU's Market Abuse Regulation; now a matter of dismissal

Decision by Finansinspektionen

Finansinspektionen hereby closes this matter.

To appeal the decision, see *Appendix 1*.

The case

On 23 September 2021, Finansinspektionen informed EQT AB (EQT or the company) (556849-4180) that Finansinspektionen had opened an investigation into potential violations of Articles 17 and 18 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse¹ (MAR) in conjunction with the company's communication to the market on 7 September 2021 regarding the revision of its lock-up structure.

Finansinspektionen presented its observations and preliminary assessments in a verification letter on 30 November 2021.

¹ Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

EQT responded to the verification letter on 4 January 2022.

Grounds for Finansinspektionen's decision

In order for information to constitute inside information pursuant to Article 7(1) of MAR, the information must be of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments.

According to EQT's listing prospectus, some shareholders have undertaken to not transfer or dispose over their holdings of shares in the company during a certain period of time without written approval from EQT (so-called lock-up agreements).

During the investigation, it became known that the company's Board of Directors granted a mandate to the CFO on 31 August 2021 to decide if and when, within certain restrictions, the lock-up structure could be revised. The decision to conduct the revision was then made at a meeting on 7 September 2021 between the company and representatives for the shareholders who had entered into lock-up agreements. Approximately one hour after the meeting ended, the company published a press release with information about the revision.

Finansinspektionen makes the assessment that inside information in the meaning referred to in Article 7(1) arose in any case at the Board meeting on 31 August 2021. EQT was obligated to disclose this information to the market pursuant to Article 17(1) of MAR.

According to Article 17(1), an issuer must inform the public as soon as possible of inside information which directly concerns that issuer. However, an issuer may, on its own responsibility, instead decide to delay disclosure of the information provided that immediate disclosure would likely prejudice the legitimate interests of the issuer, that a delay of disclosure would not likely mislead the public, and that the issuer can ensure the confidentiality of that information (Article 17(4)(a-c)).

EQT decided to delay the disclosure of inside information already on 16 August 2021. As a legitimate interest for a delay of disclosure, EQT referred to ongoing negotiations that could be negatively impacted by immediate disclosure. The investigation determined, in part, that these negotiations were

not only about partly releasing the shareholders from their commitments under the lock-up agreements but also about placing demand on extended commitments for the shareholders and reinvestments into EQT funds. Given these circumstances, and from the other observations made during the investigation, Finansinspektionen makes the assessment that the requirement set out in Article 17(4)(a) on the likely prejudice of legitimate interests is considered to have been met up to the point in time when the disclosure was made. Other conditions for delaying disclosure are also considered to have been met. Given these circumstances, EQT has not violated the provisions on disclosure requirements set out in Article 17. There is therefore no grounds on which for Finansinspektionen to intervene against EQT due to the disclosure on 7 September 2021.

Pursuant to Article 18(1) of MAR, issuers shall draw up a list of all persons who have access to inside information (a so-called insider list). As part of the investigation, Finansinspektionen received the insider list EQT prepared regarding the information. The authority noted some formal deficiencies in the list. However, these deficiencies are so negligible in nature that they also do not present grounds on which to intervene against the company.

This matter is thereby dismissed.

FINANSINSPEKTIONEN

Susanne Ellegård
Deputy Head of Department
Capital Markets Law

Marie Eiderbrant
Senior Legal Counsellor
Capital Markets Law

This document has been signed digitally.