



## SBB completes acquisition of 44.2 percent of the shares and votes in Offentliga Hus and resolves on a directed issue of Class D common shares

*The potential Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction in which the making of the potential Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law*

Press release

23 December 2020

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On 18 December 2020, Samhällsbyggnadsbolaget i Norden AB (publ) ("**SBB**" or the "**Company**") announced an acquisition of 138,917,953 shares in Offentliga Hus i Norden AB (publ) ("**Offentliga Hus**"), corresponding to 54.3 percent of the shares and votes, for a purchase price of SEK 2,139,336,476.

SBB has today, through its subsidiary SBB i Norden AB (publ), completed the acquisition of 113,064,967 shares in Offentliga Hus, corresponding to 44.2 percent of the shares and votes, for a purchase price of SEK 1,741,200,492. As part of such completion, the board of SBB, based on the authorization granted by the Annual General Meeting held on 27 April 2020, has resolved on an issue of not more than 7,860,160 new Class D common shares ("**D-shares**"). Aktiebolaget Fastator (publ) and Offentliga Nordic Property Holding SARL has subscribed for all D-shares in the directed issue.

Completion of the remaining part, 25,852,986 shares in Offentliga Hus, corresponding to 10.1 percent of the shares and votes, acquired from Nordact AB, is subject to the approval of relevant competition authorities and is intended to be completed once such approvals are obtained.

The parties have agreed on a price of SEK 15.40 per share in Offentliga Hus, which is paid, in aggregate, with SEK 10.78 in cash and SEK 4.62 in newly issued D-shares in SBB. In total, this corresponds to a cash consideration of SEK 1,497,535,533 and 20,703,256 newly issued D-shares in SBB, amounting to a value of SEK 641,800,943 based on a price of SEK 31 per D-share, distributed in accordance with the below, entailing a total distribution of 70 percent in cash consideration and 30 percent in newly issued D-shares in SBB.

Shareholder	Shares i Offentliga Hus	Purchase price (SEK)	Cash consideration (SEK)	Share consideration (SEK)	Share consideration (newly issued D-shares in SBB)
Aktiebolaget Fastator (publ)	54 593 385	840 738 129	678 294 823	162 443 306	5 240 107
Offentliga Nordic Property Holding SARL	53 270 348	820 363 359	739 141 706	81 221 653	2 620 053
CLBRM Private S.A, SICAR	5 201 234	80 099 004	80 099 004	-	-
Nordact AB	25 852 986	398 135 984	-	398 135 984	12 843 096
	<b>138 917 953</b>	<b>2 139 336 476</b>	<b>1 497 535 533</b>	<b>641 800 943</b>	<b>20 703 256</b>

The directed share issue entails an increase of the number of shares in SBB by 7,860,160 and an increase in the share capital by SEK 786,016. This entails an increase in the number of shares from 1,501,534,791 to 1,509,394,951 and an increase in the share capital from SEK 150,153,479.10 to SEK 150,939,495.10, corresponding to a dilution of approximately 0.5 percent of the number of shares and approximately 0.2 percent of the number of votes in the Company.

In accordance with the takeover rules for certain trading platforms (the "**Takeover Rules**") today's completion of the acquisition of the shares in Offentliga Hus triggers an obligation for SBB to make a public offer for the remaining shares in Offentliga Hus (the "**Offer**"). The Offer shall, in accordance with the Takeover Rules, be made within four weeks. SBB intends to make the Offer within the time limits stipulated in the Takeover Rules and in accordance with the provisions of the Takeover Rules.

#### For further information, please contact:

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*Samhällsbyggnadsbolaget i Norden AB (publ) (SBB) is the Nordic region's leading property company in social infrastructure. The Company's strategy is to long term own and manage social infrastructure properties in the Nordics and rent regulated residential*

*properties in Sweden, and to actively work with property development. Through SBB's commitment and engagement in community participation and social responsibility, municipalities and other stakeholders find the Company an attractive long-term partner. The Company's series B shares (ticker SBB B) and D shares (ticker SBB D) are listed on Nasdaq Stockholm, Large Cap. The Company's preference shares (ticker SBB PREF) are listed on Nasdaq First North Premier Growth Market. Certified Adviser is Erik Penser Bank (contact: [certifiedadviser@penser.se](mailto:certifiedadviser@penser.se) / +46 84638300). Further information about SBB is available at [www.sbbnorden.se](http://www.sbbnorden.se).*

## **Important information**

This press release does not constitute an offer to buy or sell shares, nor does it constitute an invitation to offer to buy or sell shares.

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

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This press release is not an offer for sale of securities in the United States. The shares to be delivered in connection with the potential Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, delivered or otherwise transferred in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

The potential Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

The acceptance period for the potential Offer has not commenced.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the potential Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of SBB. Any such forward-looking statements speak only as of the date on which they are made and SBB has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.