



# SBB's mandatory offer to shareholders in Offentliga Hus – SBB announces offer document and that the ownership amounts to 72.93 percent

*The 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 registration documents, filings or other measures in addition to those required under Swedish law.*

On 18 December 2020, Samhällsbyggnadsbolaget i Norden AB (publ) ("**SBB**" or the "**Company**") announced an acquisition corresponding to 54.3 percent of the shares and votes in Offentliga Hus i Norden AB (publ) ("**Offentliga Hus**"). On 23 December 2020, SBB announced that they had completed the acquisition of 44.2 percent of the shares and votes in Offentliga Hus, whereby the completion of the remaining shares, corresponding to 10.1 percent of the shares and votes, was subject to the approval of relevant competition authorities. On 17 February 2021, SBB announced that they had received an approval from the Swedish Competition Authority (Sw. *Konkurrensverket*) and on 1 March 2021, SBB announced that they had completed the acquisition of the remaining shares that had been acquired.

Further, the completion on 23 December 2020 entailed an obligation for SBB to announce a public offer regarding the remaining shares in Offentliga Hus pursuant to the Takeover rules for certain trading platforms issued by the Swedish Corporate Governance Board (the "**Takeover rules**"). On 20 January 2021, SBB announced a mandatory public offer to the shareholders in Offentliga Hus (the "**Offer**").

## **Offer document etc.**

A prospectus, which also includes information that must be included in offer documents in accordance with the Takeover rules (the "**Offer Document**"), has today been approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*).

The Offer Document (*only available in Swedish*) and an acceptance form are held available on the Company's website (<https://corporate.sbbnorden.se/en/section/offentliga-hus-offer/>) and will also be held available on Nordea's website ([www.nordea.se/aktier](http://www.nordea.se/aktier)) and Swedbank's website ([www.swedbank.se/prospekt](http://www.swedbank.se/prospekt)). A pre-printed acceptance form will be sent to shareholders in Offentliga Hus whose shares were directly registered in Offentliga Hus as of 12 March 2021. Other documents relating to the Offer, including a video (*only available in Swedish*) and an investor presentation of the Offer, as well as frequently asked questions and answers, are held available on the Company's website (<https://corporate.sbbnorden.se/en/section/offentliga-hus-offer/>).

The acceptance period runs between 16 March – 13 April 2021. Assuming that the acceptance period ends on 13 April 2021, settlement is expected to begin around 23 April 2021. SBB

reserves the right to extend the acceptance period for the Offer and to postpone the settlement date. However, should an extension of the acceptance period be resolved, there will be no delay in payment of consideration to those who have already accepted the Offer.

### **SBB's ownership in Offentliga Hus**

As also evidenced by the Offer Document and as of the date of this press release, SBB, directly and indirectly, holds a total of 186,669,397 shares in Offentliga Hus, corresponding to approximately 72.93 per cent of the shares and votes in Offentliga Hus.

SBB may, prior to or during the acceptance period, acquire, or enter into arrangements to acquire, additional shares in Offentliga Hus outside the Offer. Any such acquisitions or arrangements will be made in accordance with the Takeover rules and Swedish law and be disclosed in accordance with applicable rules.

### **For further information, please contact:**

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The information was sent for publication, through the agency of the contact person set out above, on 15 March 2021 at 14:45 (CET).

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

The distribution of this press release and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this communication are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any such jurisdiction. Therefore, persons who receive this communication (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, SBB disclaims any responsibility or liability for the violations of any such restrictions by any person.

This press release is not an offer for sale of securities in the United States. The shares to be delivered in connection with the 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 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 registration documents, filings or other measures in addition to those required under Swedish law.

The Offer is not directed to shareholders resident in jurisdictions outside the European Economic Area, with exception for professional investors in the United Kingdom and,

consequently, the 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 from such jurisdiction. Professional investors in the United Kingdom refers to persons who (i) have professional experience in matters relating to investments falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”)), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) are existing Noteholders or other persons falling within Article 43 of the Financial Promotion Order, (iv) are outside the United Kingdom, or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated.

The acceptance period for the 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 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.

*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).*