



# **SBB announces an invitation to Noteholders to exercise their Noteholder Voluntary Conversion Right in respect of the SEK 2.75 billion 7.00 per cent. Subordinated Mandatory Convertible Notes due 2023**

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES OF THE SECURITIES WOULD BE PROHIBITED BY APPLICABLE LAW OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES

Stockholm, 21 June 2021 – Samhällsbyggnadsbolaget i Norden AB (publ) (“SBB” or the “Offeror”) announces an invitation (the “Invitation”) to holders (the “Noteholders”) to exercise their Noteholder Voluntary Conversion Right as defined in, and in accordance with the terms and conditions (the “Conditions”) of the Notes, in respect of any or all of their Notes, in respect of the SEK 2.75 billion Subordinated Mandatory Convertible Notes due 2023 (the “Notes”) issued by the Offeror and mandatorily convertible into series B registered shares of the Offeror (the “B Shares”).

Any Noteholder (i) who delivers a valid Invitation Conversion Notice (as described in the Invitation Termsheet) prior to the Expiration Deadline (as defined below) and (ii) whose offer is accepted for conversion by the Offeror, will be eligible to receive by way of consideration a cash sum equal to SEK 206,500 per SEK 1,000,000 in aggregate principal amount of the Notes (20.65% of the principal amount of the Notes) (the “Invitation Premium”). For the avoidance of doubt, in accordance with limb (c) of Condition 5.3, interest will cease to accrue on the relevant Notes from (and including) 24 January 2021 (being the Interest Payment Date falling on or immediately preceding the relevant Scheduled Settlement Date) and as such no additional payment will be made in respect of the accrued interest.

Any Noteholder whose Notes are accepted for conversion pursuant to the Invitation shall in addition receive, in accordance with the Conditions and subject to all applicable laws, B Shares comprising the relevant Noteholder's entitlement under the Conditions as a result of the exercise of Noteholder Voluntary Conversion Right.

The Offeror may, in its discretion, extend, re-open, amend, waive any condition of, or terminate the Invitation at any time prior to announcement of the final Invitation Premium and the final acceptance amount, subject to applicable law. Details of any such extension, re-opening, amendment, waiver or termination will be announced as soon as reasonably practicable after the relevant decision is made

The Invitation will commence today, 21 June 2021 and end at 4.00 p.m. (CEST) on 24 June 2021 (the “Expiration Deadline”).

The results of the Invitation including the final acceptance amount are expected to be announced before 8:00 a.m. (CEST) on 28 June 2021.

Citigroup Global Markets Limited and J.P. Morgan AG are acting as Dealer Managers in respect of the Invitation.

Any terms not defined in the press release, are defined in the Conditions of the Notes available on the Company's website.

Stockholm, 21 June 2021

Samhällsbyggnadsbolaget i Norden AB (publ)

**For further information, please contact:**

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*This information is information that Samhällsbyggnadsbolaget i Norden AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above on 21 June 2021, at 19:40 CEST.*

**About Samhällsbyggnadsbolaget i Norden AB (publ)**

Samhällsbyggnadsbolaget i Norden AB (publ) (SBB) is the Nordic region's leading real estate company in social infrastructure. The company's strategy is to own and manage community properties in the Nordic region and rental-regulated residential properties in Sweden in the long term, and to conduct active property development work. Through SBB's large community involvement, municipalities and other stakeholders find a long-term partner in the company. The company's B share (symbol SBB B) and D share (symbol SBB D) are traded on Nasdaq Stockholm, Large Cap. More information about SBB is available at [www.sbbnorden.se](http://www.sbbnorden.se).

**IMPORTANT NOTICE IN RELATION TO THE INVITATION**

This announcement does not constitute an invitation to participate in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by each of the Offeror, the Dealer Managers and the Conversion Agent to inform themselves about, and to observe, any such restrictions.

**United States**

The Invitation is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the Internet. Accordingly, copies of this announcement and any other documents or materials relating to the Invitation are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded in or into the United States or to any persons located or resident in the United States and Notes cannot be offered for conversion pursuant to the Invitation by any such use, means, instruments or facilities or from within the United States or by persons located or resident in the United States, as defined in Regulation S of the U.S. Securities Act of 1933 ("**Regulation S**" and the "**Securities Act**"). Failure to comply with these restrictions may result in a violation of applicable laws and any purported offer of Notes for conversion resulting directly or indirectly from a violation of these restrictions will be invalid and offers of Notes for conversion made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a nominee giving instructions from within the United States will not

be accepted.

This announcement is not an offer of securities for sale or an invitation to offer or sell securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act. The purpose of this announcement is limited to the Invitation and this announcement may not be sent or given to a person in the United States. Each holder of Notes participating in the Invitation will represent that it is not located in the United States and is not participating in the Invitation from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Invitation from the United States.

For the purposes of this and the above two paragraphs, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this announcement by the Offeror and any other documents or materials relating to the Invitation is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments, being investment professionals as defined in Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**FPO**”); (2) persons who fall within Article 43 or 49 of the FPO; or (3) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which this announcement relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.

### **France**

The Invitation is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). Neither this announcement, the Invitation Term Sheet nor any other document or material relating to the Invitation has been or shall be distributed to the public in France and only: (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*); and/or (ii) qualified investors (*investisseurs qualifiés*), acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code Monétaire et Financier are eligible to participate in the Invitation. This announcement has not been submitted for clearance to the Autorité des Marchés Financiers.

### **Italy**

None of the Invitation, this announcement, the Invitation Term Sheet or any other documents or materials relating to the Invitation have been submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. The Invitation is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the Financial Services Act) and article 35-bis, paragraph 3 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulation**”).

Accordingly, the Invitation is only addressed to holders of Notes located in the Republic of Italy who are “qualified investors” (*investitori qualificati*) as defined pursuant to and within the meaning of Article 100 of the Financial Services Act and article 34-ter, paragraph 1, letter b) of the Issuers’ Regulation.

Holders or beneficial owners of the Notes may offer their Notes for conversion pursuant to the Invitation through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Invitation

## **General**

This announcement does not constitute an offer to sell or buy or a solicitation of an offer to sell or buy the Notes, as applicable (and offers of Notes for conversion pursuant to the Invitation will not be accepted from Noteholders in any circumstances in which such offer or solicitation is unlawful). In those jurisdictions where the securities, blue sky or other laws require the Invitation to be made by a licensed broker or dealer and the Dealer Managers or their respective affiliates is such a licensed broker or dealer in such jurisdictions, the Invitation shall be deemed to be made by the Dealer Managers or such affiliate (as the case may be) on behalf of the Offeror in such jurisdictions.