



*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, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland. This is a translation of the original Swedish language press release. In the event of a dispute, the original Swedish wording shall prevail.*

## PRESS RELEASE

28 February 2019

# **EQT Real Estate controls, through Stendörren Real Estate, 40.67 per cent of the shares and 58.14 of the voting rights in Stendörren after the extended acceptance period**

On 27 November 2018, EQT Real Estate II<sup>1</sup> ("EQT Real Estate"), through Stendörren Real Estate AB<sup>2</sup> ("Stendörren Real Estate"), announced a public cash offer to the shareholders of Stendörren Fastigheter AB (publ) ("Stendörren") to tender all their shares in Stendörren to Stendörren Real Estate (the "Offer") at a price of SEK 99.69 per share<sup>3</sup> (the "Offer Price"). On 10 December 2018 Stendörren Real Estate declared the Offer unconditional and that the Offer would be completed. On 21 December 2018, Stendörren Real Estate announced the outcome of the Offer and, at the same time, extended the acceptance period to 16 January 2019. The acceptance period was later further extended to 8 February 2019. Ultimately, the acceptance period was extended to 26 February 2019. Stendörren Real Estate announces the outcome of the Offer and has decided not to further extend the acceptance period.

### **Outcome of the Offer**

The shares tendered in the Offer at the end of the extended acceptance period on 26 February 2019, together with the shares already held or otherwise controlled by Stendörren Real Estate and acquired outside the Offer, amounts to in aggregate 2,000,000 Class A-shares and 9,451,606 Class B-shares in Stendörren, corresponding to 40.67 per cent of all the shares and 58.14 per cent of all the voting rights in Stendörren.

At the end of the extended acceptance period on 26 February 2019, the Offer had been accepted by shareholders representing a total of 3,263,333 Class B-shares in Stendörren, corresponding to 11.59 per cent of all the shares and 6.44 per cent of all the voting rights in Stendörren.

Stendörren Real Estate has acquired 7,356,773 shares, whereof 2,000,000 Class A-shares and 5,356,773 Class B-shares, from Kvalitena AB (publ), Förvaltningsbolaget Hummelbosholm, Knut Pousette, Hans Lycketorp and Seth Lieberman, outside the offer, corresponding to 26.13 per cent of all the shares and 50.06 per cent of all the voting rights in Stendörren.

In addition, Stendörren Real Estate has exercised the call option issued by Kvalitena AB (publ), covering 500,000 Class B-shares in Stendörren, representing 1.78 per cent of all the shares and 0.99 per cent of all the voting rights in Stendörren.

Stendörren Real Estate has acquired 331,500 Class B-shares, representing 1.18 per cent of all the shares and 0.65 per cent of all the voting rights in Stendörren, in the market.

<sup>1</sup> EQT Real Estate II, comprising EQT Real Estate II SCSp acting by its alternative investment fund manager (gestionnaire), EQT Fund Management S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated and existing under Luxembourg law, having its registered office at 26A, Boulevard Royal, L-2449 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, Luxembourg) under number B 167.972, acting as manager (gérant) of EQT Real Estate II SCSp, a Luxembourg special limited partnership (société en commandite spéciale) with its registered office at 26A, Boulevard Royal, L-2449 Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, Luxembourg) under number B 227.967.

<sup>2</sup> A newly formed company wholly owned by EQT Real Estate II. Previously under name change to Chicago Holding AB from Goldcup 17730 AB.

<sup>3</sup> On 27 November 2018, Stendörren Real Estate announced a public cash offer with a consideration for the Class A- and Class B-shares amounting to SEK 100.25 in cash per Class A- and Class B-share adjusted for any dividends paid or other value transfers executed to shareholders of Class A- and Class B-shares for which the record date for such shares occurs before settlement in the Offer. The 2018 annual general meeting resolved on a dividend distribution of SEK 0.56 per Class A- and Class B-share with record date 3 January 2019. The cash consideration for the Class A- and Class B-shares has due to the aforementioned dividend payment been adjusted downwards from SEK 100.25 to SEK 99.69.

Stendörren Real Estate does not hold any other financial instruments that provide a financial exposure to shares in Stendörren.

Stendörren Real Estate will not extend the acceptance period further.

### **Settlement**

Settlement regarding the shares tendered in the Offer during the extended acceptance period is expected to occur around 5 March 2019.

### **Advisors**

DNB Markets, a part of DNB Bank ASA, Sweden Branch, ("DNB Markets") and Danske Bank A/S, Denmark, Sweden Branch, ("Danske Bank"), are acting as financial and capital markets advisors to EQT in connection with the Offer. Linklaters is acting as legal advisor to EQT Real Estate in connection with the Offer. In addition, EQT Real Estate has retained ÅF Infrastructure AB as technical advisor, Skeppsbron Skatt AB as tax advisor and Alvarez & Marsal Nordics AB as financial advisor.

### **For additional information please contact**

For more information about the Offer, please see: [www.eqtpartners.com/other/stendorren-bid/](http://www.eqtpartners.com/other/stendorren-bid/)

For media enquiries, please contact: EQT Press office: +46 8 506 55 334

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### **About EQT**

EQT was founded in 1994 together with Investor AB, the leading owner of Nordic-based international companies and founded by the Wallenberg family a hundred years ago. Today, EQT is a leading global investment firm with offices in 14 countries across three continents – Europe, North America and Asia. Since inception, EQT has raised some EUR 50 billion from around 600 global institutional investors across 28 funds. The funds are active within four investment strategies and have invested in approximately 210 companies, whereof approximately 105 have been exited.

### **About EQT Real Estate**

EQT Real Estate will seek to make direct and indirect controlling investments in real estate assets, portfolios and operating companies that offer significant potential for value creation through repositioning, redevelopment, refurbishment and active management.

**More info:** [www.eqtpartners.com](http://www.eqtpartners.com)

### **About Stendörren**

Stendörren Fastigheter AB (publ) is a real estate company listed on Nasdaq Stockholm, Mid Cap, which owns, manages and develops warehouses, logistics, industrial premises and office spaces in Stockholm and Mälardalen.

**More information:** [www.stendorren.se/en/](http://www.stendorren.se/en/)

### **IMPORTANT INFORMATION**

This is a translation of the original Swedish language press release. In the event of discrepancies, the original Swedish wording shall prevail.

### **Forward-looking statements**

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections as well as benefits of the Offer, are forward-looking statements. Forward-looking statements may generally, but not always, be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "expects," "believes," "anticipates," "plans," "intends," "estimates," "projects," "targets," "forecasts," "seeks," "could," or the negative of such terms, and other variations on such terms or comparable terminology. Forward-looking statements include, but are not limited to, statements about the expected future business of Stendörren resulting from and following the Offer. 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 Stendörren Real Estate and Stendörren, including but not limited to the effect of changes in general economic conditions, the level of interest rates, fluctuations in product demand, competition, technological change, employee relations, planning and property regulations, natural disasters and the potential need for increased capital expenditure (such as resulting from increased demand, new business opportunities and deployment of new technologies). Any such forward-looking statements speak only as of the date on which they are made and neither Stendörren Real Estate nor Stendörren has (or

undertakes) any 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.

#### **Offer Restrictions**

The Offer is not being made to persons resident in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland whose participation in the Offer requires that any additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law. This press release and any documentation relating to the Offer are not being published in or distributed to or into and must not be mailed or otherwise distributed or sent in or into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland. Persons who receive this communication (including, without limitation, nominees, trustees and custodians) and are subject to the law 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. Stendörren Real Estate, to the fullest extent permitted by applicable law, disclaims any responsibility or liability for the violations of any such restrictions by any person. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being made, and will not be made, directly or indirectly, in or into, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland by use of mail or any other means or instrumentality of interstate or foreign commerce, or of any facilities of a national securities exchange, of Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland. This includes, but is not limited to facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland or by persons located or resident in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland. Accordingly, this press release and any related Offer documentation are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland or to any Australian, Canadian, Hong Kong, Japanese, New Zealand, South African or Swiss persons or any persons located or resident in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland.

Stendörren Real Estate will not deliver any consideration from the Offer into Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland.

Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported acceptance by a person located in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland or any agent, fiduciary or other intermediate acting on a non-discretionary basis for a principal giving instructions from within Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland will be invalid and will not be accepted. Each holder of shares participating in the Offer will represent that it is not an Australian, Canadian, Hong Kong, Japanese, New Zealand, South African or Swiss person, is not located in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland and is not participating in such Offer from Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland or that it is acting on a non-discretionary basis for a principal that is not an Australian, Canadian, Hong Kong, Japanese, New Zealand, South African or Swiss person, that is located outside Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland and that is not giving an order to participate in such Offer from Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland.

This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Swiss must not forward this press release or any other document received in connection with the Offer to such persons.

Notwithstanding the foregoing, Stendörren Real Estate reserves the right to permit the Offer to be accepted by persons not resident in Sweden if, in its sole discretion, Stendörren Real Estate is satisfied that such transaction can be undertaken in compliance with applicable laws and regulations.

DNB Markets and Danske Bank are acting as financial adviser to Stendörren Real Estate, and no one else, in connection with the Offer. DNB Markets and Danske Bank will not be responsible to anyone other than Stendörren Real Estate for providing advice in relation to the Offer. The information has been provided by Stendörren Real Estate and, with respect to Stendörren, by Stendörren and taken from Stendörren's publicly available information. DNB Markets and Danske Bank have not assumed any obligation to independently verify, and disclaims any liability with respect to, the information herein.

Neither DNB Markets or Danske Bank, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of DNB Markets or Danske Bank in connection with this announcement, any statement contained herein, the Offer or otherwise.

The figures reported in this press release have been rounded off as appropriate.