

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER MEASURES. PLEASE SEE "IMPORTANT INFORMATION" AT THE END OF THE PRESS RELEASE.

## **SVEAFASTIGHETER PUBLISHES PROSPECTUS FOR ITS INITIAL PUBLIC OFFERING ON NASDAQ FIRST NORTH PREMIER GROWTH MARKET**

**Sveafastigheter AB (publ) ("Sveafastigheter" or the "Company"), one of Sweden's largest purely focused residential real estate companies, publishes its prospectus regarding the Company's initial public offering on Nasdaq First North Premier Growth Market Stockholm ("First North Premier") (the "Listing"). In connection with the Listing, a broadening of the ownership is planned to take place through an offering of existing shares in the Company (the "Offering") and shareholders in SBB will have a priority to acquire shares in the Offering.**

The prospectus has been approved and registered by the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*) and is now available on Sveafastigheter's website ([corporate.sveafastigheter.se](https://corporate.sveafastigheter.se)).

### **The Offering in Brief**

- The shares will be offered to the general public in Sweden as well as to qualified investors in Sweden and internationally. Shareholders in SBB will have priority to acquire shares in the Offering on the same terms as other investors.
- The Offering to institutional investors will only be made to (i) certain institutional investors outside the U.S. in compliance with Regulation S of the U.S. Securities Act as amended; and (ii) within the U.S., only to investors reasonable believed to be "qualified institutional buyers" as defined in Rule 144A of the U.S. Securities Act.
- The application period for the public in Sweden as well as the SBB priority tranche is expected to be October 8-16, 2024, while the application period for institutional investors is expected to be October 8-17, 2024.
- The final price in the Offering is expected to be set within a range of SEK 39.5–45.5 per share (the "**Price Range**"), corresponding to a total market value of the Company of approximately SEK 7.9–9.1 billion. The final offering price (the "**Offering Price**") is expected to be published through a press release on or around October 18, 2024.

- The Offering includes up to 88.0 million existing shares in Sveafastigheter (including the Overallotment Option, as defined below), corresponding to approximately 44 percent of the total number of shares in the Company. The existing shares are offered by SBB i Norden AB (the “**Selling Shareholder**”), which is currently owning Sveafastigheter. The Company does not intend to raise any proceeds in connection with the Listing.
- To cover any overallotments in connection with the Offering, the Selling Shareholder will issue an option to the Managers (as defined below) to sell up to 11.5 million shares, corresponding to up to 15 percent of the total number of shares in the Offering excluding the Overallotment Option (the “**Overallotment Option**”). Provided that the Overallotment Option is not exercised, the Offering will comprise up to 76.5 million shares, corresponding to approximately 38 per cent of the total number of shares in the Company.
- Based on the full acceptance of the Offering and a final Offering Price equal to the midpoint of the Price Range, SEK 42.5, the total value of the Offering amounts to SEK 3.7 billion. If the Overallotment Option is not exercised, the total value of the Offering amounts to SEK 3.3 billion, based on the midpoint of the Price Range corresponding to SEK 42.5.
- Several members of the management team and the Board of directors of Sveafastigheter, as well as the CEO of SBB have committed to acquire shares in the Listing.
- The Selling Shareholder has, with certain exceptions, committed to a lock-up period of 180 days after the day of commencement of trading on First North Premier. The Board of Directors, management team and key persons of Sveafastigheter have, with certain exceptions, committed to a lock-up period of 360 days after the day of commencement of trading on First North Premier.
- The first day of trading on First North Premier is expected to be October 18, 2024 and the shares will trade under the trading symbol (ticker) SVEAF. The Company aims to change listing venue to the Nasdaq Stockholm Main Market within 12 months.
- A prospectus (in Swedish with an English translation), approved and registered by the Swedish Financial Supervisory Authority, containing the complete terms and conditions for the Offering is now published on the Company's website (corporate.sveafastigheter.se).
- The expected settlement date is October 22, 2024.

### **Background for the Listing and the Offering**

Sveafastigheter's vision is to become Sweden's best residential real estate company and a listing is expected, by Sveafastigheter's management team, Board of Directors and SBB, to be a logical and important step in the Company's journey to reach that vision while also broadening the shareholder base of Sveafastigheter. The Board of Directors and the management of Sveafastigheter, together with SBB, believe that the Listing will enhance the operational and financial conditions, while providing increased flexibility through a clearer and strengthened profile with tenants, municipalities, investors, and financial institutions. As a standalone entity, the Company anticipates improved access to attractive Swedish and international long-term financing options, backed by its attractive credit profile. In addition

to this, a listing is considered to increase the public knowledge of the Company and its business, which is expected to strengthen the profile of Sveafastigheter as well as increase the attractiveness of the Company as an employer. Sveafastigheter plans to maintain a straightforward capital structure with one share class, granting one vote per share to promote equitable participation among its owners. The Company aims to change listing venue to the Nasdaq Stockholm Main Market within 12 months.

Shareholders of SBB as of the record date September 27, 2024, will have priority to acquire shares in the Offering on the same terms as other investors, subject to restrictions that may arise under applicable securities laws. Applications to the priority tranche will be separate from the offering to the general public in Sweden and the offering to qualified investors in Sweden and internationally. The size of the priority offering to SBB's shareholders will be determined by SBB in consultation with the Joint Global Coordinators after the end of the offer period, meaning full allocation will not be guaranteed. Participation in the priority tranche does not exclude participation in the offering to the general public in Sweden and the offering to qualified investors in Sweden and internationally.

### **Prospectus and application**

A prospectus (in Swedish with an English translation) containing the complete terms and conditions for the Offering is published today on Sveafastigheter's website ([corporate.sveafastigheter.se](http://corporate.sveafastigheter.se)), DNB's website ([www.dnb.se/emission](http://www.dnb.se/emission)), SEB's website ([www.sebgroup.com/prospectuses](http://www.sebgroup.com/prospectuses)), Avanza's website ([www.avanza.se](http://www.avanza.se)) as well as on Nordnet's website ([www.nordnet.se](http://www.nordnet.se)). Subscription forms will be available on DNB Bank's and SEB's websites. An application can also be made through Avanza's internet service ([www.avanza.se](http://www.avanza.se)) and Nordnet's internet service ([www.nordnet.se](http://www.nordnet.se)).

### **Expected timeline**

Application period for the general public in Sweden	October 8-16, 2024
Application period for qualified investors	October 8-17, 2024
Announcement of the Offering Price	October 18, 2024
Expected first day of trading in the Company's shares	October 18, 2024
Settlement date	October 22, 2024

### **Stabilization**

In connection with the Offering and the admission to trading of the Company's shares on First North Premier, DNB, as stabilization manager ("Stabilization Manager"), may carry out transactions which will result in the share price being sustained at a higher level than would otherwise be the case. Stabilization measures are aimed at underpinning the share price on First North Premier during a period of up to 30 calendar days from the commencement of trading in the shares. The number of shares included in the stabilization will not exceed the Overallotment Option. Such stabilization transactions may be affected on First North Premier, in the over-the-counter market or otherwise. These stabilization transactions may

be performed by the Stabilization Manager at a price no higher than the Offering Price. The stabilization measures may result in the market price of the shares reaching a level not sustainable in the long-term and which may exceed the price that would have otherwise prevailed in the market. The fact that the Stabilization Manager may carry out stabilization measures does not necessarily imply that such measures will be carried out. Furthermore, performed stabilization measures may be discontinued at any time. Once the stabilization period (up to 30 calendar days) has expired, an announcement will be made as to whether stabilization measures have been taken and, if so, what dates the measures were taken, including the last date for such measures, and the price range within which the stabilization transactions were performed.

**Advisors**

DNB Markets, a part of DNB Bank ASA, Sweden Branch and Skandinaviska Enskilda Banken AB (publ) are Joint Global Coordinators and Joint Bookrunners. Danske Bank A/S, Danmark, Sverige Filial, Nordea Bank Abp, filial i Sverige and Swedbank AB (publ) are Joint Bookrunners.

The legal advisors to the Company are Advokatfirman Vinge KB with respect to Swedish law, and Milbank LLP with respect to U.S. law. The legal advisors to the Joint Bookrunners are White & Case Advokataktiebolag with respect to Swedish law and White & Case LLP with respect to U.S. law.

Avanza Bank AB (publ) and Nordnet Bank AB (publ) act as Retail Distributors in the Offering.

**For further information, please contact:**

Kristel Eismann, Head of Treasury and IR, [ir@sveafastigheter.se](mailto:ir@sveafastigheter.se), +46 (0)76 132 34 54

Erik Hävermark, CEO

Martina Lous-Christensen, CFO

**About Sveafastigheter**

Sveafastigheter owns, manages, and constructs attractive rental apartments in growth regions across Sweden, with a total property value, including projects, of approximately SEK 27.5bn. Sveafastigheter manages around 14,500 apartments in growth regions, of which approximately 94 percent are located in Sweden's three major metropolitan areas and university cities, and has in addition around 7,900 apartments in the development portfolio. Sveafastigheter focuses solely on regulated rental housing, implying a stable and non-cyclical market with low vacancy risk.

Sveafastigheter Bostad was founded in 2014 and acquired by SBB in 2020. In the following year, 2021, SBB and Kåpan Pensioner formed a joint venture and invested in the company Hemvist. In the same year, SBB also acquired a majority of the shares in the residential property company Unobo from Riksbyggen. Sveafastigheter was established in 2024 as an independent company with a portfolio of solely fully owned properties when the residential assets and the related parts of the organisation were separated from SBB, while the joint ventures were dissolved. The establishment of Sveafastigheter as an independent company creates the conditions for more efficient management and profitable organic growth.

With a strong focus on sustainability and local presence, Sveafastigheter has won several awards for its sustainable housing and satisfied tenants. The Company aims to create attractive rental apartments through active in-house property management and an efficient renovation process to maximise profitability and enhance tenant satisfaction. Sveafastigheter primarily undertakes new construction projects in the Stockholm-Mälardalen region as well as selected university cities, with a track record of long-term profitability and reliability in collaboration with municipalities.

### Important information

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful.

Any offering of the securities referred to in this announcement will be made by means of a prospectus. This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “**Prospectus Regulation**”). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus.

In any EEA Member State other than Sweden, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

This document and the information contained herein are not for distribution in or into the United States of America. This document does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, qualified investors (as defined in the Prospectus Regulation as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018) and who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**Relevant Persons**”). This communication must not be acted on or relied

on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Sveafastigheter’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Sveafastigheter’s business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of Sveafastigheter, SBB and each of DNB Markets, a part of DNB Bank ASA, Sweden Branch, Skandinaviska Enskilda Banken AB (publ), Danske Bank A/S, Denmark, Sweden Branch, Nordea Bank Abp, filial i Sverige and Swedbank AB (publ) (together the “**Managers**”) and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act (“**affiliates**”), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statements contained in this announcement whether as a result of new information, future developments or otherwise, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of Sveafastigheter or SBB to proceed with the Offering or any transaction or arrangement referred to herein.

Any offering of the securities referred to in this announcement will be made by means of a prospectus (the “**Prospectus**”). This announcement is not a prospectus for the purposes of the Prospectus Regulation. The information in this announcement is subject to change. Before investing in any securities in the Offering, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus if published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The timing of the listing may be influenced by a variety of factors which include market conditions. Sveafastigheter may decide not to go ahead with the Offering and there is therefore no guarantee that the listing will occur. You should not base your financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not form part of or constitute a recommendation concerning any offer. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

None of SBB, the Managers or any of their respective affiliates or any of their or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Sveafastigheter, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Accordingly, each of SBB, the Managers, and any of their respective affiliates and any of their or their affiliates' directors, officers, employees, advisers or agents expressly disclaims, to the fullest extent possible, any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

Each of the Managers is acting exclusively for Sveafastigheter and no one else in connection with the proposed Offering. They will not regard any other person as their respective clients in relation to the proposed Offering and will not be responsible to anyone other than Sveafastigheter for providing the protections afforded to their respective clients, nor for providing advice in relation to the proposed Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, the Managers and any of their respective affiliates, may take up a portion of the shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of Sveafastigheter or related investments in connection with the Offering or otherwise. Accordingly, references in the Prospectus, once published, to the shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by the Managers and any of their respective affiliates acting in such capacity. In addition, the Managers and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of shares. None of the Managers nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

**Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID 2**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID 2; and (c) local implementing measures (together, the "**MiFID 2 Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the shares have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID 2; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID 2 (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID 2; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares. Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.