



Press Release

23 October 2026 18:00:00 CEST

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SBB INTENDS TO CONVENE A NEW EXTRAORDINARY GENERAL MEETING REGARDING THE REPURCHASE AND REDEMPTION OF ITS CLASS D SHARES

The Board of Directors of Samhällsbyggnadsbolaget i Norden AB (publ) (the "Company" or "SBB") intends to convene a new Extraordinary General Meeting, to be held after the publication of the Company's report for the third quarter of 2026 and no later than 10 December, to propose a repurchase offer followed by the redemption of all of the Company's Class D shares.

This follows the Extraordinary General Meeting held earlier today, 23 October 2026, at which the proposal to repurchase and redeem all Class D shares received overwhelming support through postal votes, representing 92 per cent of the total shares represented at the meeting.

Nevertheless, the proposal was not adopted by the Extraordinary General Meeting, as the special majority requirement of support from at least two-thirds of the Class D shares represented at the meeting was not met. Based on postal votes, the shares voted against the proposal represented only approximately 2 per cent of all outstanding shares in SBB. Only approximately 23 per cent of the outstanding Class D shares were represented in the vote. Based on postal votes, approximately 13 per cent of the total number of outstanding Class D shares were voted against the proposal. However, owing to the special majority requirement for the Class D shares, this was sufficient to block the proposal.

Following the meeting, the Board has evaluated the outcome and considers it appropriate to give shareholders another opportunity to consider a proposal for a repurchase offer followed by the redemption of all of the Company's Class D shares for the same consideration.

The Board's assessment remains unchanged

SBB has been through several very challenging years. The Board has worked resolutely to strengthen the Company, improve its financial position and create the conditions for new financing.

The challenge underlying the Board's original proposal remains. In the Board's assessment, the current Class D share structure limits SBB's financial flexibility, its ability to raise new equity and secure financing on competitive terms and, in the longer term, its ability to resume value transfers in the form of dividends to holders of ordinary shares of all classes.



Press Release

23 October 2026 18:00:00 CEST

“The Board's assessment remains unchanged. In the Board's view, eliminating the Class D shares is the best available option for SBB. It is the solution that most effectively strengthens the Company's financial flexibility, improves access to capital and creates the best conditions for long-term value creation for all shareholders,” says Lennart Sten, Chairman of the Board of SBB.

The outcome of the meeting demonstrates that the proposal has very broad support among the Company's shareholders and that it is therefore appropriate to give shareholders another opportunity to consider it. The Board wants as many Class D shareholders as possible to participate in the decision.

Same consideration with clearer payment timing for Class D shareholders

As with the previous proposal, the new proposal will offer cash consideration of SEK 7.94 per Class D share or 1.567 newly issued Class B shares in the Company. Based on the Class D share's closing price of SEK 6.15 on 23 October 2026, the cash consideration of SEK 7.94 represents a premium of 29 per cent.

The Board also intends to clarify the timing of payment for the repurchase and redemption. If the proposal is adopted at the new Extraordinary General Meeting and the other conditions are satisfied, the cash consideration will be paid on a date to be specified in the notice of the meeting.

The Board will issue notice of a new Extraordinary General Meeting

The Board intends to issue notice of an Extraordinary General Meeting as soon as possible. The meeting is intended to be held after the publication of the Company's report for the third quarter of 2026 and no later than 10 December 2026.

Only 23 per cent of the Class D shares were represented at the meeting on 23 October 2026. The Board therefore encourages all Class D shareholders to familiarise themselves with the proposal and exercise their voting rights, either by voting in advance or by attending the Extraordinary General Meeting.

The Board will continue to work resolutely to strengthen SBB's financial position, improve the Company's access to capital and create long-term value for all shareholders.

Contacts

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Press Release

23 October 2026 18:00:00 CEST

About Us

Samhällsbyggnadsbolaget i Norden AB (publ) (SBB) invests in social infrastructure in the Nordic region. SBB develops and owns companies with the aim of creating leading companies within their respective business areas. The company holds significant ownership interests in a number of listed and unlisted companies, and conducts its operations through both direct and indirect management of assets within community service properties and residential real estate. SBB works continuously to develop and realize value over time, taking into account both financial returns and social benefit. The Company's series B shares (ticker SBB B) and D shares (ticker SBB D) are listed on Nasdaq Stockholm. Further information about SBB is available at www.sbbnorden.se.

This information is information that Samhällsbyggnadsbolaget i Norden AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2026-10-23 18:00 CEST.

IMPORTANT INFORMATION

This press release contains important information which should be read carefully before any decision is made with respect to the Buy-back Offer. If any holder is in any doubt as to the action it should take or is unsure of the impact of the Buy-back Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any holder whose securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Buy-back Offer. Neither the Company nor their respective directors, employees or affiliates makes any recommendation as to whether holders should participate in the Buy-back Offer.

Offer and Distribution Restrictions

This press release does not constitute an invitation to participate in the Buy-back Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required by each of the Company and the Financial Adviser to inform themselves about and to observe any such restrictions.

United States

The Buy-back Offer 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 of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (the "**Securities Act**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this press release and any other documents or materials relating to the Buy-back Offer are not being, and must not



Press Release

23 October 2026 18:00:00 CEST

be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and securities cannot be tendered in the Buy-back Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of securities in the Buy-back Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of securities made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The Buy-back Offer is not an offer of securities for sale in the United States or to U.S. Persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act.

Each holder of securities participating in the Buy-back Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in the Buy-back Offer from the United States, or it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in the Buy-back Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, **"United States"** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

General

Neither this press release nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell securities (and tenders of securities for purchase pursuant to the Buy-back Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Buy-back Offer to be made by a licensed broker or dealer and the Financial Adviser or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Buy-back Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Buy-back Offer does not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) No 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 and admitted to trading on a regulated market, and repealing Directive 2003/71/EC, nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act (Sw. *lag om handel med finansiella instrument* (1991:980), as amended). Each holder participating in the Buy-back Offer will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the buy-back form for participating in the Buy-back Offer available from the Financial Adviser. Any tender of securities for purchase pursuant to the Buy-back Offer from a holder that is unable to make these representations will not be accepted.

**Press Release**

23 October 2026 18:00:00 CEST

The Company reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of securities for purchase pursuant to the Buy-back Offer, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender or submission may be rejected.