Press Release
29 September 2026 08:45:00 CEST

NOTICE OF EXTRAORDINARY GENERAL MEETING IN SAMHÄLLSBYGGNADSBOLAGET I NORDEN AB (PUBL)

The shareholders of Samhällsbyggnadsbolaget i Norden AB (publ), reg. no. 556981-7660, (the "Company" or "SBB") are hereby given notice to attend the extraordinary general meeting on Friday 23 October 2026, at 10:00 CEST. The extraordinary general meeting will be held at Gernandt & Danielsson Advokatbyrå, Birger Jarlsgatan 5 in Stockholm, Sweden. Entrance and registration take place from 09:30 CEST.

Right to participate in the extraordinary general meeting and notice of participation

Participation at the venue
A person who wishes to participate at the meeting venue in person or through a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Nordics AB relating to the circumstances on Thursday 15 October 2026, and (ii) no later than Monday 19 October 2026 give notice by post to Samhällsbyggnadsbolaget i Norden AB, "Extraordinary general meeting", c/o Euroclear Nordics AB, Box 191, SE-101 23 Stockholm, Sweden, via e-mail to **GeneralMeetingService@euroclear.com**, by BankID verification via Euroclear Nordics AB's website **www.euroclear.com/sweden/generalmeetings/**, or by telephone +46 (0)8-402 90 46. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number as well as information about any proxy. For planning purposes, we kindly ask that the number of accompanying assistants (maximum of two) be specified in the notice.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company's website, **www.sbbnorden.se/en/**. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration and other certificates of authority should be sent to the Company as set out above so that it is received no later than Thursday 22 October 2026.

Participation by postal voting
A person who wishes to participate in the extraordinary general meeting by postal voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Nordics AB relating to the circumstances on Thursday 15 October 2026, and (ii) no later than Monday 19 October 2026 give notice by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Nordics AB no later than on that day.

A person who wishes to participate at the meeting venue in person or through a proxy must give notice of this in accordance with what is set out under *Participation at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used for postal voting. The postal voting form is available on the Company's website **www.sbbnorden.se/en/**. A completed and signed postal voting form may be submitted by post to Samhällsbyggnadsbolaget i Norden AB, "Extraordinary General Meeting", c/o Euroclear Nordics AB, Box 191, SE-101 23 Stockholm, Sweden, via e-mail to **GeneralMeetingService@euroclear.com**. The completed and signed form shall be received by Euroclear Nordics AB not later than 19 October 2026. Shareholders who are natural persons may also cast their votes electronically through BankID verification via Euroclear Nordics AB's website **www.euroclear.com/sweden/generalmeetings/**. The shareholder may not provide special instructions or conditions in the voting form. If this occurs, the postal vote is invalid in its entirety. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. A proxy form is available on the Company's website **www.sbbnorden.se/en/**. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the extraordinary general meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder participates in a voting procedure at the general meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting at the general meeting, the vote cast will replace the postal vote with regard to the relevant item on the agenda.

Nominee-registered shares
To be entitled to participate in the general meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register on Thursday 15 October 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting rights registrations completed by the nominee not later than Monday 19 October 2026 are taken into account when preparing the share register.

Number of shares and votes

The total number of shares in the Company is 1,813,043,484, divided into 209,977,491 Class A shares ("**A shares**"), 1,409,200,088 Class B shares ("**B shares**") and 193,865,905 Class D shares ("**D shares**"), corresponding to a total of 370,284,090.3 votes. A shares carry one vote and B shares and D shares carry one-tenth of a vote. The Company holds 44,657,779 own D shares. This information pertains to the circumstances at the time this notice is issued.

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Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution regarding:
    a. reduction of the share capital by cancellation of the Company's own D shares;
    b. increase of the share capital through a bonus issue simultaneously with the cancellation of the Company's own D shares;
    c. acquisition of own D shares;
    d. authorisation for the board of directors to resolve on a new issue of B shares with payment through set-off;
    e. reduction of the share capital through the redemption of D shares; and
    f. increase of the share capital through a bonus issue simultaneously with the redemption of D shares
8. Resolution regarding approval of transactions with Public Property Invest AB (publ)
9. Closing of the meeting

Proposals for resolutions

Election of the chairman of the meeting (item 2)

The Nomination Committee proposes that Fredrik Palm, member of the Swedish Bar Association active at Gernandt & Danielsson Advokatbyrå, is elected chairman of the meeting.

Resolution regarding (a) reduction of the share capital by cancellation of the Company's own D shares, (b) increase of the share capital through a bonus issue simultaneously with the cancellation of the Company's own D shares, (c) acquisition of own D shares, (d) authorisation for the board of directors to resolve on a new issue of B shares with payment through set-off, (e) reduction of the share capital through the redemption of D shares and (f) increase of the share capital through a bonus issue simultaneously with the redemption of D shares (item 7)

Background
As announced by SBB in a press release on 15 September 2026, the board of directors proposes to carry out a buy-back and subsequent redemption of the Company's D shares as part of its efforts to unlock value for all shareholders, regardless of share class.

Since 2024, SBB has not paid any dividend on its ordinary shares, which means that the accumulated increase in the dividend limit for D shares at the end of the third quarter of 2026 amounts to SEK five (5).

The board of directors considers that the uncertainty arising from the dividend restriction and the non-payment of a dividend is to the detriment of all A, B and D shareholders collectively.

Against this background, the board of directors considers that the proposal – which entails the complete phasing out of the D shares as a class through the Buy-back Offer (as defined below) and the subsequent mandatory redemption – is the best available option for permanently restoring the Company's fundamental ability to raise capital through a simpler capital structure, offering the market an attractive listed share class, and creating and realising shareholder value. This simplified share capital structure benefits all shareholders, including holders of D shares, who are given the opportunity to, at a premium to the current share price, either receive cash consideration or continue to participate in the Company's future value creation by switching to B shares.

All resolution items under this item 7 are conditional upon one another, and the board of directors proposes that the meeting's resolution under this item 7 be adopted as a combined resolution. A valid resolution under this item 7 therefore requires the majority prescribed by Chapter 20, Section 5 of the Swedish Companies Act. This means that approval of the proposals requires the support of a majority comprising (i) two-thirds (2/3) of all votes and shares represented at the meeting, and (ii) two-thirds (2/3) of all D shares represented at the meeting.

The distributable amount available to the meeting amounts to SEK 13,339,369,333. The resolutions below will result in a reduction of the distributable amount of at least SEK 19,763,391.9804164 (assumes that all D shares are bought back in exchange for newly issued B shares) and at most SEK 1,204,475,912.42042 (assumes that all D shares are bought back for cash consideration or redeemed for redemption amount). The final amount of the reduction will therefore depend on the number of D shares bought back for newly issued B shares.

(a) Reduction of the share capital by cancellation of the Company's own D shares

The board of directors proposes that the meeting resolves that the Company's share capital be reduced by SEK 4,465,777.9 by cancellation of all 44,657,779 D shares already held by the Company. The purpose of the reduction is for allocation to unrestricted shareholders' equity.

The reduction of the share capital may be carried out without authorisation from the Swedish Companies Registration Office or, in disputed cases, a general court, as the Company is simultaneously carrying out a bonus issue under item (b) in an amount corresponding to the reduction of the share capital as set out above. Collectively, these measures mean that neither the Company's restricted shareholders' equity nor its share capital is reduced.

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The proposal is supplemented by a report pursuant to Chapter 20, Section 12, third item of the Swedish Companies Act, an auditor's statement pursuant to Chapter 20, Section 12, fourth item of the Swedish Companies Act, a report pursuant to Chapter 20, Section 13 of the Swedish Companies Act and an auditor's statement pursuant to Chapter 20, Section 14 of the Swedish Companies Act.

(b) Increase of the share capital through a bonus issue simultaneously with the cancellation of the Company's own D shares

In order to restore the share capital following the proposed reduction of the share capital under item (a), the board of directors proposes that the meeting simultaneously resolves that the Company's share capital be increased through a bonus issue of SEK 4,465,777.9 by transferring SEK 4,465,777.9 from the Company's unrestricted shareholders' equity. No new shares will be issued in connection with the increase of the share capital. Following the bonus issue, the Company's share capital will amount to SEK 181,304,348.4 and the quota value of each share will change from SEK 0.1 to approximately SEK 0.102525.

The proposal is supplemented by a report pursuant to Chapter 12, Section 7, third item of the Swedish Companies Act and an auditor's statement pursuant to Chapter 12, Section 7, fourth item of the Swedish Companies Act.

(c) Acquisition of own D shares

The board of directors proposes that the meeting resolves to offer the D shareholders to sell up to all of the outstanding 149,208,126 D shares to the Company (the "**Buy-back Offer**"). Through the Buy-back Offer, D shareholders are offered, as consideration, either to (i) receive a promissory note that for each D share entitles to set-off against 1.567 newly issued B shares or (ii) receive a one-off cash payment of SEK 7.94 per D share, which corresponds to a premium of (i) 45.42 per cent relative to the closing price of the D share on Nasdaq Stockholm on 14 September 2026, which was the day before the Buy-back Offer was announced, and (ii) 33.47 per cent relative to the volume-weighted average price of the D share over the last 20 trading days (SEK 5.95) before the announcement. The cash consideration also exceeds the 2-year volume-weighted average price (SEK 7.75) before the announcement and the price under SBB's share buy-back programme in June 2024 (SEK 7.87). SBB has obtained a fairness opinion from KPMG, which supports that the consideration is fair for all shareholders.

The Buy-back Offer will be implemented at the earliest once cancellation of the Company's own D shares under item (a) and the bonus issue under item (b) have been carried out, but no later than before the next annual general meeting. The board of directors therefore proposes that the board of directors be authorised to determine the application period and the timing for implementation of the Buy-back Offer.

The purpose of the Buy-back Offer, together with the subsequent mandatory redemption under item (e), is to permanently restore the Company's fundamental ability to raise capital through a simpler capital structure, offer the market an attractive listed share class, and create and realise shareholder value.

The proposal is supplemented by a reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, a report pursuant to Chapter 19, Section 24, third item of the Swedish Companies Act and an auditor's statement pursuant to Chapter 19, Section 24, fourth item of the Swedish Companies Act.

(d) Authorisation for the board of directors to resolve on a new issue of B shares with payment through set-off

The board of directors proposes that the meeting resolves to authorise the board of directors to, on one or more occasions before the next annual general meeting, resolve on a new issue of B shares. Subscribed B shares must be paid for through set-off. The authorisation shall be limited so that the board of directors may not resolve on issues of B shares for any purpose other than to offer B shares as consideration under the Buy-back Offer. If the board of directors resolves on a new issue of B shares with deviation from the shareholders' preferential rights, the reason for the deviation shall be to enable set-off of promissory notes issued under the Buy-back Offer.

(e) Reduction of the share capital through the redemption of D shares

The board of directors proposes that the meeting resolves that the Company's share capital be reduced by SEK 15,297,614.0804164 (taking into account the quota value following the bonus issue under item (b) (approximately SEK 0.102525)) through a mandatory cancellation (redemption) of all 149,208,126 D shares not cancelled under item (a). The redemption will be carried out once (i) cancellation of the Company's own D shares under item (a) and the bonus issue under item (b) have been carried out, and (ii) the Buy-back Offer under item (c) has been implemented. The purpose of the reduction is repayment to shareholders and, to the extent the reduction of the share capital is made through cancellation of the Company's own shares, allocation to unrestricted shareholders' equity.

A redemption amount of SEK 7.94 will be paid for each share cancelled. However, cancelled shares held by the Company will be cancelled without repayment. The repayment per share exceeds the quota value of the share following the bonus issue under item (b) (approximately SEK 0.102525) by approximately SEK 7.837475.

It is proposed that the board of directors be authorised to determine the record date, before the next annual general meeting, for redemption of all D shares cancelled under this item, and a later date for payment of the redemption amount.

The reduction of the share capital may be carried out without authorisation from the Swedish Companies Registration Office or, in disputed cases, a general court, as the Company is simultaneously carrying out a bonus issue under item (f) in an amount corresponding to the reduction of the share capital as set out above. Collectively, these measures mean that neither the Company's restricted shareholders' equity nor its share capital is reduced.

The proposal is supplemented by a reasoned statement pursuant to Chapter 20, Section 8, first paragraph of the Swedish Companies Act, an auditor's statement pursuant to Chapter 20, Section 8, second paragraph of the Swedish Companies Act, a report pursuant to Chapter 20, Section 12, third item of the Swedish Companies Act, an auditor's statement pursuant to Chapter 20, Section 12, fourth item of the Swedish Companies Act, a report pursuant to Chapter 20, Section 13 of the Swedish Companies Act and an auditor's statement pursuant to Chapter 20, Section 14 of the Swedish Companies Act.

(f) Increase of the share capital through a bonus issue simultaneously with the redemption of D shares

In order to restore the share capital following the proposed reduction of the share capital under item (e), the board of directors proposes that the meeting simultaneously resolves that the Company's share capital be increased through a bonus issue of SEK 15,297,614.0804164 by transferring SEK 15,297,614.0804164 from the Company's unrestricted shareholders' equity. No new shares will be issued in connection with the increase of the share capital. Following the bonus issue, the Company's share capital will amount to SEK 181,304,348.4 (disregarding any new issue of B shares made on the basis of the issue authorisation under item (d)) and the quota value of each share will change from approximately SEK 0.102525 (the quota value following the bonus issue under item (b)) to approximately SEK 0.111973.

The proposal is supplemented by a report pursuant to Chapter 12, Section 7, third item of the Swedish Companies Act and an auditor's statement pursuant to Chapter 12, Section 7, fourth item of the Swedish Companies Act.

Resolution regarding approval of transactions with Public Property Invest AB (publ) (item 8)

Background
SocialCo Fastigheter AB, reg. no. 559547-5053, (the "**Seller**"), a subsidiary of SBB, has on 21 September 2026 entered into agreements to transfer the shares in (i) SBB Nöthagen 5 AB, reg. no. 559419-5413, which owns the property Karlskrona Pollux 32, and (ii) SBB Tuna Äng 1 AB, reg. no. 559508-4277, which owns a property portfolio comprising Karlskrona Gullbernahult 26, Karlskrona Gullbernahult 1, Stockholm Kallinge 2, Gotland Visby S:ta Gertrud 12 and Espoo Vitikka 1 (together the "**Target Companies**" and the transfers the "**Transaction**"). The agreements have been entered into with two different subsidiaries of Public Property Invest AB (publ), reg. no. 559547-5061, ("**PPI**") as buyers.

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Pursuant to Chapter 16 a of the Swedish Companies Act, significant transactions between a public limited liability company whose shares are traded on a regulated marketplace and its related parties must be submitted to the general meeting for approval (subject to certain exceptions). SBB is such a public limited liability company, and PPI, together with PPI's subsidiaries as the intended buyers under the agreements, are considered related parties to SBB pursuant to Chapter 16 a, Section 3 of the Swedish Companies Act. The Transaction is therefore conditional upon, among other things, approval by the extraordinary general meeting of SBB. See further under the heading *Related party transaction* below.

Against the above background, and with regard to the report below, the board of directors proposes that the extraordinary general meeting approves the Transaction.

A valid resolution under this item 8 requires that the resolution is supported by shareholders representing more than half of the votes cast. Shares held by companies within the same group as PPI, and shares held by Aker ASA or companies within the same group as Aker ASA, will, in accordance with generally accepted practice in the securities market, not be taken into account at the voting.

The board of directors submits the following report in accordance with Chapter 16 a, Section 7 of the Swedish Companies Act.

Description of the Transaction
The Seller has entered into two separate share purchase agreements in respect of the Target Companies with two different subsidiaries of PPI, of which:

- the first relates to the purchase of all shares in SBB Nöthagen 5 AB, which, in addition to approval by the meeting, is also conditional upon approval from the Swedish Inspectorate of Strategic Products (ISP) and from a tenant; and
- the second relates to the purchase of all shares in SBB Tuna Äng 1 AB, which is conditional only upon approval by the meeting.

The agreed property value is SEK 1,350,775,000, of which:

- SEK 239,000,000 relates to the agreed property value for the property held by SBB Nöthagen 5 AB; and
- SEK 1,111,775,000 relates to the agreed property value for the property portfolio held by SBB Tuna Äng 1 AB.

The consideration for:

- all shares in SBB Nöthagen 5 AB will be settled by PPI, on the day of closing, paying SEK 159,000,000 in cash and assuming the financing of remaining project costs; and
- all shares in SBB Tuna Äng 1 AB, after a discount of SEK 8,000,000, will be settled by PPI, on the day of closing, paying SEK 91,000,000 in cash and issuing 39,453,642 shares in PPI at a subscription price of SEK 25.67 per share (corresponding to a value of SEK 1,012,775,000).

The share purchase agreements have been signed and closing is expected to take place during the fourth quarter of 2026, provided that the general meeting's approval is obtained and that the other conditions are satisfied before then.

The board of directors' assessment is that completion of the Transaction is in the interests of SBB's shareholders and that the Transaction has been agreed on terms that are fair from a financial perspective. SBB has also obtained a fairness opinion from KPMG, which supports that the consideration is fair.

Related party transaction
PPI is an associated company of SBB, as SBB owns approximately 40.59 per cent of the shares and votes in PPI. The buyers are subsidiaries of PPI. In addition to SBB, APG Invest AS, an indirect subsidiary of Aker ASA, owns approximately 33.82 per cent of the shares and votes in PPI. Aker ASA, through subsidiaries, is also one of SBB's larger shareholders.

With reference to SBB's ownership interest in PPI, the buyers are considered related parties to SBB pursuant to Chapter 16 a, Section 3 of the Swedish Companies Act. For this reason, the Transaction is submitted to the meeting for approval in accordance with the resolution procedure prescribed in Chapter 16 a of the Swedish Companies Act.

Other information

Documents and further information

Documents, including relevant documents pursuant to the Swedish Companies Act, will be available at the Company's website, **www.sbbnorden.se/en/**, no later than three weeks before the extraordinary general meeting. The documents will also be available at the Company, at the address Samhällsbyggnadsbolaget i Norden AB, Strandvägen 1, SE-114 51 Stockholm, Sweden. Copies of these documents will also be sent, free of charge, to shareholders upon request and notification of postal address. The fairness opinions will be available at the Company's website in advance of the general meeting and the board of directors' report pursuant to Chapter 16 a, Section 7 of the Swedish Companies Act is set out under item 8 in this notice.

Shareholders are reminded of the right to, at the extraordinary general meeting, ask questions to the board of directors and the chief executive officer in accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act.

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Processing of personal data

For information on how personal data is processed due to the general meeting, please see the website of Euroclear Nordics AB (**www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf**).

If you have questions regarding our processing of personal data, you can contact us by emailing **gdpr@sbbnorden.se**. The board of directors of Samhällsbyggnadsbolaget i Norden AB (publ) has its registered office in Stockholm.

This is an in-house translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish version shall prevail.

Stockholm, September 2026
Samhällsbyggnadsbolaget i Norden AB (publ)
The board of directors

Contacts
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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.