

Announcing landmark acquisition of NOK 37bn social infrastructure real estate portfolio and issuing NOK 13.8bn in new equity, becoming the largest listed social infrastructure company in Europe

Public Property Invest ASA (“PPI”) has entered into an agreement with Samhällsbyggnadsbolaget i Norden AB (publ) (“SBB”), pursuant to which PPI will acquire a large portfolio of social infrastructure properties (“SocialCo”) from SBB (the “Acquisition” or the “Transaction”).

Transaction headlines

- Triples PPI’s portfolio size to NOK 53bn across 841 properties, creating the largest listed social infrastructure real estate company in Europe. This significantly strengthens PPI’s strategic positioning and enhances its capital markets profile
- Normalized net income from property management per share expected to increase by 14%, reflecting the immediate financial benefits of the Transaction
- Creates diversified portfolio across the Nordic countries with more than 50% of the portfolio within the growing elderly care and healthcare segments
- The proportion of government-backed tenants will rise from 80% to 84%, supported by long-duration leases, providing resilient earnings and future dividend capacity
- Expected to enhance PPI’s credit profile and support a potential positive rating action by Fitch, backed by a robust balance sheet: Transaction financed by NOK 13.8bn in new equity and NOK 13.5bn in unsecured investment grade bridge loan facility
- Aker ASA, through APG Invest AS (“APG Invest”), commits to subscribe for NOK 1.3bn in the private placement and to acquire parts of the non-voting PPI shares issued to SBB for NOK 4.1bn, increasing its share of the equity in PPI to 33.32% economic ownership (and retaining 23.28% of voting rights)
- SBB increases its share of the equity in PPI to 39.99% economic ownership (and retaining 33.34% of the voting rights).
- Intention to re-domicile PPI as a Swedish public limited company and to apply for a primary listing on Nasdaq Stockholm, with a secondary listing on Euronext Oslo Børs

“This milestone transaction is entirely in line with our stated strategy. We are becoming the largest Nordic listed owner of social infrastructure, elderly care and healthcare properties in a region which is characterized by population growth and an ageing population, which drives lasting demand for social care,” said André Gaden, CEO of PPI.

“With strong support and commitment from our main owners Aker and SBB, PPI is expanding its portfolio to more than three times its current scale. We increase the share of government-backed tenancies, and we maintain a strong balance sheet which positions us well for continued growth,” André Gaden added.

The Transaction

The Acquisition price has been agreed to NOK 34bn which is 8% below SBB's gross asset value for the transferred assets of NOK 37bn as of September 30, 2025, as verified by SBBs external appraisers.

The Acquisition will be financed partly in cash, and partly by SBB being issued 446,858,803 new shares in PPI (the "Consideration Shares") at a subscription price per share of NOK 23 (the "Subscription Price") i.e., a total consideration of NOK 34 bn.

The cash consideration will be financed by:

- PPI launching a private placement shortly after this announcement (the "Private Placement") of 153,646,693 new ordinary shares at a price per share equal to the Subscription Price to raise gross proceeds of up to approximately NOK 3.5 bn. APG Invest has pre-committed to subscribe and will be allocated ordinary shares (A shares) for approx. NOK 1.3bn in the Private Placement.
- A new two-year unsecured investment grade bridge loan facility totaling NOK 13.5bn provided by DNB Bank ASA and J.P. Morgan.
- The remaining cash consideration of NOK 6.9bn will be financed with cash on PPI's balance sheet.

Subject to and following completion of the Acquisition, the Private Placement, the agreement between APG and SBB with respect to sale and exchange of shares (as further described below) and the Subsequent Offering (as defined below), SBB will hold 196,902,166 ordinary shares (A shares) and 186,964,125 non-voting shares (B shares) equivalent to 33.34% of the voting rights and 39.99% of the share capital in PPI. APG Invest will hold 137,487,381 ordinary shares (A shares) and 182,353,200 non-voting shares (B shares) equivalent to 23.28% of the voting rights and 33.32% of the share capital in PPI, assuming that the Subsequent Offering is fully subscribed.

Following completion of the Transaction, the Company intends to re-domicile as a Swedish public limited company and to apply for a primary listing on Nasdaq Stockholm, with a secondary listing on Euronext Oslo Børs. More information and further details below.

PPI's portfolio Post-Transaction

The Transaction will create one of Europe's largest real estate platforms focused on social infrastructure. Through the Acquisition of 737 properties, PPI's portfolio will expand to 841 properties across Norway, Sweden, Denmark, and Finland, comprising a total of 2.2m square meters of lettable area. The net asset value (NAV) per share is estimated to increase by 8%, while income from property management (IFPM) per share is estimated to rise by approximately 14%. PPI's balance sheet will remain robust, with an estimated loan-to-value (LTV) ratio below 49.0% and net debt/EBITDA at 9.0x.

Strategically, the Transaction establishes PPI as the leading listed European owner and operator focused on social infrastructure, elderly care, and healthcare properties. It will also enhance earnings stability, with rental income from government-backed tenants increasing to 84% of total rental income, supported by long-term, diversified lease contracts. Exposure to the elderly care and healthcare segment will rise to 53% of total portfolio value, capitalizing on favorable demographic trends. The Nordic region offers a stable environment, with AAA-rated economies and strong welfare systems that support long-term demand.

PPI expects to realize financial synergies through improved financing terms. PPI will retain its attractive dividend policy combined with a continued focus on growth and market consolidation.

Unaudited key figures:

Key financials (NOKm):	PPI (per 30.09.25)	SocialCo	Combined
Gross rental income ¹	1,048	2,638	3,686
Net operating income	946	2,035	2,981
EBITDA	857	1,885	2,742
Net financials ²	-299		-997
Net income from property management	558		1,745
Total assets	20,131		53,892
Gross Property Value	15,626	37,099	52,725
Net debt	7,080		27,399
Key portfolio figures:	PPI	SocialCo	Combined
Total No. of properties ³	104	737	841
No. of square meters	635,000	1,584,500	2,219,500
Portfolio occupancy (%)	98%	94%	95%
Portfolio WAULT (years)	7.5	6.3	6.6
Share of government backed tenants ⁴	80%	86%	84%
Portfolio net yield (Reported at Offer Price) ⁵	6.4% 6.7%	5.5% 6.0%	5.7% 6.2%
Key ratios:	PPI	SocialCo	Combined
Loan to value ⁶	35.2%		49.0%
Net debt/EBITDA ⁷	8.3x		9.0x
Interest Coverage Ratio (ICR) ⁸	2.1x		2.7x
Net income from property mgmt. per share	1.62		1.85
NRV per share	24.9		26.8
Number of shares outstanding ⁹	344,182,818		944,688,314
- of which A-shares	344,182,818		575,370,989
- of which B-shares			369,317,325

Corporate resolutions and further transaction details

To approve the Transaction, and to resolve to issue the 446,858,803 Consideration Shares, PPI will call for an extraordinary general meeting (the "EGM") expected to be held in December 2025. 77,541,478 of the Consideration Shares will be new ordinary shares of PPI (A shares), while the remaining 369,317,325 Consideration Shares will be new non-voting and non-listed shares (B shares), which on certain conditions will be exchangeable into ordinary shares.

The implementation of the new class of B shares and the issuance of the up to 153,646,693 new ordinary shares (A-shares) in the Private Placements are also both subject to resolutions at the EGM. SBB and APG Invest have undertaken to vote in favor of the resolutions to be made at the EGM. SBB will not vote on the approval of the Transaction as it involves companies within the SBB group.

Subject to, and immediately following, completion of the Transaction, SBB and APG Invest have agreed that SBB shall (i) sell 178,432,867 of the Consideration Shares, all being non-voting B shares, to APG Invest at a price per share equal to the Subscription Price, corresponding to approximately NOK 4.1bn, and (ii) exchange 3,920,333 non-voting B-shares of PPI with the same number of ordinary shares of PPI (A shares) from APG Invest.

The board of directors of PPI will propose that a subsequent offering of up to 15,217,391 new ordinary shares (A-shares) are carried out (the "Subsequent Offering"). The Subsequent Offering will be directed to shareholders of PPI who (i) were not included in the pre-sounding phase of the Private Placement (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful or, would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action, and the offer price will be the same as the offer price in the Private Placement. Further information regarding the Subsequent Offering will be provided in a separate announcement.

Listing of the Consideration Shares, excluding the non-voting B shares which will not be listed, and the ordinary shares (A-shares) issued to AGP Invest in the Private Placement is conditional on the preparation of a prospectus to be approved by the Financial Supervisory Authority of Norway. These shares will be admitted to trading on Euronext Oslo Børs only after the prospectus has been approved and published. In the meantime, they will be issued under a separate ISIN.

Completion of the Transaction is subject to the satisfaction or waiver of certain closing conditions, including necessary regulatory approvals and approvals by PPI's and SBB's general meetings. The Transaction is expected to be completed in December 2025. PPI will pay break fees as well as transaction and financing costs of up to approximately NOK 350m in connection with the Transaction.

At the EGM, PPI's board directors will propose to be granted a new authorization to increase PPI's share capital for the purpose of being able to carry out the Subsequent Offering, subject to and following completion of the Transaction and the Private Placement.

SBB will undertake a lock-up of 180 days following the closing of the Transaction.

Nasdaq listing

PPI has previously disclosed that it is contemplating a dual listing on Nasdaq Stockholm. Following the completion of the Acquisition, the Company intends to re-domicile to Sweden as a Swedish public limited company and apply for a primary listing on Nasdaq Stockholm, with a secondary listing on Euronext Oslo Børs.

In accordance with normal practices, such re-domiciliation will, subject to necessary corporate resolutions, be effected by a cross-border merger with a Swedish subsidiary. Each share in PPI will be exchanged for a share in the Swedish subsidiary, which will then become the parent of the PPI group.

The listings will be close to continuous, with only a few non-trading days around the time of completion of the reincorporation, which time will be advised in detail well in advance of completion. It is expected that SBB and APG Invest will convert their non-voting shares into ordinary shares in connection with the primary listing on Nasdaq Stockholm.

Advisors

Arctic Securities AS, DNB Carnegie, a part of DNB Bank ASA, and J.P. Morgan are acting as financial advisors to PPI. Advokatfirmaet Thommessen AS and Advokatfirma Vinge are acting as legal advisors and First House is acting as communication adviser to PPI.

Contacts

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Notes:

1. Gross rental income is based on reported run-rate figures for PPI per 30.09.2025 and rent roll per 30.09.2025 adjusted for weighted average CPI of 1.1% and average indexation of 86% for SocialCo
2. Net financials post-transaction is assuming a total interest cost of 3.65% (margin of 150 bps)
3. Number of properties in SocialCo: 690 valuation properties/ 737 properties
4. Government backed tenants include public tenants as well as private operators which provide a service that is ultimately funded by the government
5. Net yield calculated on run-rate figures divided by the book value of management properties and the Implied Offer Price of the transaction
6. Net debt adj. for non-interest-bearing liabilities of NOK 339m, including one quarter of GRI paid in advance.
7. Net debt adj. for non-interest-bearing liabilities of NOK 339m, including one quarter of GRI paid in advance and the estimated combined Net income from property management
8. PPI ICR based on reported figures, Combined based on estimated run-rate figures
9. Before the Subsequent Offering

Alternative performance measures: The alternative performance measures (APMs) used in this announcement are Net Operating Income, EBITDA and NRV per share. Please see PPI's Q3 2025 financial report for the definitions of the said APMs.

This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements pursuant to Section 5-12 the Norwegian Securities Trading Act. This information was submitted by Tone Omsted, EVP IR and Corporate Finance, on the time and date provided.