



Press Release

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PROPOSAL TO REPURCHASE AND REDEEM D SHARES SUPPORTED BY 92 PER CENT OF SHARES VOTING BUT FAILED TO MEET THE SPECIAL MAJORITY REQUIREMENT

The Board of Directors' proposal to repurchase and subsequently redeem all D shares received support from approximately 92 per cent of the shares voting at the Extraordinary General Meeting on 23 October 2026. The proposal thus received overwhelming support among the company's shareholders as a whole. Nevertheless, it was not adopted, as the special majority required within the D share class was not achieved. The shares that voted against the proposal represented only approximately 2 per cent of all outstanding shares in SBB.

The decision means that the existing D share structure remains in place. In the Board's assessment, this structure limits SBB's ability to raise new equity, obtain financing on competitive terms and, over time, resume dividends to ordinary shareholders. The Board will now evaluate which alternatives best serve the long-term interests of the company and all its shareholders.

Resolution at the Extraordinary General Meeting

The proposal received strong support in terms of the votes cast by all shareholders present. However, it did not achieve the special majority required within the D share class and was therefore rejected. The outcome does not, however, change the financial and strategic considerations underlying the proposal or the Board's assessment that the measure would strengthen the company's financial flexibility.

Voting outcome within the D share class

Of a total of 193,865,905 D shares, including SBB's own D shares, approximately 44 million were represented in the vote, corresponding to approximately 23 per cent of the total number of D shares. Approximately 26 million D shares, corresponding to approximately 13 per cent of the total number of D shares, voted against the proposal. This was sufficient to prevent the special majority requirement within the D share class from being met.

Background to and assessment of the Board's proposal

The D share is an ordinary share, not an interest-bearing instrument, and confers no claim against the company, guaranteed return or priority entitlement to distributions of value. When dividends are paid, each D share receives five times the aggregate dividend paid on the A and B shares, subject to a maximum of SEK 2 per year and always limited by the dividends on the A and B shares. If the dividend on the D shares is less than SEK 2 per year, the future dividend cap is increased by the difference, but this increase constitutes neither interest, a payment claim against the company nor a liability of the company. SBB has not paid dividends on its ordinary shares since 2024.



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The Board therefore considered the proposal and the proposed consideration to be fair in light of the company's financial position and to represent the best available option for increasing SBB's financial flexibility over the long term.

In a fairness opinion, KPMG assessed the consideration as fair from a financial point of view, and an enquiry to the Swedish Securities Council confirmed that the procedure complied with good practice in the securities market.

Reports that payment of the consideration could be delayed beyond the communicated timetable arose from misunderstandings of standard legal wording in the notice convening the meeting (under company law, certain steps can only commence once other steps have been registered with the Swedish Companies Registration Office). The communicated timetable remained applicable, and the intention throughout was for payment to be made very shortly after the end of the acceptance period.

"The Extraordinary General Meeting has made its decision. At the same time, the consequence is clear: SBB cannot realise the benefits that the Board considered the proposal would deliver in the form of a simpler capital structure, greater financial flexibility and better conditions for long-term value creation. The company is therefore missing an opportunity that the Board considered important for SBB's future.

The D shareholders have rejected this specific proposal, but the need to strengthen SBB's financial position remains. That work continues. The Board will now evaluate which alternatives best serve the long-term interests of the company and all its shareholders," says CEO Andreas Morfiadakis.

Contacts

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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.