

The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

Press release
23 December 2019

SBB controls 87.8 percent of the shares in Hemfosa – SBB declares the offer unconditional and extends the acceptance period

On 15 November 2019, Samhällsbyggnadsbolaget i Norden AB (publ) (“**SBB**”) announced a recommended public offer to the shareholders of Hemfosa Fastigheter AB (publ) (“**Hemfosa**”) (the “**Offer**”). The last day to accept the Offer was on 20 December 2019. Today, SBB declares that:

- SBB has decided to complete the Offer. All conditions for the Offer are satisfied or have been waived.
- The Offer has been accepted to such an extent that upon completion (today) SBB owns approximately 87.8 percent of all outstanding shares in Hemfosa, corresponding to approximately 88.1 percent of the votes.
- SBB extends the acceptance period for the Offer up to and including 15 January 2019 to allow remaining shareholders to accept the Offer.

As of 20 December 2019, 132,640,275 common shares and 9,087,963 preference shares in Hemfosa had been tendered in the Offer. In addition, SBB has acquired 16,800,100 common shares in the market (at prices not exceeding the Offer price), representing approximately 9.3 percent of outstanding shares in Hemfosa, corresponding to approximately 9.8 percent of the votes. Accordingly, SBB now owns a total of 149,440,375 common shares and 9,087,963 preference shares in Hemfosa (representing approximately 87.8 percent of outstanding shares in Hemfosa and corresponding to approximately 88.1 percent of the votes).

The Mix & Match Facility offered by SBB to the shareholders of Hemfosa in the Offer, whereby each of the Hemfosa common and preference shareholders, subject to certain restrictions, could elect to receive as much share consideration or as much cash consideration as possible for tendered Hemfosa shares, have been exercised by shareholders representing approximately 58.0 percent of the shares in Hemfosa. Shareholders of Hemfosa representing in total 59,606,959 common shares have chosen to receive as much share consideration as possible and shareholders representing in total 38,987,797 common shares have chosen to receive as much cash consideration as possible. Shareholders of Hemfosa representing in total 1,823,945 preference shares have chosen to receive as much share consideration as possible and shareholders representing in total 4,186,242 preference shares have chosen to receive as much cash consideration as possible.

“We are very glad to see the positive response from the Hemfosa shareholders. It is a strong message that we already after the initial acceptance period have close to a 90 percent ownership, which clearly support both the logic in the combination of the two companies and the trust in our ability to achieve the expected synergies in a timely manner. I wish to welcome all new shareholders to SBB and to the next step in our journey were we as the largest social infrastructure company with community service properties in the Nordics keeps creating value for our investors as well as the community as a whole” said Ilija Batljan, CEO and founder of SBB.

To allow for the remaining shareholders to accept the Offer, SBB extends the acceptance period up to and including 15 January 2020. Settlement for shares already tendered in the Offer is expected to take place on or around 3 January 2020. Settlement for shares tendered during the extended acceptance period is expected to take place on or around 23 January 2020. As previously announced, elections made under the Mix & Match Facility will not be possible to cater for, due to practical reasons, with regard to acceptances received after the initial acceptance period. In practice, Hemfosa shareholders accepting the Offer under the extension, will thus receive the base case consideration in the Offer. Further, it should be noted that if the board of directors of Hemfosa, in accordance with the resolution by the general meeting, resolves on a payment of dividends on the common shares and the preference shares with a record date 10 January 2020, the cash consideration in the Offer will be reduced correspondingly. SBB may acquire additional shares in Hemfosa in the market during the extended acceptance period.

SBB reserves the right to extend the acceptance period for the Offer and to postpone the settlement date. In the event that SBB, whether in connection with the Offer or otherwise, becomes the owner of shares representing more than 90 percent of the outstanding shares in Hemfosa, SBB intends to commence a compulsory acquisition procedure under the Swedish Companies Act to acquire all remaining shares in Hemfosa. In connection therewith, SBB intends to promote a de-listing of the Hemfosa shares from Nasdaq Stockholm.

Since the Offer is now unconditional, the shareholders who have accepted the Offer, or will accept the Offer, have no right to withdraw acceptances.

For further information, please contact:

Ilija Batljan, CEO and Founder of Samhällsbyggnadsbolaget i Norden AB, +46 70 518 39 67, ilija@sbbnorden.se.

www.sbb-hemfosa.se

This is information that Samhällsbyggnadsbolaget i Norden AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above on 23 December 2019, at 20:45 CET.

About Samhällsbyggnadsbolaget i Norden AB (publ)

The company's strategy is to own, manage and develop community service properties throughout the Nordic region and rental apartments in growth regions in Sweden. Through the company's commitment and engagement in community participation and social responsibility, municipalities and other stakeholders find the company an attractive long-term partner. At the beginning of 2018, SBB was named the winner of the Real Estate Company of the Year Award for 2017. The company's series B shares (short name SBB B) and D shares (short name SBB D) are listed on Nasdaq Stockholm, Large Cap. The company's preference shares (SBB PREF) are listed on Nasdaq First North Premier Growth Market. Certified Adviser is Erik Penser Bank (contact: certifiedadviser@penser.se / +46 84638300). More information about the company is available at www.sbbnorden.se.

Important notice

This press release has been published in Swedish and English. In the event of any discrepancy in content between the language versions, the Swedish version shall prevail.

The Offer, pursuant to the terms and conditions presented in this press release, is not being made to persons whose participation in the Offer requires that an additional offer document be prepared or registration effected or that any other measures be taken in addition to those required under Swedish law.

The distribution of this press release and any related offer documentation in certain jurisdictions may be restricted or affected by the laws of such jurisdictions. Accordingly, copies of this communication are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any such jurisdiction. Therefore, persons who receive this communication (including, without limitation, nominees, trustees and custodians) and are subject to the laws of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, SBB disclaims any responsibility or liability for the violations of any such restrictions by any person.

This press release is not an offer for sale of securities in the United States. The shares to be delivered in connection with the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, delivered or otherwise transferred in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws.

For the avoidance of doubt, Nordea is not registered as a broker or dealer in the United States and will not be engaging in direct communications relating to the Offer with investors located within the United States (whether on a reverse-inquiry basis or otherwise).

In accordance with Swedish practice and law, SBB or its affiliates or brokers (acting as agents for SBB or its affiliates, as applicable) and affiliates of its financial advisers may from time to time, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase outside the United States, shares in Hemfosa that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Offer remains open for acceptance. These purchases may occur in the open market or in private transactions. Information about such purchases or arrangements to purchase will be disclosed to the extent required by Swedish law or rules or regulations.

The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Swedish law.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “expects”, “believes”, or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of SBB and Hemfosa. Any such forward-looking statements speak only as of the date on which they are made and SBB has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.