

# CREATING AN EVEN STRONGER SOCIAL INFRASTRUCTURE CHAMPION IN EUROPE

15 March 2021



Samhällsbyggnadsbolaget



OFFENTLIGA  
HUS

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## A COMBINATION OF SBB AND OFFENTLIGA HUS HAS A COMPELLING STRATEGIC RATIONALE



- 1 Clear industrial logic** – combination of the two largest listed social infrastructure property companies in the Nordics creating an even stronger European champion
- 2 Enduringly attractive market dynamics** – social infrastructure property segment with highly favourable market fundamentals continuing to present attractive and falling yields at very low risk
- 3 Portfolio complementarity benefits** – strengthened footprint in Sweden with portfolio complementarity in locations and tenants
- 4 Significant value creation potential** – unlocking full value of Offentliga Hus’ portfolio through leading platform for active property management and value-add strategies: development, renovations & sustainability and transactions, in addition to meaningful operational and financial synergies
- 5 Strategic sustainability fit** – aligned sustainability frameworks, accelerating environmental initiatives towards becoming the world’s most sustainable property company



## KEY PROPOSED TERMS OF THE TRANSACTION


<b>Transaction</b>	<ul style="list-style-type: none"> <li>■ Samhällsbyggnadsbolaget i Norden AB's ("SBB") public mandatory offer to the shareholders of Offentliga Hus i Norden AB ("Offentliga Hus") to acquire all common shares in Offentliga Hus (the "Offer")</li> <li>■ Total Offer consideration consists of a combination of SBB Class D common shares and cash for Offentliga Hus common shares</li> </ul>
<b>Background to the transaction</b>	<ul style="list-style-type: none"> <li>■ SBB announced on 18 December 2020 an agreement with majority shareholders to acquire 54.3% of shares (votes/capital) in Offentliga Hus</li> <li>■ On 23 December 2020, SBB announced the completion of 44.2% of the shares, while the other 10.1% were pending necessary approval from the Swedish Competition Authority. According to the take-over rules, the acquisition required SBB to present a mandatory public offer within four weeks of closing or to sell down its holding &lt;30%</li> <li>■ SBB announced on 20 January 2021 its public mandatory offer to the shareholders of Offentliga Hus</li> <li>■ On 17 February 2021, SBB announced the reception of approval to complete the remaining 10.1% by the Swedish Competition Authority</li> </ul>
<b>Terms of the transaction</b>	<ul style="list-style-type: none"> <li>■ Offer for Offentliga Hus' common shares:             <ul style="list-style-type: none"> <li>■ Offer per Offentliga Hus common share of SEK 15.41, based on SBB Class D common share VWAP of SEK 30.803 as of 17 December 2020</li> <li>■ The above consideration values the common offer at approximately SEK 3.9bn, meaning:                 <ul style="list-style-type: none"> <li>✓ A c. 20.9% premium to latest closing price prior to the announcement of the initial acquisition announced 18 December 2020 (i.e. in relation to closing price 17 December 2020)</li> <li>✓ A c. 15.9% premium to latest EPRA NAV per share prior to the offer announcement (Q3 September 2020)<sup>1</sup></li> <li>✓ A c. 15.0% premium to IPO offer price (23 October 2020)<sup>2</sup></li> <li>✓ A c. 0.1% discount to latest closing price prior to the announcement of the mandatory public offer (19 January 2021)</li> <li>✓ A c. 1.5% premium based on the one month VWAP<sup>3</sup> prior to the announcement of the mandatory public offer (19 January 2021)</li> </ul> </li> </ul> </li> <li>■ The completion of the Offer is not conditional upon any terms</li> </ul>
<b>Value creation</b>	<ul style="list-style-type: none"> <li>■ The combination of the businesses is expected to realise synergies driving shareholder returns:             <ul style="list-style-type: none"> <li>■ c. SEK 100m p.a. pre-tax run-rate synergies to be achieved primarily from financial and operational savings</li> <li>■ Additional value creation identified through development potential of building rights for social infrastructure in Offentliga Hus' portfolio, from reaching economies of scale for renovation and refurbishment projects across the combined portfolio and from capital recycling potential of non-core and mature assets</li> </ul> </li> </ul>
<b>Rating</b>	<ul style="list-style-type: none"> <li>■ SBB is highly committed to achieve a BBB+ rating in the next 6 months and an A- rating in the long term by continuing its path of strong track-record of delivery. SBB's outlook was raised on 1 March 2021 from Stable to Positive by S&amp;P Global Ratings</li> <li>■ The combined entity will benefit from expected lowered financial costs<sup>4</sup> through a larger property portfolio of "AAA" assets, growing market position and increased property portfolio diversification. Offentliga Hus' current financial costs are expected to be lowered to the levels of SBB post completion of the transaction</li> </ul>
<b>Financing</b>	<ul style="list-style-type: none"> <li>■ Fully financed offer: (completion of the Offer is not conditional upon any financing terms)             <ul style="list-style-type: none"> <li>■ Cash consideration and potential fractions<sup>5</sup> to be financed through existing funds and, if so required, externally secured bank financing</li> <li>■ Share consideration of max. 58.5m SBB Class D shares will be issued for a total consideration of SEK 1.8bn for Offentliga Hus' common shares</li> </ul> </li> </ul>

Source: Company press release as of 20 January 2021 and 17 February 2021

Notes: <sup>1</sup> EPRA NAV per share of SEK 13.30 (Q3 Sep-20); <sup>2</sup> IPO offer price at SEK 13.40 (23 October 2020); <sup>3</sup> 30 trading days; <sup>4</sup> Offentliga Hus' financial costs amounts to 2.68% (incl. effects of interest-rate derivatives (Q4 2020) in comparison to SBB of 1.31% (Q4 2020); <sup>5</sup> Fractional differences between offer price of SEK 15.41 and share consideration of SBB Class D shares to be paid in cash

# AGENDA AND INDICATIVE TIMELINE

Agenda	
I. Update on SBB	pp. 6–25
II. Strategic rationale	pp. 26–37
III. Attraction of the Offer	pp. 38–43



Hovsjorden 7 & 9 – Government infrastructure and justice

Indicative timeline of public mandatory offer	
Preliminary date	Event
<b>20 January 2021</b>	▪ Public mandatory offer announcement
<b>15 March 2021</b>	▪ Publication of offer document
<b>16 March 2021</b>	▪ Acceptance period begins
<b>13 April 2021</b>	▪ Acceptance period ends
<b>15 April 2021</b>	▪ Announcement of final result of public mandatory offer
<b>23 April 2021</b>	▪ Consideration to be paid to Offentliga Hus' shareholders



1.

## Update on SBB

# SBB OVERVIEW AND KEY HIGHLIGHTS

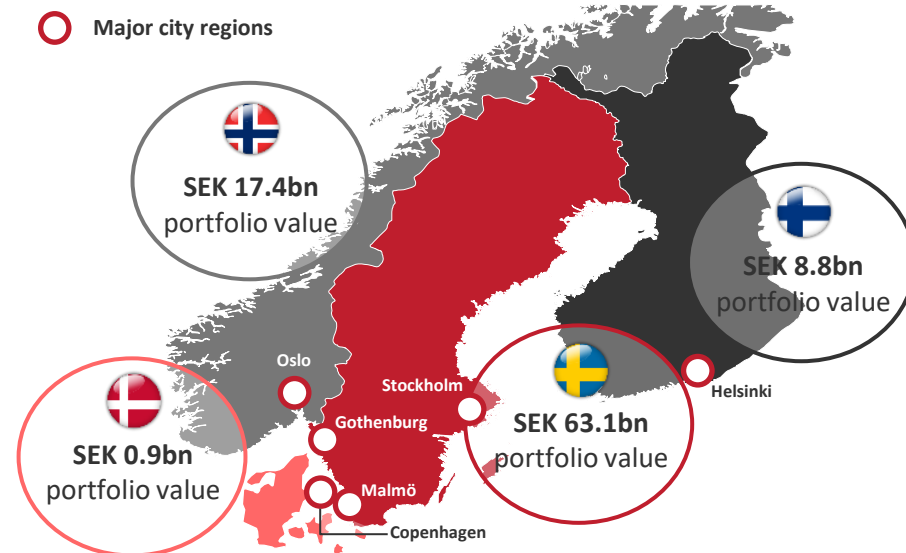
## Company snapshot

- ✓ SBB operates in the world's safest real estate asset class – community service properties in the Nordics where tenants are government-funded and highly regulated Swedish residentials
- ✓ 3 value-add strategies deliver growth and additional profit
- ✓ Sustainability is the core of SBB's business model as the first private member ever of Public Housing Sweden<sup>1</sup>
- ✓ Probably the strongest and safest cash flow in Europe, 99.8% rent collection

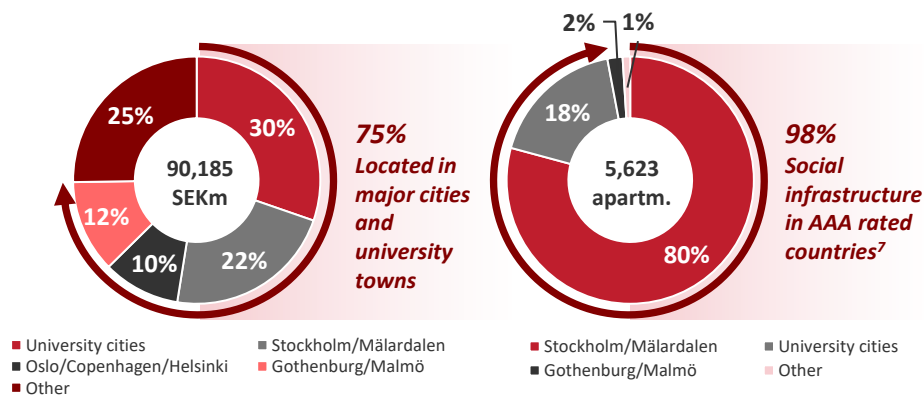
## Key figures

<b>SEK 4.8bn</b> passing rent <sup>2</sup>	<b>SEK 90.2bn</b> portfolio book value	<b>9yr WAULT</b> but effectively perpetual <sup>3</sup>	<b>93.6%</b> economic occupancy	<b>35%</b> net LTV on total assets <sup>4</sup>
	<b>SEK 9,084m</b> Net profit 2020	<b>4.3%</b> net initial yield <sup>5</sup>	<b>SEK 20,496</b> book value per sq.m.	<b>BBB- Positive<sup>6</sup></b> S&P Global Ratings FitchRatings

## Portfolio book value by country



## Portfolio book value by category



Source: Company information, reported figures as of 31 December 2020 (Q4 2020)

Notes: <sup>1</sup> Swedish: Sveriges Allmännyttan, former SABO; <sup>2</sup> Passing rental income on a 12-month rolling basis based on current lease contracts per Q4 2020; does not include the result effect of unrealised value changes; operating and maintenance costs are based on budget; property tax has been calculated based on the property's current tax assessment value per Q4 2020; property administration costs have been calculated based on existing organisation; <sup>3</sup> Refers to social infrastructure segment; <sup>4</sup> Net LTV as of Q4 2020 reported, taken as a % of total assets and hybrids treated as 100% equity; <sup>5</sup> Calculated as passing NOI divided by GAV, excluding SEK 9,056m of building rights; <sup>6</sup> Positive by S&P as of March 2021; <sup>7</sup> Sweden, Norway and Denmark have a AAA rating, Finland has a AA+ rating



# SBB PILLARS OF STRATEGY

## Key pillars to deliver attractive returns



Unique and difficult to replicate long-term relationships with municipalities and other market participants creating AAA-rated cash flows



SEK 90.2bn and fastest growing low-risk European social infrastructure property portfolio with sustainability as the core of the business model

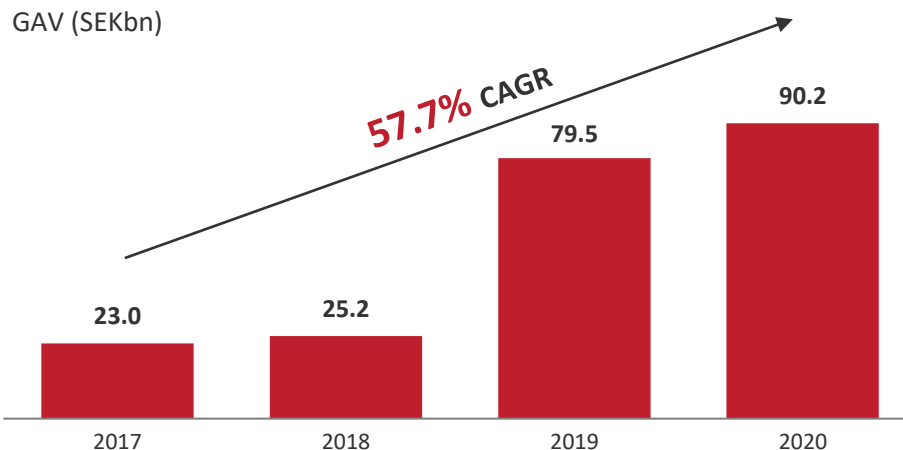


Strong financial position, demonstrated stability of cash flows and credit metrics for BBB+

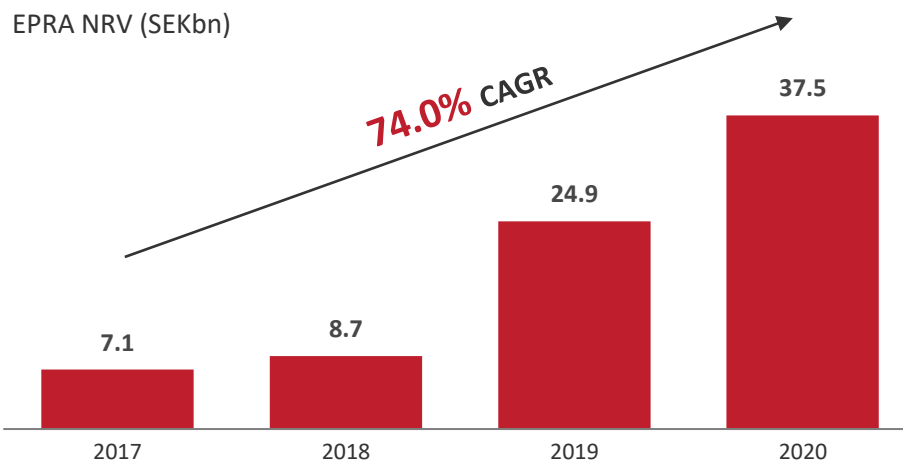


Three value-add strategies fueling fastest growing low-risk European social infrastructure property portfolio with compelling net profit growth – 76% CAGR over the last three years

## Portfolio has grown from SEK 23.0bn to SEK 90.2bn over 4 years...



## ...whilst delivering strong growth in long-term EPRA NRV





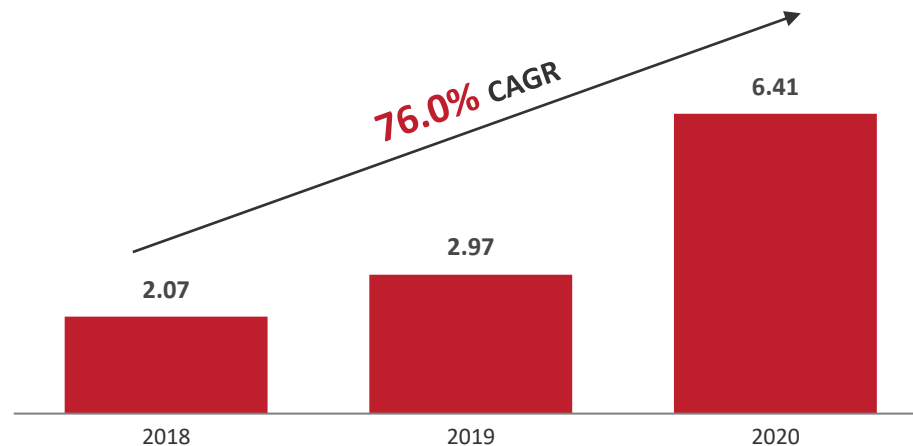
# STRONG TRACK-RECORD OF DELIVERY: EARNINGS PER SHARE, DIVIDEND AND STRONG BALANCE SHEET



## Delivery first

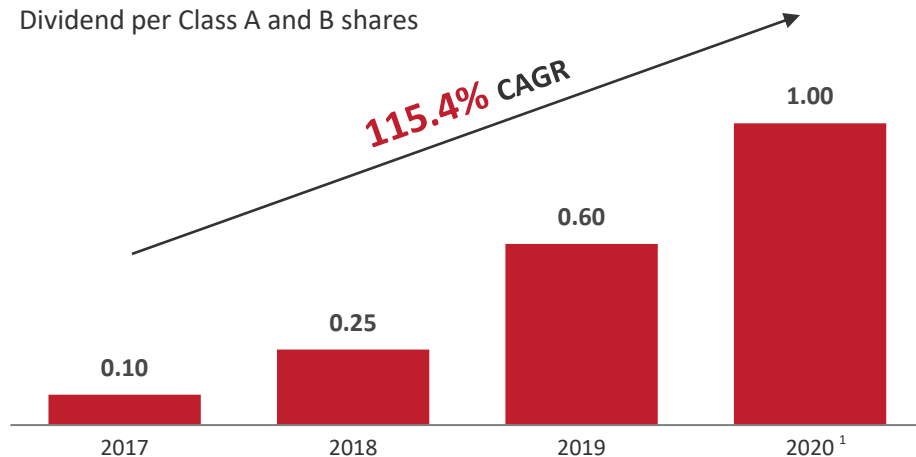
- Earnings per share has increased by 210% since 2018
- Dividend per Class A and B shares has increased by 900% since 2017
- Strong increase in shareholders' equity per share, excluding non-controlling interest
- Strong Balance sheet: BBB- from S&P and Fitch; according to company calculations, already delivered the key ratios for a BBB+ rating and ambition to receive long-term rating of A-

## Earnings per share (SEK)

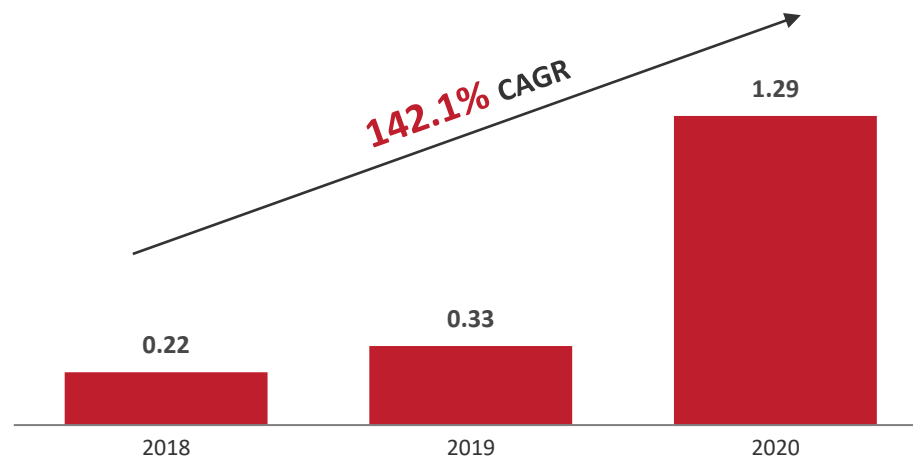


## Strong increase in dividend per share (SEK)

Dividend per Class A and B shares



## EPRA earnings per share (EPS) (SEK)

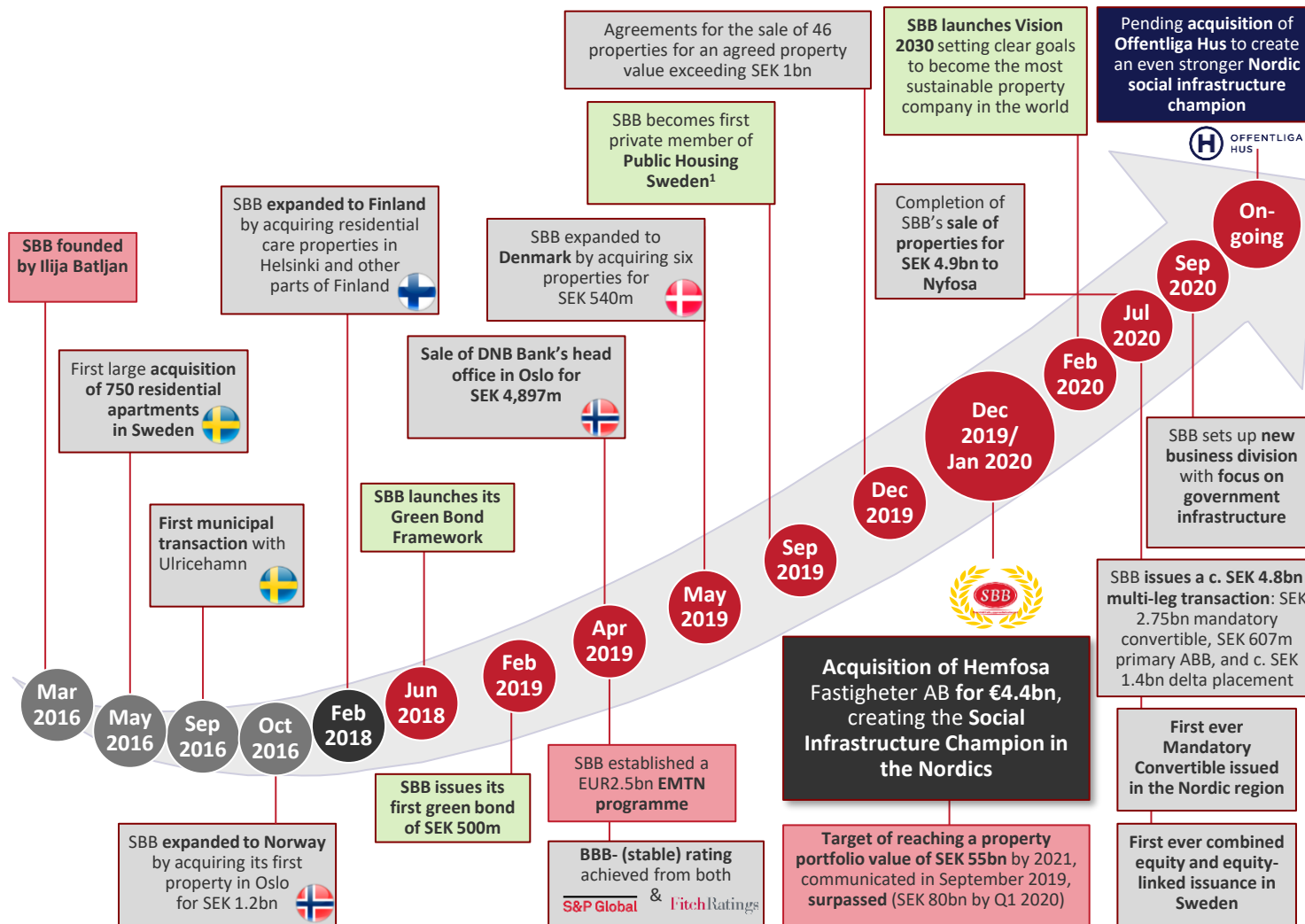


Source: Company information

Notes: <sup>1</sup> The Board of Directors is to propose a dividend of SEK 1.00 per Class A and B ordinary share to the 2021 Annual General Meeting

# SBB'S JOURNEY TO BECOMING THE SOCIAL INFRASTRUCTURE CHAMPION IN EUROPE

## Selected company milestones





## Selected properties




Source: Public company filings and website, Dealogic  
Notes: <sup>1</sup> Swedish: Sveriges Allmännyttan, former SABO


# SBB CREATES VALUE FROM “AAA” ASSETS

 Operates in the world’s safest real estate asset class

 The first private member ever of Public Housing Sweden<sup>1</sup>

 The trusted partner for municipalities with scale, speed and quality of execution

 Probably the highest rent collection in European listed space: 99.8 % during 2020, despite COVID-19





 Legislation prohibits local governments from declaring default: tenant sovereign risk

## Sovereign credit risk exposure in community service segment

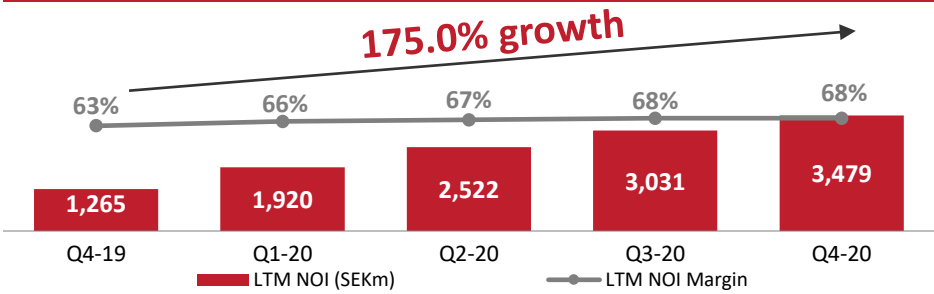
### Government and government-backed tenants



### Sovereign credit rating

	S&P Global Ratings	<b>AAA</b> (Stable)
	FitchRatings	<b>AAA</b> (Stable)
	MOODY'S	<b>Aaa</b> (Stable)
	S&P Global Ratings	<b>AAA</b> (Stable)
	FitchRatings	<b>AAA</b> (Stable)
	MOODY'S	<b>Aaa</b> (Stable)
	S&P Global Ratings	<b>AA+</b> (Stable)
	FitchRatings	<b>AA+</b> (Stable)
	MOODY'S	<b>Aa1</b> (Stable)
	S&P Global Ratings	<b>AAA</b> (Stable)
	FitchRatings	<b>AAA</b> (Stable)
	MOODY'S	<b>Aaa</b> (Stable)

## Stable and low-risk net operating income



Source: Company information. Credit ratings as of 12 March 2021  
Notes: <sup>1</sup> Swedish: Sveriges Allmännytt, former SABO








# PROPERTY MANAGEMENT AS THE FOUNDATION OF SBB'S LEADING BUSINESS MODEL WITH A BEST-IN-CLASS TEAM



## Experienced asset management team

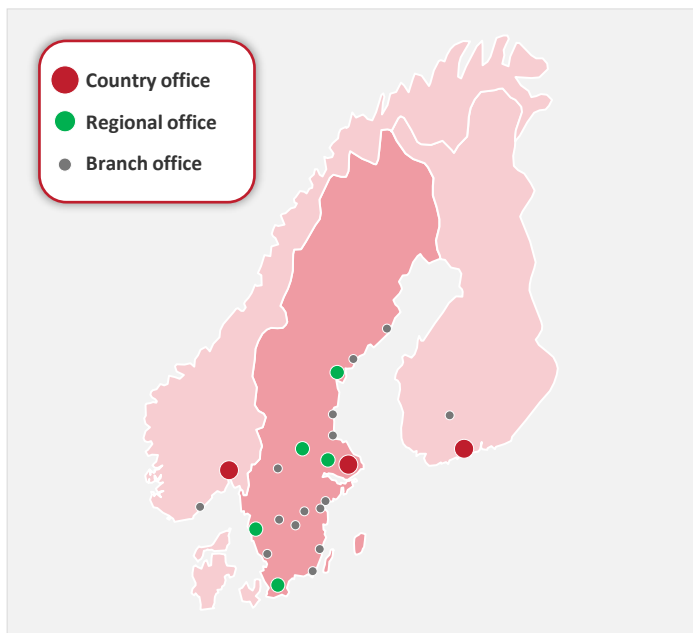
- ✓ Local market presence in all of SBB's major investment markets
- ✓ In-house asset mgmt. and property mgmt. capabilities further strengthened through acq. of Hemfosa
- ✓ Extensive network and in-depth market knowledge to identify new acquisition and leasing opportunities
- ✓ Deep understanding about tenants' needs and requirements through proactive dialogues

 <b>Fredrik Hedén</b> SBB Government Infrastructure Lead 44 years experience	 <b>Jessica Thornander</b> Regional Manager West Community Service Properties 26 years experience	 <b>Per Sundequist</b> Regional Manager Residential Middle Sweden 23 years experience	 <b>Arto Nummela</b> Deputy Regional Manager Finland 31 years experience	 <b>Henrik Melder</b> Regional Manager Norway 23 years experience
 <b>Alexander Hedin</b> Regional Manager Stockholm Community Service Properties 10 years experience	 <b>Maria Liderås</b> Regional Manager East Community Service Properties 17 years experience	 <b>Christer Melander</b> Regional Manager North Community Service Properties 24 years experience	 <b>Ola Svensson</b> Regional Manager South and Denmark 20 years experience	

Country flags represent region of responsibility

**24 years**  
Asset management team's average years of experience

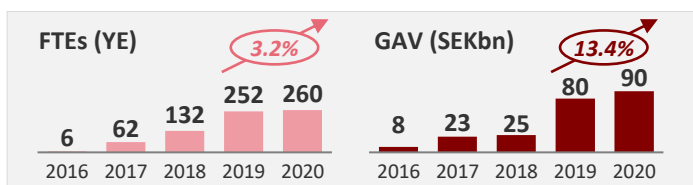
## Local market presence



## High exposure to "AAA" tenants with attractive long-term leases and terms

Governments	% rental income <sup>1</sup>	Sovereign credit rating	Best-in-class lease terms
Swedish state	14.1%	AAA	10–15 years typical lease length for newly signed leases Propensity to prolong at lease end <sup>2</sup> ; Education: 97%, Elderly care: 99.5%
Norwegian state	8.6%	AAA	
Finnish state	3.0%	AA+	

## Clear economics of scale achieved



Property Management as the foundation of our business model, providing passing rent of SEK 4.8bn of which 98% are coming from "AAA" economies and rent-regulated residentials

Source: Company information. Credit ratings as of 12 March 2021  
 Notes: <sup>1</sup> In relation to the community service properties portfolio, as of 31 December 2020; <sup>2</sup> Newsec data as of February 2021

# WORLD-CLASS TEAM UNLOCKING FULL POTENTIAL TO SBB'S SHAREHOLDERS THROUGH THREE VALUE-ADD STRATEGIES BEYOND TRADITIONAL PROPERTY MANAGEMENT



The Social Infrastructure Champion in Europe



## Committed to value-add strategies



### Property development



**Krister Karlsson**  
Deputy CEO & Prop.  
Dev. Manager



**Mats Silow**  
Head of Property  
Development



**Erik Hävermark**  
Head of Project  
Development



**Jenny Asmundsson**  
Head of Public Tender  
Management



**Viktor Mandel**  
Head of  
Sveafastigheter

➤ +2,500,000 sq.m. of building rights,  
corresponding to c. 34,000 apartments

✓ SEK 1,000–1,400m



### Property renovations & sustainability



**Peter Olausson**  
Chief Technical Officer



**Marika Dimming**  
Investor Relations and  
Head of Sustainability



**Martin Andersson**  
Sustainability analyst

➤ Renovation potential for c. 75% of the  
portfolio  
➤ Targets 600 apartments renovated p.a.

✓ SEK 600m



### Real estate transactions



**Oscar Lekander**  
Business  
Development  
Manager



**Carl Lundh  
Mortimer**  
Project Development  
Manager



**Joakim Bill**  
Transaction  
Manager



**Linus Eklund**  
Analyst



**Lovisa Sörensson**  
Analyst

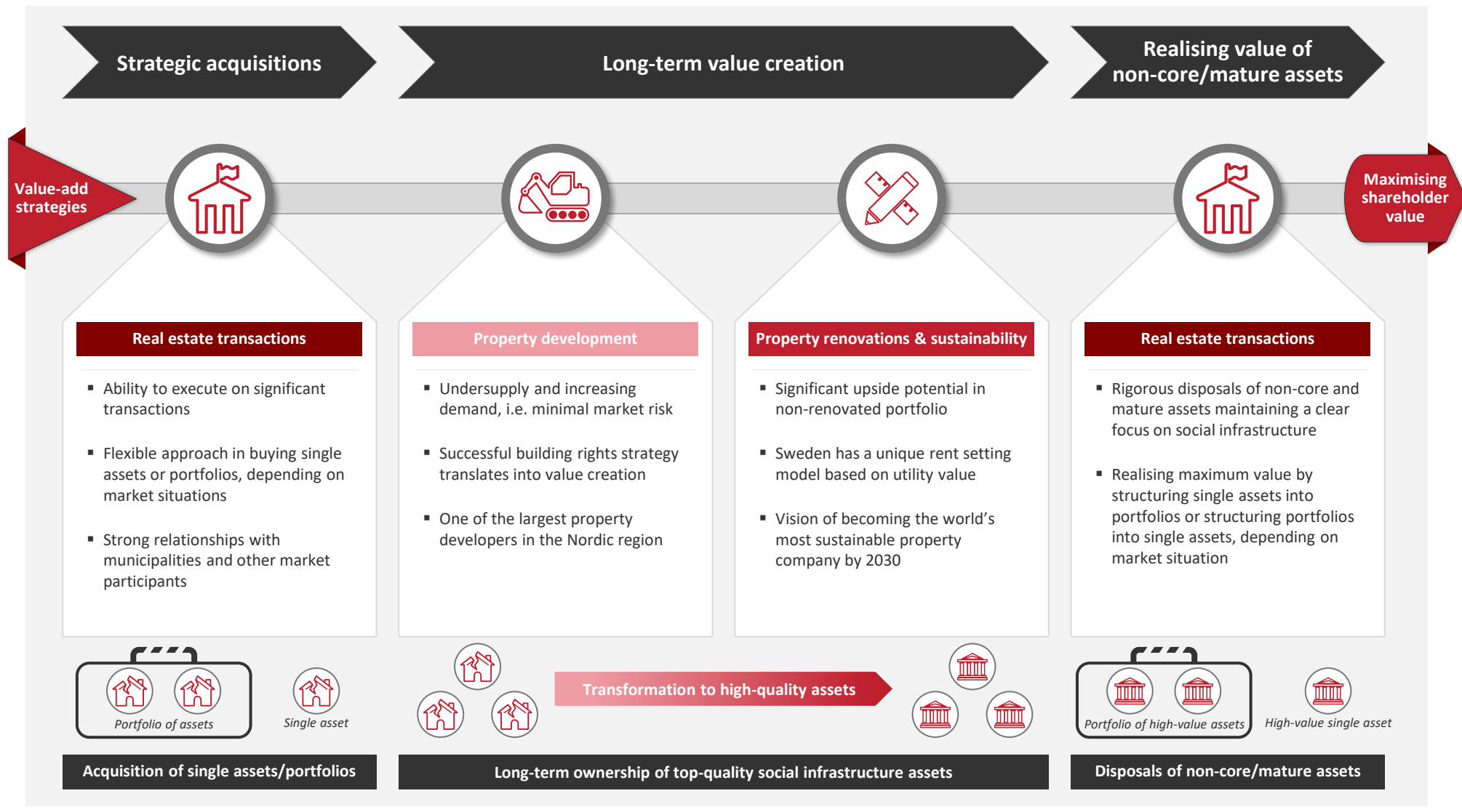
➤ SEK 72.2bn acquisitions and  
SEK 20.4bn disposals since 2019

✓ SEK 400m

Estimated recurring earnings effect per year<sup>1</sup>

**Property Management** as the foundation of our business model,  
providing passing rent of SEK 4.8bn with a rent collection of 99.8%<sup>2</sup>, likely the highest in European listed real estate universe

# SBB'S LEADING BUSINESS MODEL: VALUE-ADD STRATEGIES





# MARKETS ARE YET TO FULLY APPRECIATE THE UNIQUE NATURE OF SBB'S BUSINESS MODEL CAPTURING THE VALUE-ADD STRATEGIES



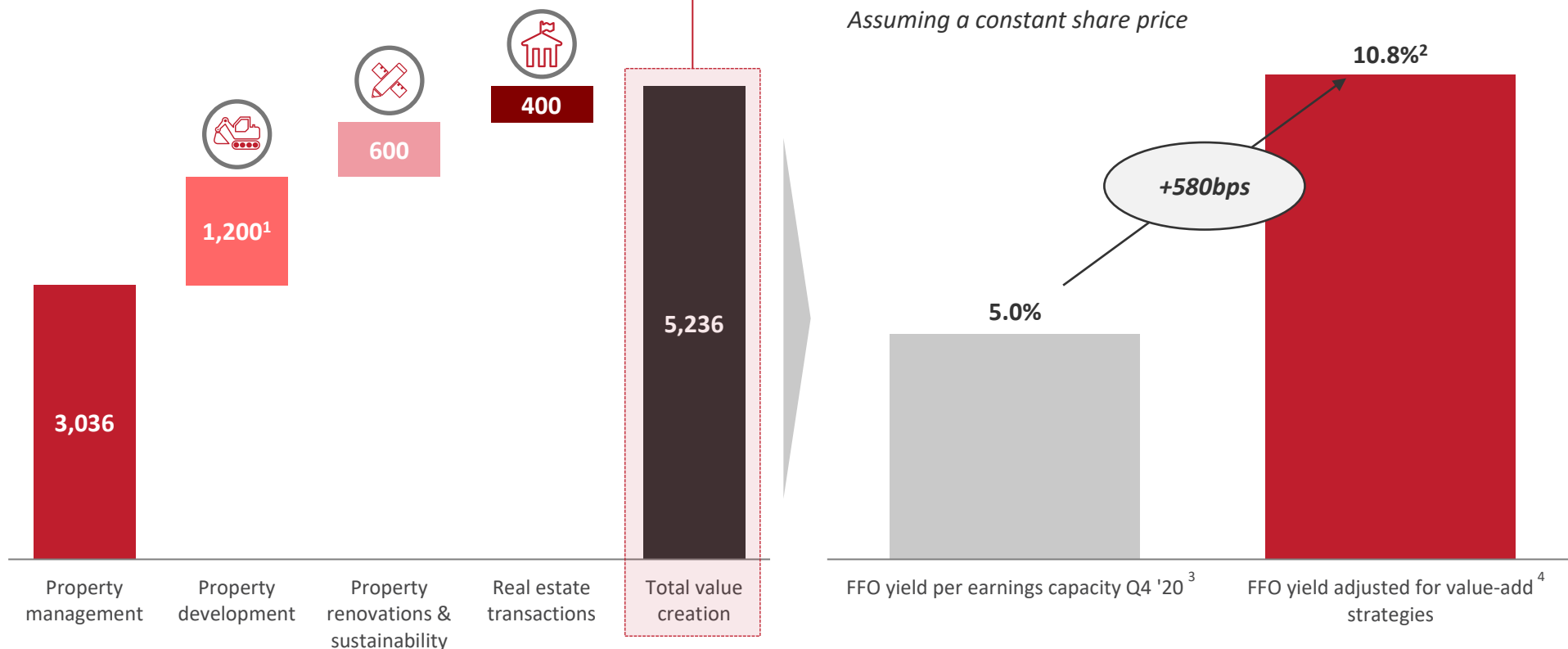
## Value creation from value-add strategies (SEKm)

## FFO uplift from value-add strategies

- Applying tax of 10%
- Subtracting dividends to hybrids, mandatory convertibles, D- and preference shares

$$\frac{\text{FFO/share: SEK 2.8}}{\text{Share price: SEK 25.9}} = \text{FFO yield: } 10.8\%^2$$

Assuming a constant share price



Source: Company information. Share price from Nasdaq as of 12 March 2021. Notes: <sup>1</sup> Midpoint from estimated recurring earnings effect 1,000–1,400 p.a.; <sup>2</sup> Calculated with share price as of 12 March 2020. Class A shares assumed to be priced in line with Class B shares. FFO yield calculated with share price as of 31 December 2020 equals 9.7%, see page 37 for further information; <sup>3</sup> SBB FFO from property management calculated as earnings capacity operating profits before dividends, taxed at a 10% effective tax rate and less dividend to hybrids, mandatory convertibles, D- and preference shares; <sup>4</sup> SBB FFO from property management including recurring earnings effect from value-add strategies calculated as earnings capacity operating profits before dividends plus total recurring earnings effect from value-add strategies (midpoint earnings from property development), taxed at a 10% effective tax rate and less dividend to hybrids, mandatory convertibles, D- and preference shares

# SBB'S VALUE-ADD STRATEGIES

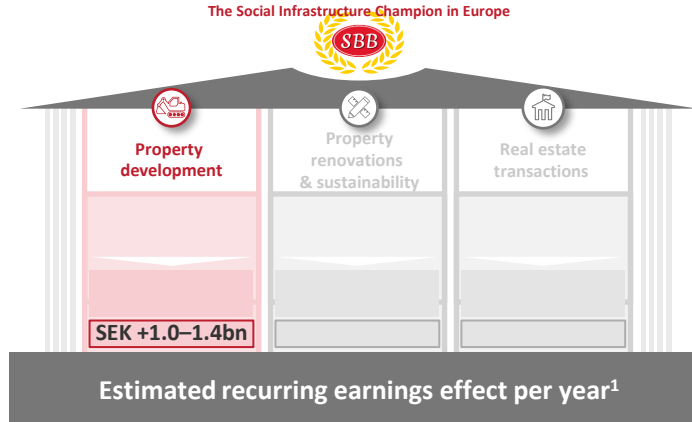
## PROPERTY DEVELOPMENT



**Krister Karlsson**  
*Deputy CEO and Property Development Manager*  
 Industry experience  
**35 years**



**Jenny Asmundsson**  
*Head of Public Tender Management*  
 Industry experience  
**25 years**



**Erik Hävermark**  
*Head of Project Development*  
 Industry experience  
**17 years**

**Jenny Linghede** **Johan Ågren**  
*Project manager* *Project manager*

**Patrik Ahlbin** **Johan Eklund**  
*Project manager* *Project lead*

**Karim El Hage** **Stig Atle Nilsson**  
*Project manager* *Project director NO*

**Erik Nygren** **Martin Verstad Sylte**  
*Project manager* *Project manager NO*



**Mats Silow**  
*Head of Property Development*  
 Industry experience  
**12 years**

**Malin Hein Dymling**  
*Property developer*

**Lovisa Gustavsson**  
*Property developer*

**Johanna Peacock**  
*Property developer*

**Karl-Erik Larsson**  
*Property developer*



### Sveafastigheter

**Victor Mandel**  
*Head of Sveafastigheter*  
 Industry experience  
**15 years**

**Lars Gärde**  
*Senior VP acquisitions*

**Svante Jernberg**  
*CEO Sveafastigheter Bostad*

**Görel Hällqvist**  
*Director, Construction*

**Harry McNeil**  
*Group CMO and sustainability*

Project development  
 Community service properties

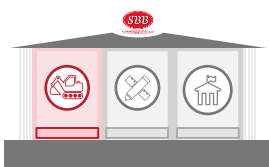
**Magnus Edlund**  
*CEO*

**Carl Auer**  
*Head of Elderly care*

**Christer Holder**  
*Head of Schools*

- ✓ Highly skilled and experienced team creates the opportunity to build for own management
- ✓ No. 1 Nordic property developer with ~34,000 building rights on own balance sheet:
  - 3,942 residential units in project development
  - 1,681 residential units developed for own management
- ✓ Development property portfolio's estimated value upon completion of zoning of SEK 8.6bn vs. book value of SEK 3.3bn

Notes: <sup>1</sup> Pre-tax

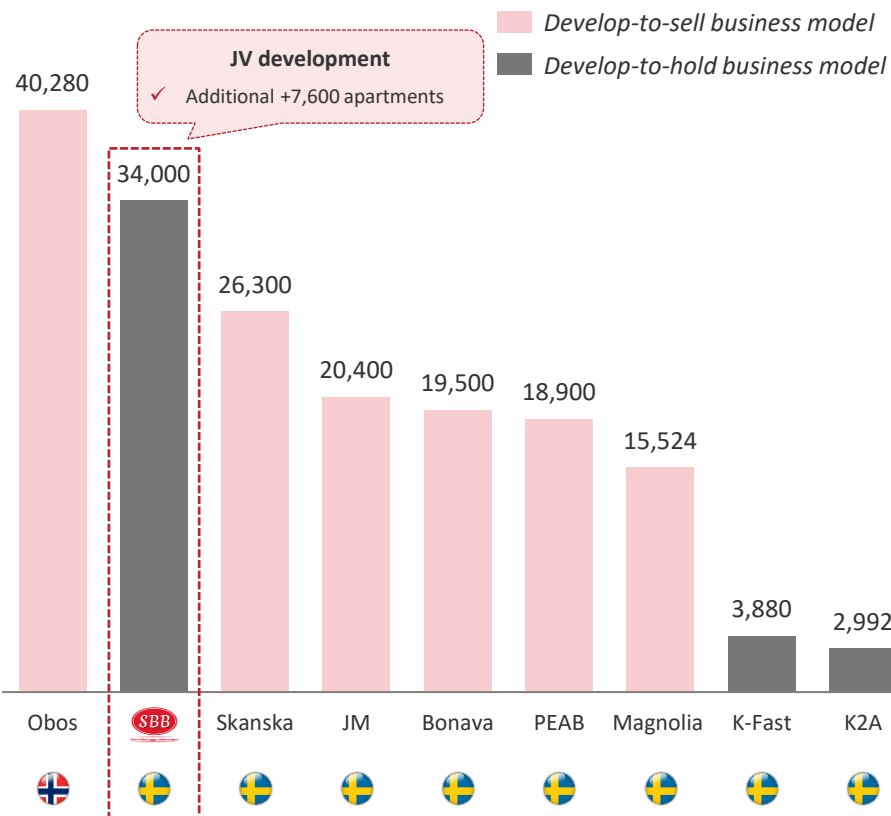


# PROPERTY DEVELOPMENT

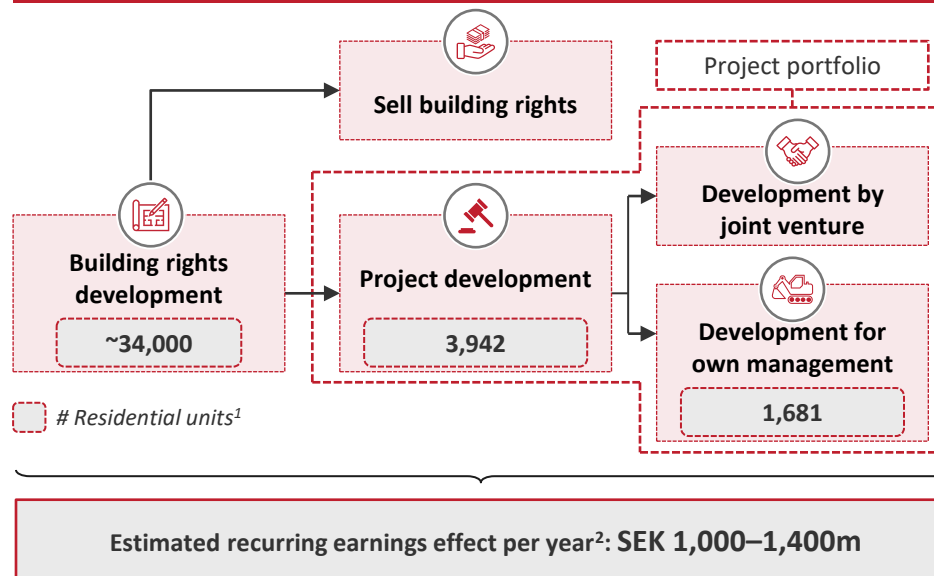


## No. 1 property developer in the Nordic region

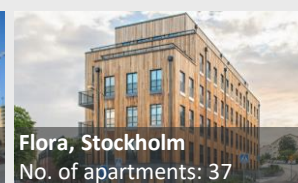
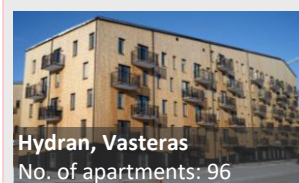
Top Nordic property developers by building rights on own balance sheet  
(no. of residential units, c. 70 sq.m. per apartment)



## Utilising building rights to create value throughout the value chain



## Selected development projects



**No. 1 developer in the Nordic region with +2.5m sq.m. of building rights, 3,942 apartments under project development and 1,681 apartments in production for own management. Estimated recurring earnings effect per year<sup>2</sup>: SEK 1,000–1,400m**

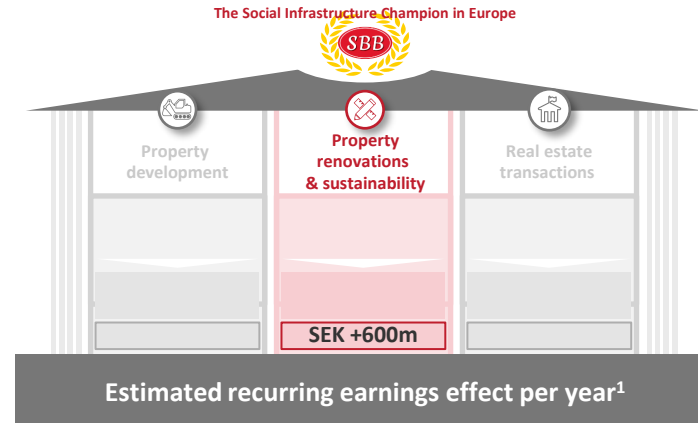
Source: Companies' reports as of Q4 2020

Notes: <sup>1</sup> Building rights portfolio as of 31 December 2020, c. 70 sq.m. per apartment; <sup>2</sup> Pre-tax



# SBB'S VALUE-ADD STRATEGIES

## PROPERTY RENOVATIONS & SUSTAINABILITY



- Strong sustainability delivery**
- ✓ 100% renewable electricity<sup>2</sup>
  - ✓ 95% total social impact of total rental income<sup>3</sup>
  - ✓ Sustainable financing through social and green bonds
  - ✓ 52% of new production in progress constructed in wood



**Peter Olausson**  
*Chief Technical Officer*  
 Industry experience  
**19 years**

- Karl-Anders Persson**  
*Project manager*
- Erik Navarette**  
*Project manager*
- Ulf Mikaelsson**  
*Project manager*
- Niclas Franzén**  
*Project manager*
- Peter Landwehr**  
*Project manager*



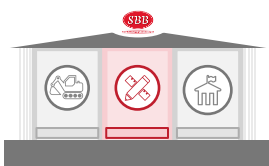
**Marika Dimming**  
*Investor Relations and  
 Head of Sustainability*  
 Industry experience  
**24 years**



**Martin Andersson**  
*Sustainability analyst*  
 Industry experience  
**8 years**

- ✓ **Vision of becoming the world's most sustainable property company by 2030**
- ✓ **Value-enhancing renovations across community service and residential properties**
- ✓ **Target of 600 renovated residential apartments p.a. (695 renovated during 2020)**
- ✓ **Highly experienced team with strong relationships with tenants to understand needs and requirements**

Notes: <sup>1</sup> Pre-tax; <sup>2</sup> For rent-regulated residential; <sup>3</sup> Based on ISS ESG classification. Sum of total social impact of NTM sales



# PROPERTY RENOVATIONS & SUSTAINABILITY



## Significant renovations upside potential with a clear ESG focus

- ✓ Energy reduction from renovations average ~28%<sup>1</sup>
- ✓ ~8% yield on cost from energy reducing investments<sup>1</sup>
- ✓ Vision of becoming the world's most sustainable property company by 2030
- ✓ 86% have been environmentally decontaminated

## Significant upside potential in non-renovated residential portfolio

### Number of apartment renovations



### Upside potential

- 75% of property portfolio is non-renovated
- Significant upside potential

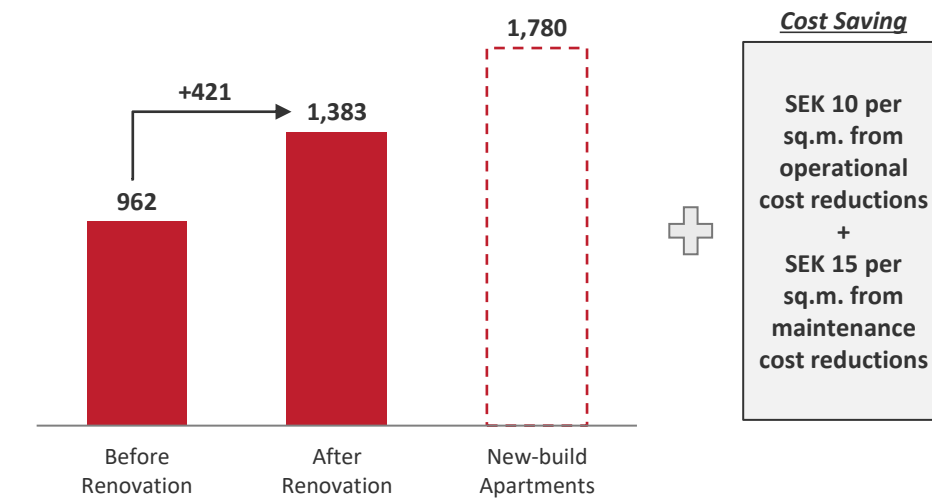
## Significant avg. rental uplift after renovations in residential portfolio

Average rent (SEK) per sq.m.: +SEK 421 after renovation<sup>4</sup>

Stockholm prime, rent levels  
Yield: 1.25%–3.25%

Gothenburg prime, rent levels  
Yield: 1.50%–2.50%

Malmö prime, rent levels  
Yield: 2.50%–3.75%



NOI margin improvement from c. 54%<sup>4</sup> to c. 70% on renovated apartments



6–7% net yield on cost<sup>2</sup>

Value-enhancing renovations across the community service and residential properties with a clear vision of becoming the world's most sustainable property company. Estimated total recurring earnings effect per year<sup>3</sup>: SEK 600m

Source: Company information; Newsec

Notes: <sup>1</sup> Based on a sample of comparable properties; <sup>2</sup> Assuming SEK 5,000 / sq.m. renovation cost (Source: Newsec report); <sup>3</sup> Pre-tax; <sup>4</sup> Margin calculated based on the average cost per sq.m. on apartments that qualify for renovation, average rental uplift on renovated apartments and SEK 25 in total cost savings per sq.m., calculated as average uplift for apartments that meet a 6–7% NOI return threshold

# SBB'S VALUE-ADD STRATEGIES

## REAL ESTATE TRANSACTIONS



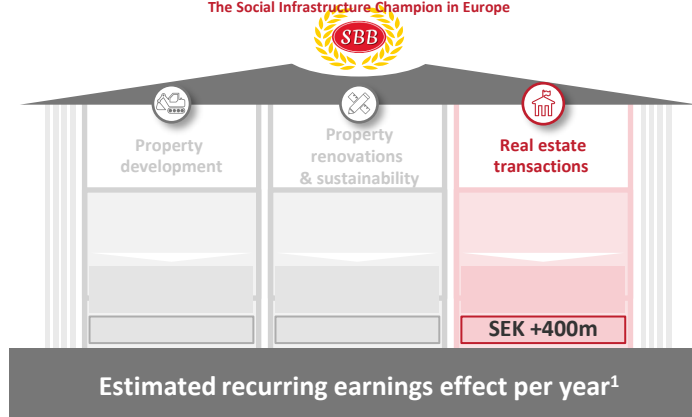
The Social Infrastructure Champion in Europe



**Oscar Lekander**  
Business Development  
Manager  
Industry experience  
10 years



**Carl Lundh Mortimer**  
Project Development  
Manager  
Industry experience  
8 years



**Joakim Bill**  
Transaction Manager  
Industry experience  
10 years



**Linus Eklund**  
Analyst  
Industry experience  
5 years

**% of total Nordic real estate transaction volume 2019-2020<sup>2</sup>**



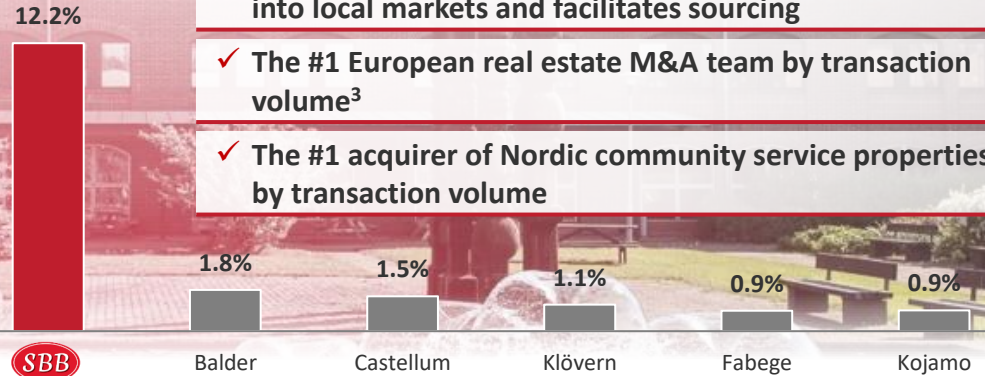
**Lovisa Sörensson**  
Analyst  
Industry experience  
4 years



**Fredrik Cronqvist**  
Senior Business  
Developer Denmark  
Industry experience  
15 years

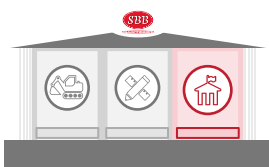


**Päivi Loukusa-Virta**  
Investment Director  
Finland  
Industry experience  
14 years



- ✓ The #1 real estate M&A team in Europe<sup>3</sup> enabling off-market transactions at attractive valuations
- ✓ Local presence in all relevant geographies gives insight into local markets and facilitates sourcing
- ✓ The #1 European real estate M&A team by transaction volume<sup>3</sup>
- ✓ The #1 acquirer of Nordic community service properties by transaction volume

Notes: <sup>1</sup> Pre-tax; <sup>2</sup> Based on the 10 largest Nordic listed real estate companies (based on GAVbn) (see page 30 for full list) and >0.7% market share of transaction volume (acquisitions and disposals) in the Nordics. Market data collected by Newsec; <sup>3</sup> Based on 2019-2020 volume for 50 largest listed European real estate companies by market cap having reported Q4 2020 figures as of 12 Mar 2021. Market data collected by JLL



# REAL ESTATE TRANSACTIONS

Frequent acquisitions and excellent capital recycling with flexible approach to realise maximal value



## Clear M&A strategy in the world's safest real estate class

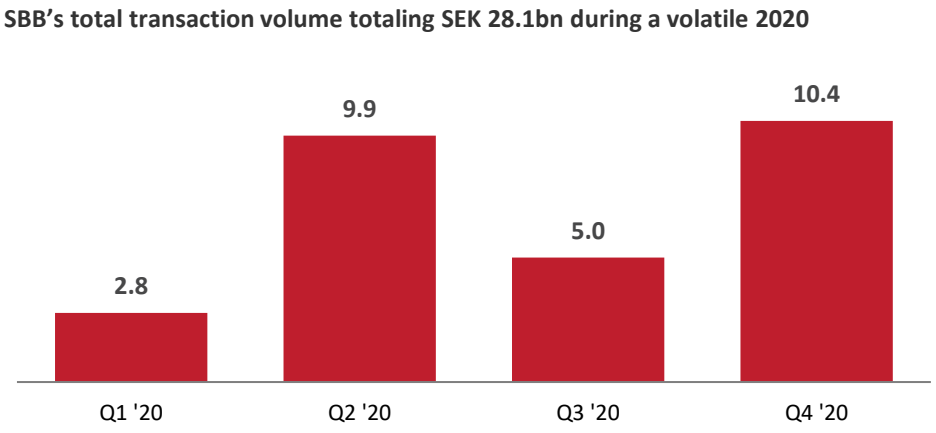
**Strategic acquisitions**  
SEK 72.2bn total acquisitions 2019–2020

**Rigorous disposals of non-core assets**  
SEK 20.4bn total disposals 2019–2020

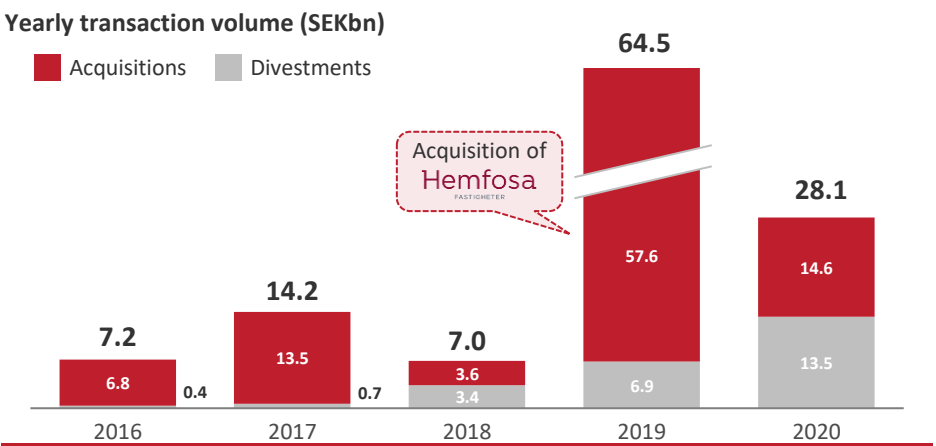
**Clear focus on social infrastructure**  
98% of property value

Structuring single assets into portfolios or structuring portfolios into single assets, depending on market preference

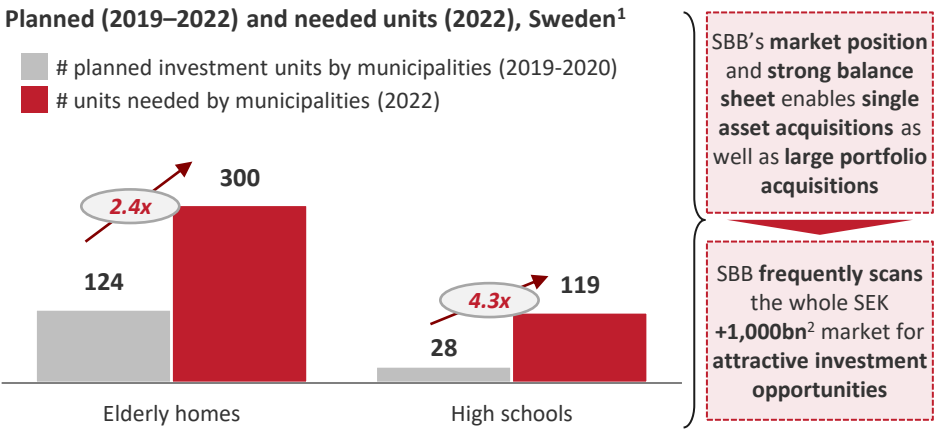
## Social infrastructure – a low-risk and highly liquid market



## Significant transaction volume since inception



## Undersupply of CSP; significant investment potential for SBB



**SBB has a clear strategy of acquisitions to reach target of SEK 125bn property value by 2025 and BBB+ rating key ratios delivered. Estimated recurring earnings effect per year<sup>3</sup>: SEK 400m**

Source: Company information  
Notes: <sup>1</sup> Newsec market report as of September 2019, based on a survey by SALAR; <sup>2</sup> Refers to the Swedish community service market size; <sup>3</sup> Pre-tax



# WORLD-CLASS TEAM UNLOCKING FULL POTENTIAL TO SBB'S SHAREHOLDERS THROUGH THREE VALUE-ADD STRATEGIES BEYOND TRADITIONAL PROPERTY MANAGEMENT



The Social Infrastructure Champion in Europe



## Committed to value-add strategies



Property development



Property renovations & sustainability



Real estate transactions

SEK +1,000–1,400m

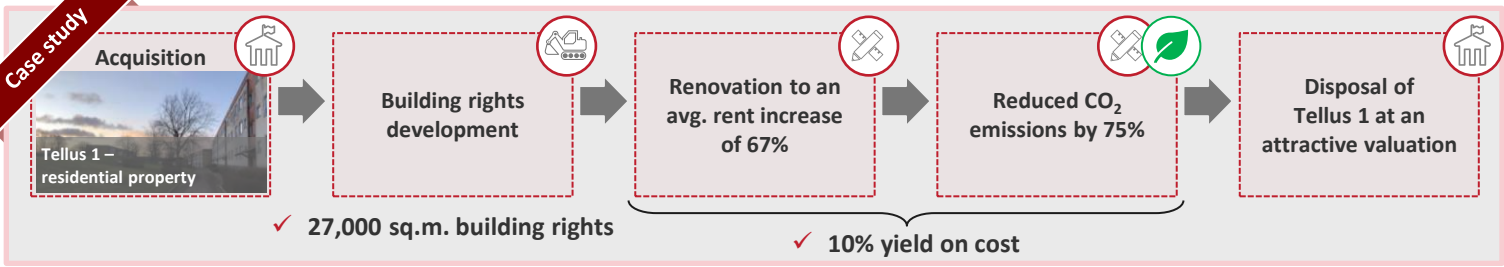
SEK +600m

SEK +400m

Total value creation

Value-add strategies in practice: Tellus 1

Property management



**Property Management** as the foundation of our business model, providing passing rent of SEK 4.8bn of which 98% are coming from “AAA” economies and rent-regulated residentials

# STRONG MANAGEMENT TEAM AND BOARD OF DIRECTORS

Active and hands-on management team with exceptional experience and track-record

**25 years**

Management team's average years of experience



**Ilija Batljan**  
CEO and Founder  
**rikshem**  
Nynäshamns Municipality  
Region Stockholm

**20** years in industry



**Lars Thagesson**  
Deputy CEO and COO  
**Hemfosa**  
FASTIGHETER  
**KUNGSLEDEN**

**46** years in industry



**Krister Karlsson**  
Deputy CEO and Property Development Manager  
**rikshem**  
**NCC**

**32** years in industry



**Eva-Lotta Stridh**  
CFO  
**rikshem**  
**Akelius**

**20** years in industry



**Oscar Lekander**  
Business Development Manager  
**rikshem**  
**SVEFA**

**10** years in industry



**Rosel Ragnarsson**  
Head of Finance  
**DEXIA**  
**Swedbank**  
**Nordea**

**36** years in industry



**Annika Ekström**  
Head of Asset Management  
**Hemfosa**  
FASTIGHETER

**24** years in industry



**Viktor Mandel**  
Head of Sveafastigheter  
**Nordanö**  
**Brunswick**  
REAL ESTATE

**15** years in industry

Supported by a highly dedicated, reputable and diverse Board of Directors with strong real estate background



**CATELLA**  
**GIMMEL**  
FASTIGHETER  
**GENESTA**

**Lennart Schuss (CoB<sup>1</sup>)**



**FastPartner**  
**COMPACTOR**

**Sven-Olof Johansson**



**BALDER**  
**KLÖVERN**  
**ARVID SVENSSON**

**Fredrik Svensson**



**apotea-se**  
**DOBERMAN®**

**Eva Swartz Grimaldi**



**Norwegian Government**

**Anne-Grete Ström-Erichsen**



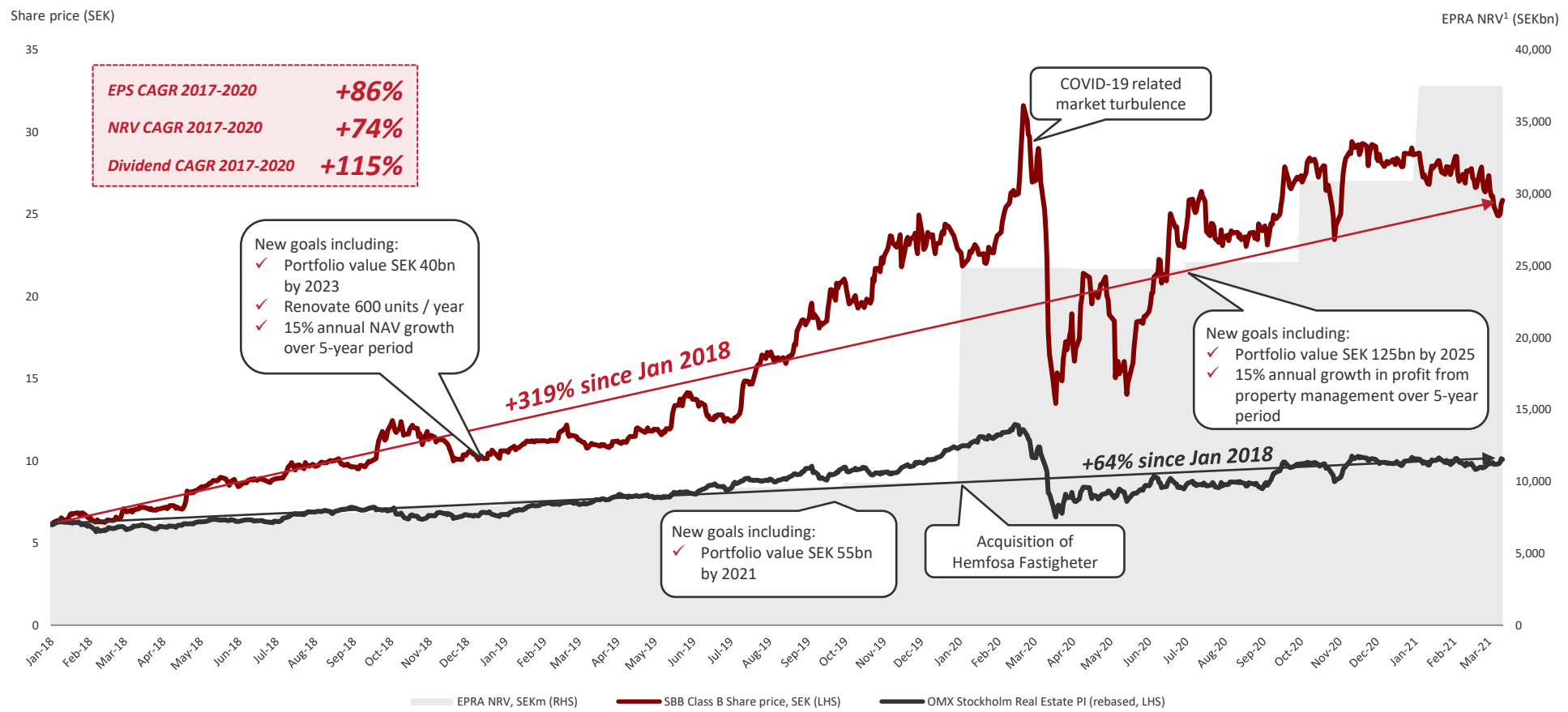
**STENDÖREN**  
**AB | SAGAX**

**Hans Runesten**

Notes: <sup>1</sup> Chairman of the Board

# OVERVIEW OF THE SBB CLASS B SHARE

**SBB's delivery on its promises and strong growth journey has been reflected in strong share price performance**



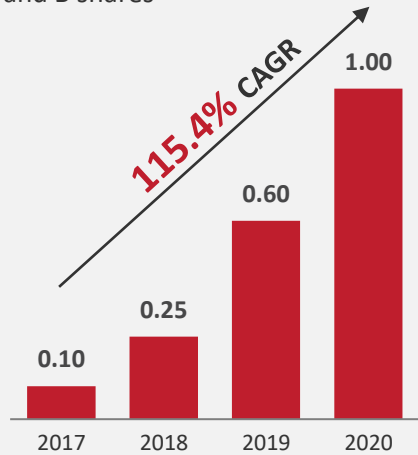
**Strong share price performance on the back of SBB's continuous growth and execution**

Source: Nasdaq as of 12 March 2021, company filings  
 Notes: <sup>1</sup> EPRA NRV = Net reinstatement value

# TARGETS

## Objective

SBB's objective is to acquire, manage and develop properties that will create a high risk-adjusted return for its shareholders

Financial targets				Operational targets		Dividend policy
Profit from property mgmt <sup>1</sup>		Income from property development		Growth		Target
Target	31 Dec 2020	Target	31 Dec 2020	Target	31 Dec 2020	To generate a steadily increasing annual dividend <sup>1</sup>
>15% average annual growth over a 5-year period	✓ 40%	SEK 1,000-1,400m per year, on average	✓ 2,224m	A property portfolio of SEK 125bn by 2025, with retained BBB+ rating	90.2bn	
LTV <sup>2</sup>		Secured LTV		Vision 2030		Historical development
Target	31 Dec 2020	Target	31 Dec 2020	100 percent climate neutral by 2030		Dividend per Class A and B shares
<50% adjusted debt/(adjusted debt + equity)	✓ 35%	<30%	✓ 10%			
Rating		ICR		Refurbishment		
Target	1 Mar 2021	Target	31 Dec 2020	Target	31 Dec 2020	
BBB+ in H1 2021, A- in the long term	BBB- Positive	>3.0x	✓ 4.1x	Renovate at least 600 apartments per year	✓ 695	

Company information, reported figures as of 31 December 2020 (Q4 2020)

Notes: <sup>1</sup> Per A and B ordinary share. Benchmarking period between 2016 and 2019, actual period between 2016 and 2020; <sup>2</sup> Net LTV as of Q4 2020 reported, taken as a % of total assets and hybrids treated at 100% equity



II.

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## Strategic rationale

# OFFENTLIGA HUS – THE PARTNER OF CHOICE

## Company snapshot

- ✓ Offentliga Hus’ portfolio consists of properties in the world’s safest real estate asset class – community service properties in Sweden
- ✓ Present in ~70 municipalities with focus on high growth regions in Sweden
- ✓ Strong “AAA” tenants base with stable and predictable cash flows

## Key figures

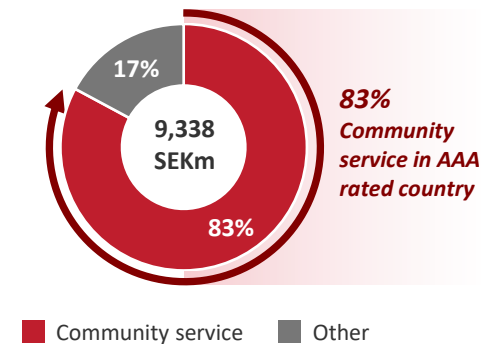
<b>SEK 0.6bn</b> <i>passing rent</i>	<b>SEK 9.3bn</b> <i>portfolio book value</i>	<b>5.2yr WAULT<sup>1</sup></b>	<b>93.0%</b> <i>economic occupancy</i>	<b>50.6%</b> <i>net LTV on total assets<sup>3</sup></i>
	<b>SEK 2.4m</b> <i>net profit 2020</i>	<b>4.3%</b> <i>property yield<sup>2</sup></i>	<b>SEK 17,216</b> <i>book value per sq.m.</i>	<b>BB</b> <i>Watch Positive<sup>4</sup></i> 

## Portfolio book value by country

○ Major city regions



## Portfolio book value by category













Source: Company information, reported figures as of 31 December 2020 (Q4 2020)

Notes: <sup>1</sup> Excluding continuing contracts with a total value of SEK 19.9m; <sup>2</sup> Calculated as passing NOI divided by GAV; <sup>3</sup> Net debt (excluding hybrid bonds) as of Q4 2020, divided by total assets; <sup>4</sup> Credit rating as of December 2020



# A PROPERTY PORTFOLIO OF ATTRACTIVE COMMUNITY SERVICE PROPERTIES WITH STABLE CASH FLOWS FROM "AAA" TENANTS

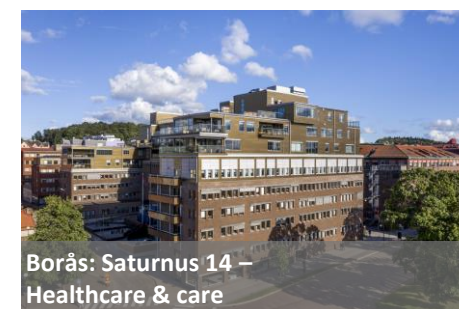
## Sovereign credit risk among top 10 tenants

Tenants	Category	Credit rating <sup>2</sup>	Contracted annual rental income (%)
 <sup>1</sup> <b>SCANIA</b>	Corporation	BBB	7.2%
 <b>Polisen</b>	Government	Backed by AAA government	5.8%
 <b>SKÅNE</b>	Region	Backed by AAA government	4.6%
 <b>STRÄNGNÄS FASTIGHETS AB</b>	Municipality	Backed by AAA government	4.5%
 <b>Region Värmland</b>	Region	Backed by AAA government	4.2%
 <b>BORÅS STAD</b>	Municipality	Backed by AAA government	4.0%
 <b>Halmstad</b>	Municipality	Backed by AAA government	3.6%
 <b>REGION DALARNA</b>	Region	Backed by AAA government	3.6%
 <b>anocca</b>	Corporation	NR <sup>3</sup>	3.1%
 <b>KTH</b>	University	Backed by AAA government	2.9%

**Top 10 tenants**

**43.5%**

## Selected properties from portfolio



Source: Company information, reported figures as of 31 December 2020 (Q4 2020)

Notes: <sup>1</sup> Scania has contracts on Pyramiden 19 (Public offices) and Pyramiden 20 (Education) where it mostly conducts research and development in connection to KTH and Södertälje Science Park;

<sup>2</sup> Credit ratings as of 12 March 2021; <sup>3</sup> No rating

## A COMBINATION OF SBB AND OFFENTLIGA HUS HAS A COMPELLING STRATEGIC RATIONALE

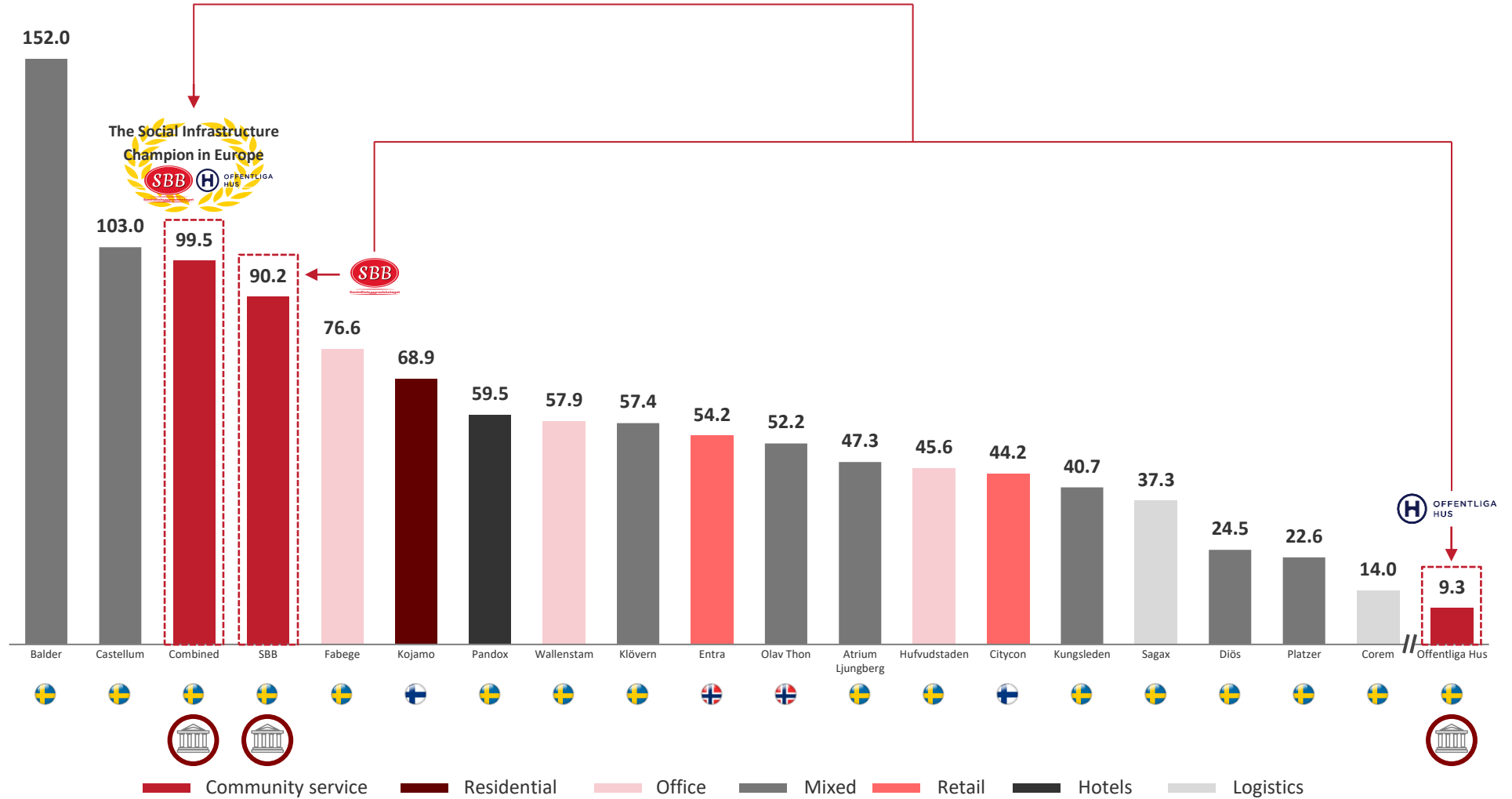


- 1 Clear industrial logic** – combination of the two largest listed social infrastructure property companies in the Nordics creating an even stronger European champion
- 2 Enduringly attractive market dynamics** – social infrastructure property segment with highly favourable market fundamentals continuing to present attractive and falling yields at very low risk
- 3 Portfolio complementarity benefits** – strengthened footprint in Sweden with portfolio complementarity in locations and tenants
- 4 Significant value creation potential** – unlocking full value of Offentliga Hus’ portfolio through leading platform for active property management and value-add strategies: development, renovations & sustainability and transactions, in addition to meaningful operational and financial synergies
- 5 Strategic sustainability fit** – aligned sustainability frameworks, accelerating environmental initiatives towards becoming the world’s most sustainable property company



# COMBINED PORTFOLIO: CREATING AN EVEN STRONGER EUROPEAN CHAMPION IN SOCIAL INFRASTRUCTURE

GAV (SEKbn)



Source: Companies' information per latest available as of 12 March 2021, the Swedish Riksbank, EUR/SEK exchange rate of 10.04 and NOK/SEK exchange rate of 0.95, as of 30 December 2020 (last closing price per 31 December 2020)

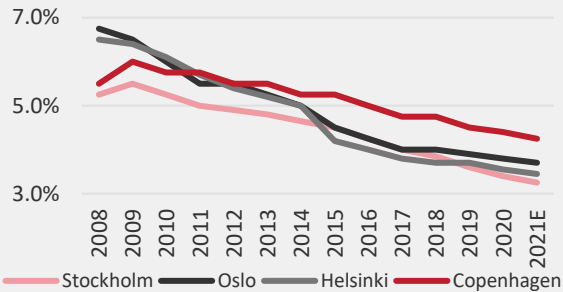
# COMMUNITY SERVICE PROPERTIES OFFERS UNIQUE CHARACTERISTICS: VERY LOW RISK ASSET CLASS SUPPORTED BY HIGH DEMAND AND ATTRACTIVE LEASE TERMS



Unique asset class defined by low risk publicly financed "AAA" tenants, insignificant tenant turnover, high demand and attractive lease terms

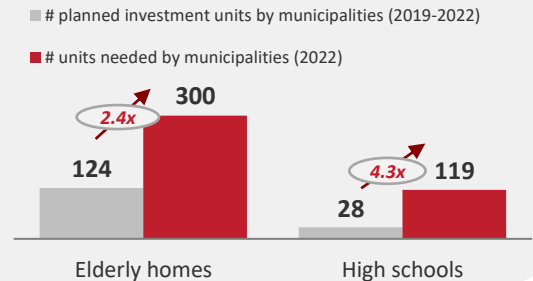
## Continuous falling yields for community service properties<sup>1</sup>

Community service properties valuation yields (2008–2021E)



## Attractive demographics creating demand

Planned (2019–2022) and needed units (2022) in Sweden<sup>2</sup>



- ✓ Community service leases are effectively perpetual – insignificant tenant turnover
- ✓ July 2020: SBB acquires pre-school portfolio in Norway with newly signed 35-year triple-net leases for NOK 4,250m
- ✓ Sep 2019: SBB becomes first private member of Public Housing Sweden<sup>3</sup>, with Swedish municipalities as its tenants

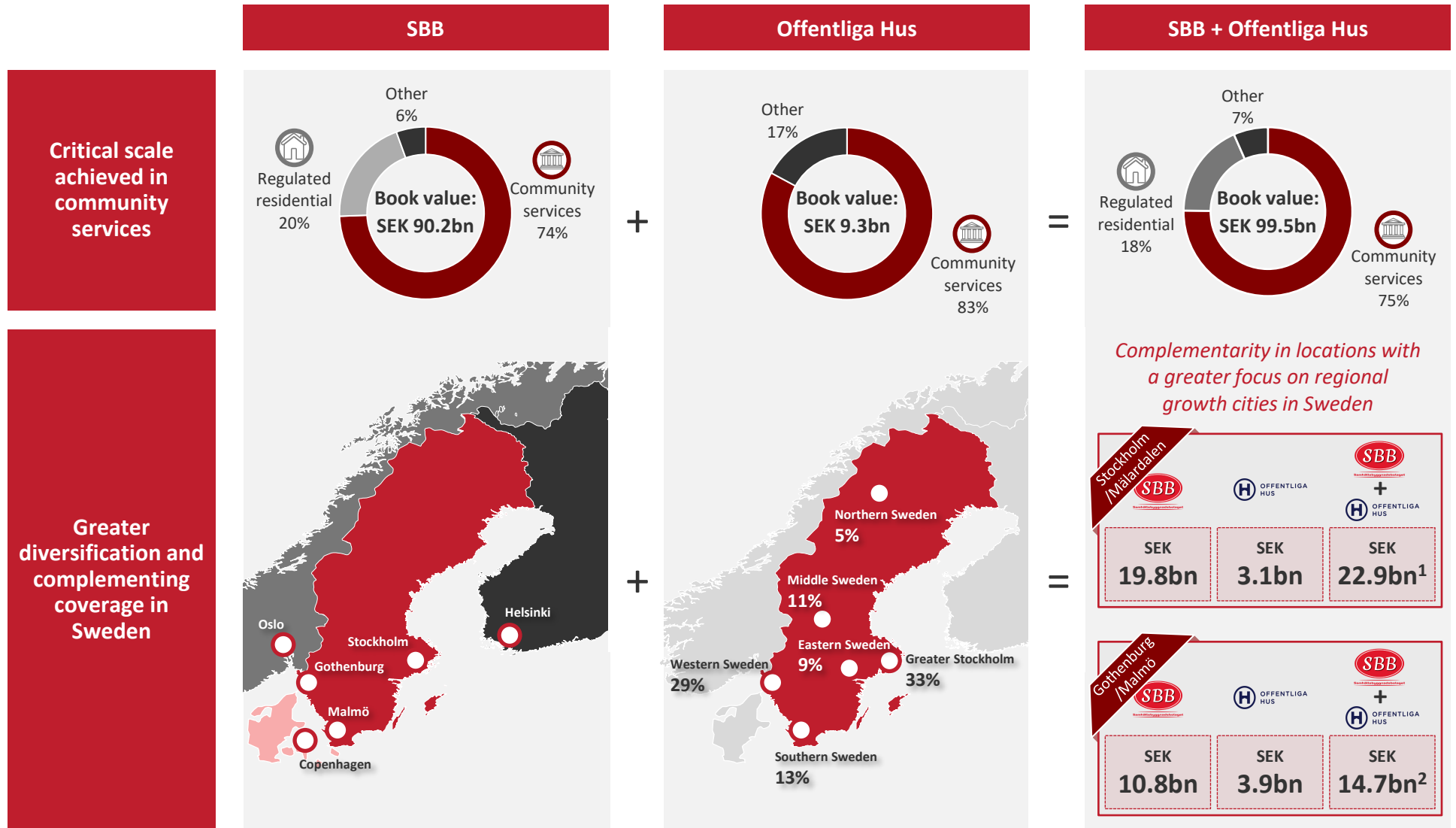
## Perpetual leases and insignificant tenant turnover

**Higher exposure of community service properties in prime locations across major Nordic urban regions**

- 10–15 years typical lease length for newly signed leases
- Propensity to prolong at lease end<sup>4</sup>; Education: 97%, Elderly care: 99.5%
- Typically no break clauses
- 100% indexed to CPI
- Majority of tenant improvements paid for by the tenants or through a higher rent and an extension

## Attractive lease terms

## COMBINED PORTFOLIO GAINS INCREASED SCALE AND GREATER GEOGRAPHICAL COVERAGE



Source: Company information, reported figures as of 31 December 2020 (Q4 2020)

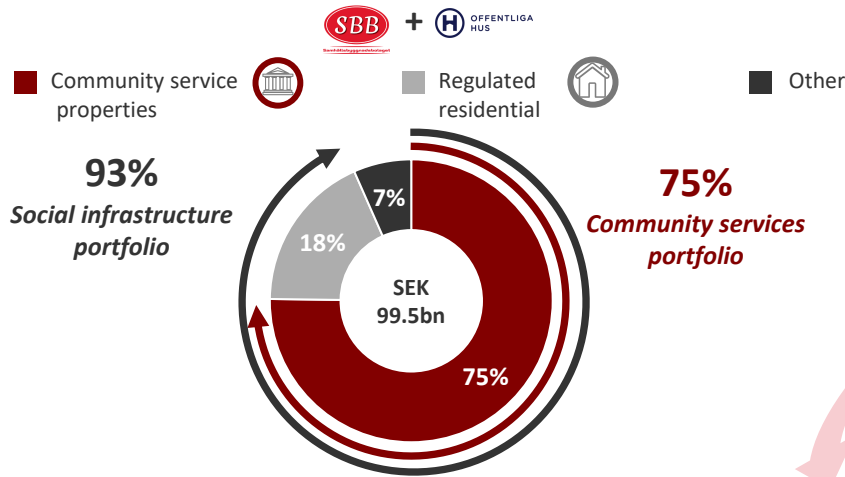
Note: <sup>1</sup> Based on SBB's property value in Stockholm/Mälardalen and Offentliga Hus' property value in Greater Stockholm, as of 31 December 2020; <sup>2</sup> Based on SBB's property value in Gothenburg/Malmö and Offentliga Hus' property value in Western Sweden and Southern Sweden, as of 31 December 2020



# COMBINED PROPERTY PORTFOLIO PROVIDES A CLEAR FOCUS ON THE VERY LOW RISK COMMUNITY SERVICE SECTOR

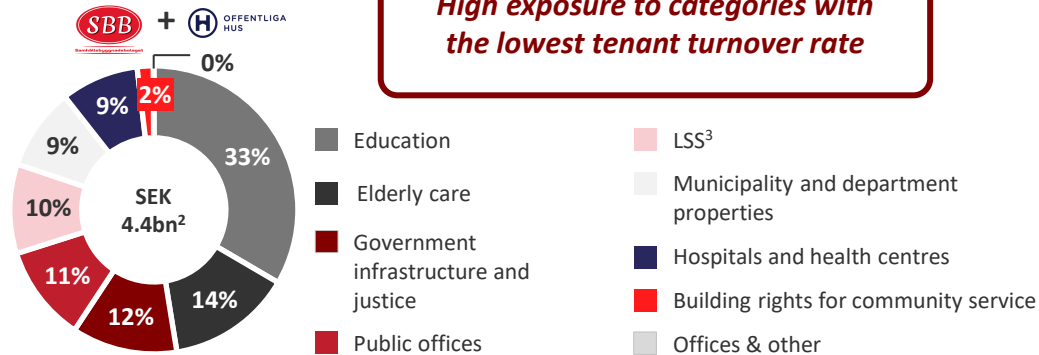
## Combined portfolio overview

### Property book value split by type



### Community service property split by category<sup>1</sup>

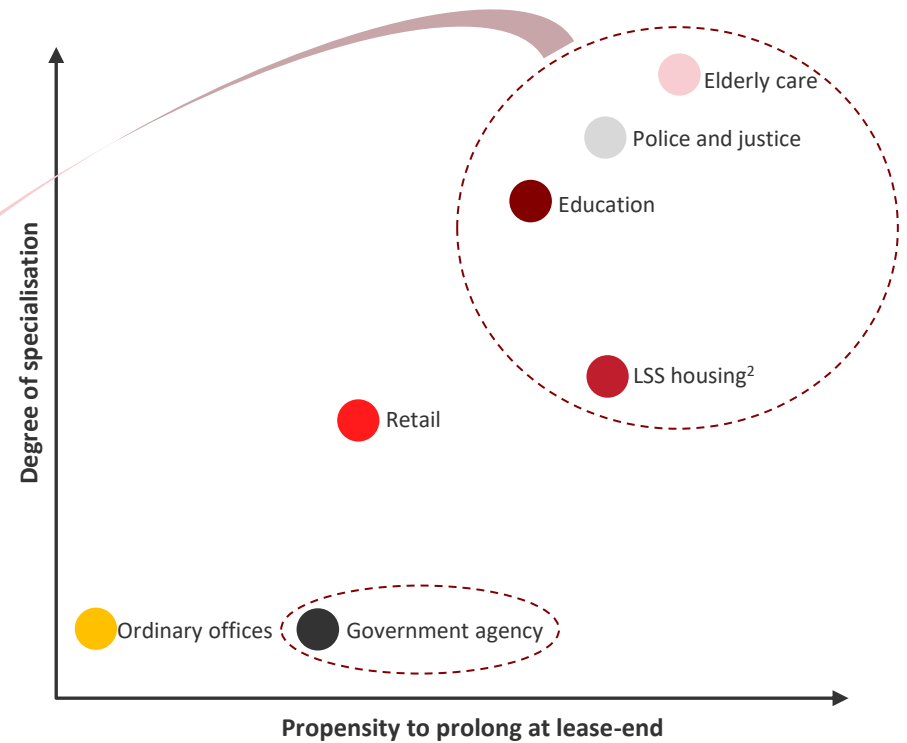
(Rental income rolling 12 months)



**High exposure to categories with the lowest tenant turnover rate**

## Tenant turnover in community service properties

### Tenant turnover assessment



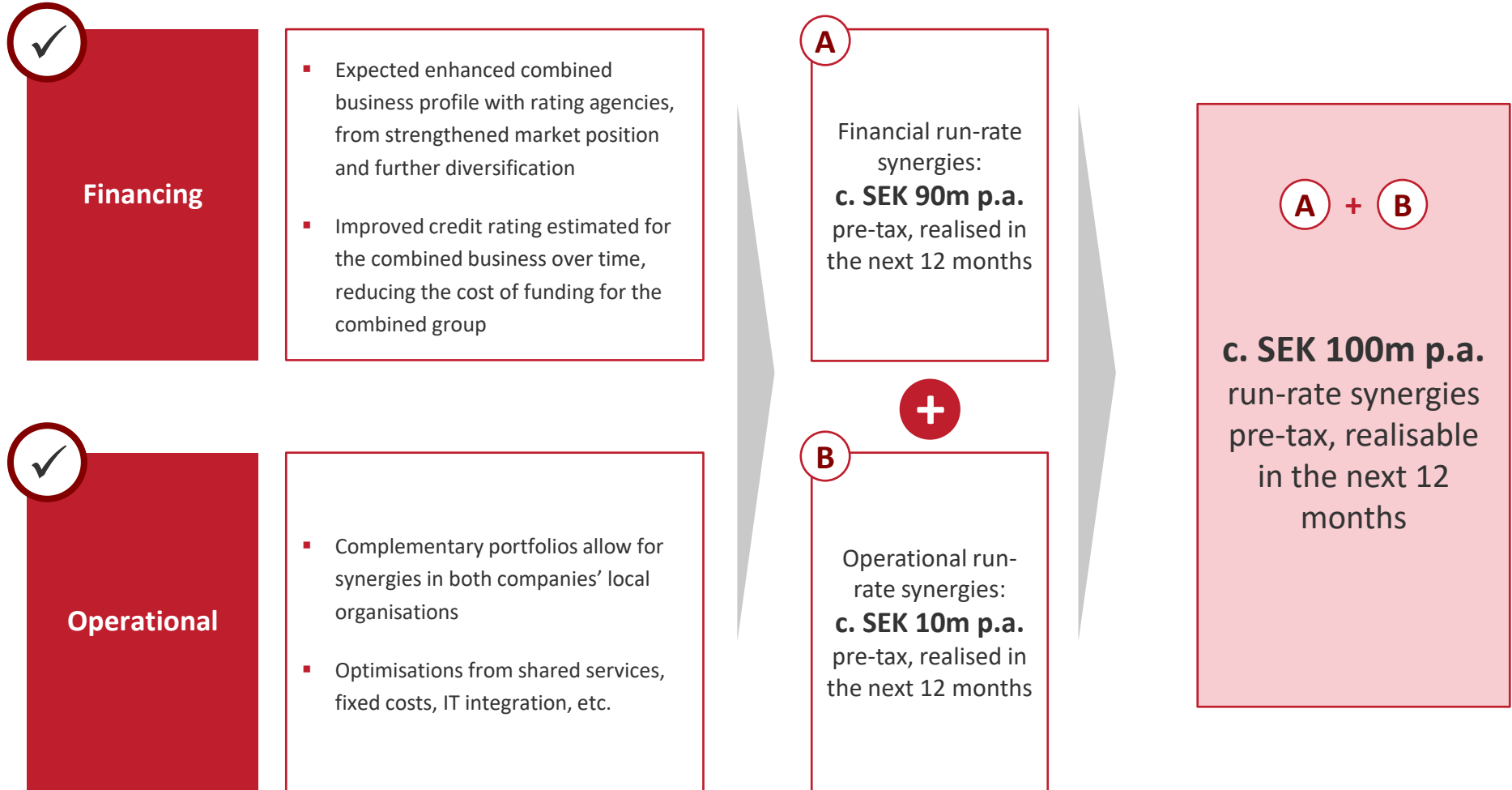
- ✓ The higher degree of specialisation and the lower the exposure to political changes, the higher the propensity to prolong the lease-end
- ✓ Community operations connected to the municipality are more prone to prolong their lease contracts

Source: Company information, reported figures as of 31 December 2020 (Q4 2020)

Notes: <sup>1</sup> Tenant categories within Community service, percentage of total contracted annual rental income for public tenants. Offentliga Hus' split as per 31 December 2020, Elderly care as % of contracted annual rental income as per prospectus and earnings capacity contracted annual rental income per 31 December 2020. For segments in Offentliga Hus: Education treated as SBB's segment Education, Elderly care treated as Elderly care, Healthcare & care minus elderly care divided equally between LSS and Hospitals and health centres, Infrastructure treated as Government infrastructure and justice, Public offices treated as Public offices; <sup>2</sup> SBB Rolling 12 months rental income for community service properties and Offentliga Hus contracted annual rental income for public tenants as of Q4 2020; <sup>3</sup> Refers to care homes for people with disabilities



## SYNERGIES DRIVING SHAREHOLDER RETURN



# ALIGNED SUSTAINABILITY FRAMEWORKS, ACCELERATING ENVIRONMENTAL INITIATIVES TOWARDS A MORE SUSTAINABLE WORLD



## Sustainability vision

*Vision 2030 – to become the world's most sustainable property company by 2030 through sustainability being an integrated part of the business model*

*Increased focus on sustainability, e.g. via acquisition of environmentally certified properties and investments in energy efficiency improvements in existing properties*

## Ecological

- Climate-neutral by 2030
- 100% renewable electricity in the entire property portfolio and minimising CO<sub>2</sub> emissions by reducing the emissions >5% per year
- >50% of new production is to be built of wood and reduce water consumption by 1% per year
- Promoting renovation instead of demolition and creating housing in locations close to public transportation

- Climate-neutral property management by 2025, and throughout value chain by 2030
- Map climate impact in scope 1, 2 (by 2021) & 3 (by 2022)
- 100% green electricity by 2020<sup>2</sup>, e.g. by investing in solar energy for own properties
- Waste sorting offered in all properties (by 2022), oil boilers to be phased out (by 2023) and reduce energy consumption per sq.m.

## Social

- Member of Public Housing Sweden<sup>1</sup> and participating in the social work of the municipalities and annually contributing with >10 Better Shelter refugee homes and 100 tents through the UNHCR
- Collaboration projects with municipalities involving development of new community service properties and to build affordable housing
- Contributing to young people's occupation by offering >100 summer jobs every year and offering adapted apartments for people with disabilities

- Long-term objective to be municipalities' first choice as partner for CSP properties and social development
- BAM training for all employees and relevant staff (by 2021) and Code of conduct well-known throughout value-chain
- Systematic occupational health work carried out in all properties (by 2022)
- Yearly sustainability reports and community engagement

## Selected UN sustainable development goals



## Sustainable financing sources

Feb 2019  
Issued its first green bonds (SEK 500m)

Mar 2019  
Released its first sustainability report (2018)

Sep 2019  
Issued its first green bonds (SEK 500m)




During 2020  
Identified significant areas of sustainability for stakeholders

April 2020  
Annual report 2019 included dedicated section for sustainability

Nov 2020  
New improved version of green financial framework





Dec 2020  
Issued social bond (EUR 700m)

## STRONG PROFIT WITH FINANCIAL UPSIDE

Key portfolio metrics			
Portfolio book value (SEKbn)	90.2	9.3	99.5
Lettable area (m sq.m.)	4.0	0.5	4.5
Net initial yield	4.3% <sup>1</sup>	4.3%	4.3%
Economic occupancy	93.6%	93.0%	93.5% <sup>9</sup>
Lease maturity (years)	9.0 <sup>2</sup> (effectively perpetual)	5.2 <sup>3</sup> (effectively perpetual)	8.6 <sup>9</sup> (effectively perpetual)
Portfolio book value / sq.m. (SEK)	20,496 <sup>4</sup>	17,216	20,102 <sup>10</sup>
Passing rent / sq.m. (SEK)	1,223	1,112	1,209 <sup>11</sup>
Net LTV (as % of total assets)	34.6% <sup>5</sup>	50.6% <sup>6</sup>	35.9% <sup>12</sup>
ICR	4.1x <sup>7</sup>	1.8x <sup>8</sup>	3.8x <sup>13</sup>
Investment grade rating	✓	✗	✓
<b>Net profit for 2020 (SEKm)</b>	<b>9,084</b>	<b>2</b>	<b>9,086</b>

Source: Company information, reported figures as of 31 Dec 2020; the aggregation should not be viewed as a pro-forma but as an arithmetic sum of SBB and Offentliga Hus metrics. Notes: <sup>1</sup> Excluding the value for building rights and project properties; <sup>2</sup> Community service property portfolio only; <sup>3</sup> WAULT, excluding rental contracts with no ending date (rental value of SEK 19.9m p.a.); <sup>4</sup> Excluding building rights; <sup>5</sup> Net debt (excluding leasing liabilities and derivatives) over total assets (SEK 120,231m); <sup>6</sup> Interest bearing liabilities (SEK 5,583.9m: excluding leasing debt and derivatives) less cash & cash equivalent (SEK 522.7m) divided by total assets (SEK 10,007.8m) <sup>7</sup> Profit from property management excl. net financial net items (SEK 3,347m) divided by net interest expense (SEK 807m); <sup>8</sup> Profit from property management excl. net financial net items (SEK 275m) divided by net interest expense (SEK 154m); <sup>9</sup> Weighted by total passing rent, assuming same lease maturity across assets. Economic occupancy based on rental value and rental income from earnings capacity; <sup>10</sup> Weighted by total portfolio book value divided by total lettable area (sq.m.); <sup>11</sup> Weighted by total passing rent divided by total lettable area (sq.m.); <sup>12</sup> Weighted by total net debt divided by total gross asset value; <sup>13</sup> Weighted by total profit from property management excl. net financial net items divided by total net interest expense

## INCREASED SIZE AND EXECUTION ON OPERATIONAL AND FINANCIAL TARGETS

Key financial metrics			 OFFENTLIGA HUS	 +  OFFENTLIGA HUS
<b>Market cap (SEKm)</b>		43,517 <sup>1</sup>	3,932 <sup>2</sup>	<b>47,449</b>
<b>Enterprise value (SEKm)</b>		100,970 <sup>3</sup>	9,641 <sup>4</sup>	<b>110,611</b>
<b>EPRA NRV (SEKm)</b>		37,505	3,378 <sup>5</sup>	<b>40,883</b>
<b>Reported earnings capacity</b>	<b>Passing rent (SEKm)</b>	4,839	603	<b>5,442</b>
	<b>Net operating income (SEKm)</b>	3,487	405	<b>3,892</b>
	<b>NOI margin</b>	72.1%	67.2%	<b>71.5%</b>
	<b>EBITDA (SEKm)<sup>6</sup></b>	3,489		
	<b>EBITDA margin</b>	72.1%		
	<b>FFO incl. value-add revenue streams</b>	3,703 <sup>7</sup>		
	<b>FFO yield incl. value-add revenue streams</b>	9.7% <sup>7</sup>		

Source: Company information, reported figures as of 31 Dec 2020 if not otherwise stated; Nasdaq as of 31 December 2020 the aggregation should not be viewed as a pro-forma but as an arithmetic sum of SBB and Offentliga Hus metrics. Notes: <sup>1</sup> Includes Class A (assuming equal share price to Class B), B and D shares; <sup>2</sup> Common shares only; <sup>3</sup> Includes: market capitalisation of Class A, B and D shares (SEK 43,517.4m), preferences shares (SEK 21.8m), hybrid bonds (SEK 14,480m), non-controlling interests (SEK 411m) and net debt (SEK 42,540m: including leasing debt and derivatives); <sup>4</sup> Includes: market capitalisation of common shares (SEK 3,932m), hybrid bonds (SEK 575m) and net debt (SEK 5,134m) (including leasing debt and derivatives); <sup>5</sup> EPRA NAV used as proxy since Offentliga Hus does not disclose EPRA NRV; <sup>6</sup> Defined as NOI minus central administration costs and plus results from associated companies and joint ventures; <sup>7</sup> Adjusted FFO for cash balance per 31 Dec 2020 affecting financial costs and including value-add revenue of (SEK 2,200m assuming midpoint of recurring earnings from property development p.a., see page 15). Based on earnings capacity



III.

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## Attraction of the Offer



# OVERVIEW OF THE OFFER

## The Offer at a glance



Valuation of SEK 15.41 per Offentliga Hus share<sup>1</sup>

Total offer value of c. **SEK 3.9bn**



**Implied premium of 20.9%**

*Based on Offentliga Hus' share price prior to announcement<sup>2</sup>*

**Implied premium of 15.9%**

*Compared to Offentliga Hus EPRA NAV per share<sup>3</sup>*

**Implied premium of 15.0%**

*Compared to IPO offer price<sup>4</sup>*

✓ **The completion of the Offer is not subject to any conditions**

## Two alternative means of remuneration

1



2



### CASH OFFER

- The cash offer consists of a remuneration of SEK 15.41 per share in Offentliga Hus paid in cash

### SHARE OFFER

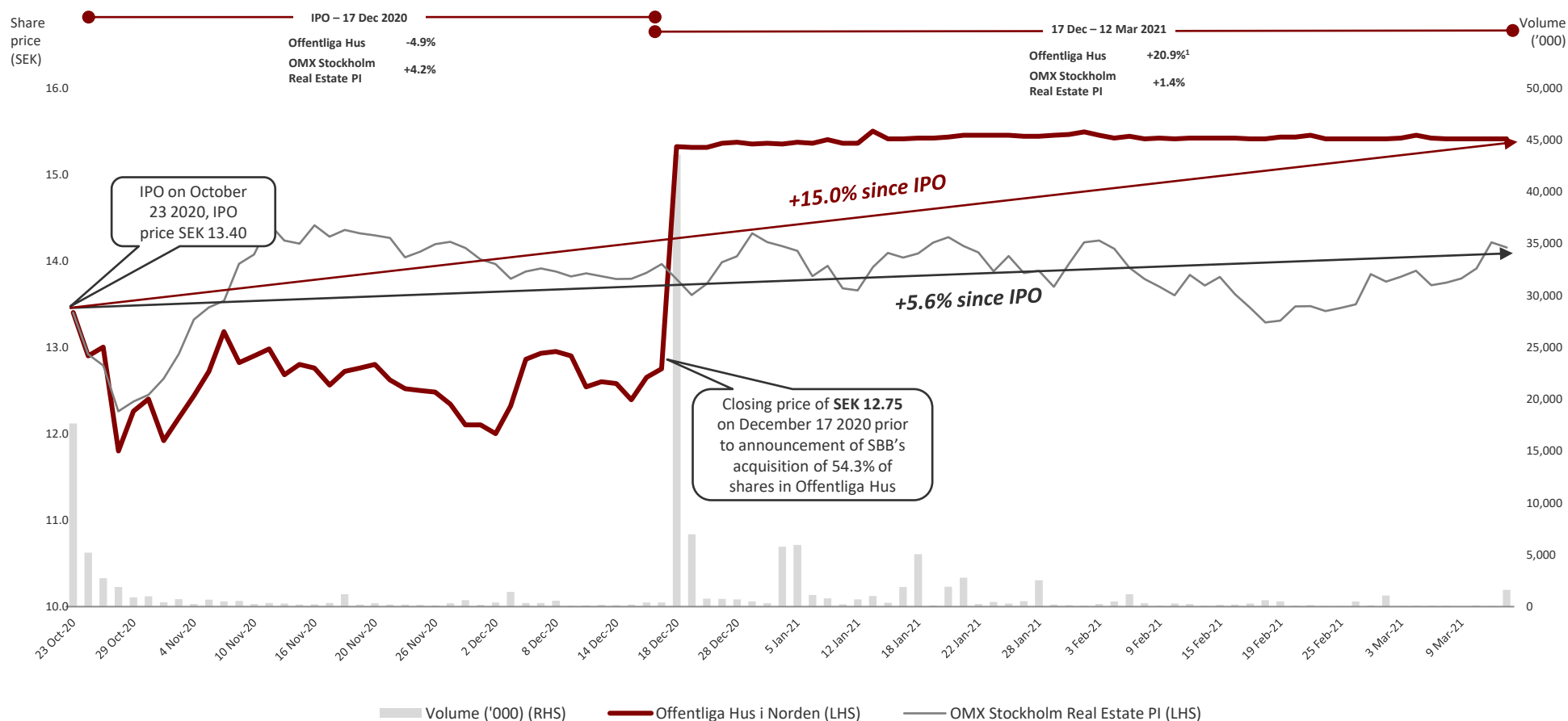
- The share offer consists of c. 0.5 SBB Class D shares offered for each share in Offentliga Hus<sup>5</sup>
- Based on the SBB Class D share's VWAP of SEK 30.803 as of 17 December 2020
- The ratio is fixed and will not change with fluctuations in the SBB Class D share price

Source: Company information, reported figures as of 30-Sep-2020 (Q3 2020)

Notes: <sup>1</sup> Based on cash offer; <sup>2</sup> Latest closing price prior to the announcement of the initial acquisition announced 18 December 2020 (i.e. in relation to closing price 17 December 2020); <sup>3</sup> EPRA NAV per share of SEK 13.3 as of 2020 Q3 report; <sup>4</sup> Price at IPO 23 October 2020 SEK 13.40; <sup>5</sup> Fractional differences between offer price and share consideration of SBB Class D share to be paid in cash

# OVERVIEW OF THE OFFENTLIGA HUS SHARE

## Overview of Offentliga Hus' share price development since IPO



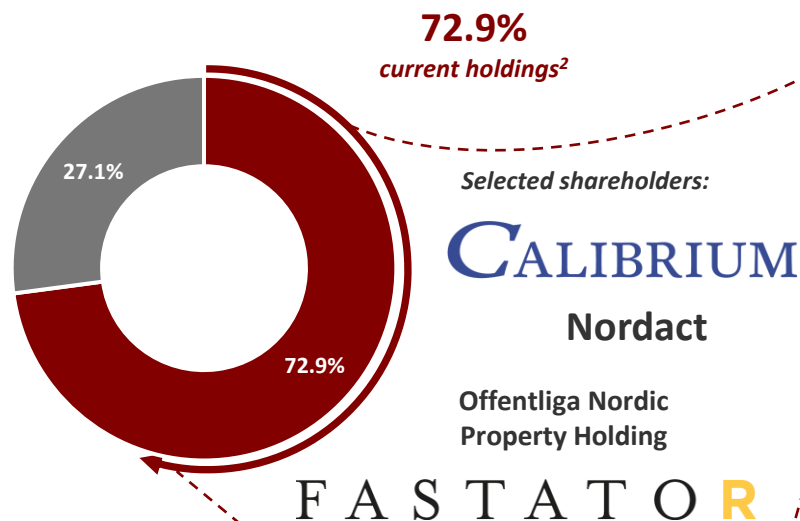
**Aggregated underperformance of ~9.1% vs OMX Stockholm Real Estate PI in period between IPO and announcement of SBB's acquisition of 54.3% of Offentliga Hus on 18 December '20, 19.5% overperformance since 18 December '20**

Source: Nasdaq as of 12 March 2021  
 Notes: <sup>1</sup> Offer price (SEK 15.41) used as comparison price for Offentliga Hus after announcement on 18 Dec 2020

## STRONG SUPPORT AMONG OFFENTLIGA HUS' MAJOR SHAREHOLDERS

Major shareholders have already sold their shares to SBB...

...representing a majority of the capital and votes



Offentliga Hus according to SBB as of 15 March and Holdings as of 28 February 2021

#	Owner	Shares	Capital / Votes	Verified
<b>1</b>	<b>Samhällsbyggnadsbolaget i Norden AB</b>	<b>186,669,397</b>	<b>72.9%</b>	<b>15-Mar<sup>2</sup></b>
(1) <sup>1</sup>	Aktiebolaget Fastator (publ)	54,593,385	21.3%	
(2) <sup>1</sup>	Offentliga Nordic Property Holding SARL	53,270,348	20.8%	
(3) <sup>1</sup>	Nordact AB	25,852,986	10.1%	
(7) <sup>1</sup>	CLBRM Private S.A., SICAR	5,201,234	2.0%	
	<b>Other previous shareholders</b>	<b>47,751,444</b>	<b>18.7%</b>	
2	ODIN Fonder	10,116,622	4.0%	28-Feb
3	Offentliga Hus' management	2,221,331	0.9%	28-Feb
4	Avanza Pension	1,894,821	0.7%	28-Feb
5	Anders Ivarsson AB	1,552,000	0.6%	28-Feb
6	Joachim Kuylenstierna	1,421,185	0.6%	28-Feb
7	KK-stiftelsen	1,300,000	0.5%	28-Feb
8	Nordea Liv & Pension	516,933	0.2%	28-Feb
9	Swedbank Försäkring	332,397	0.1%	28-Feb
10	Livförsäkringsbolaget Skandia	258,241	0.1%	28-Feb
	<i>Other shareholders</i>	<i>49,687,223</i>	<i>19.4%</i>	<i>28-Feb</i>
	<b>Total</b>	<b>255,970,150</b>	<b>100.0%</b>	

■ Shareholders who have sold their shares to SBB

✓ The consideration for the shares in Offentliga Hus offered by SBB to major shareholders (and subsequently in the Offer) was well received and shareholders representing a majority of capital and votes (54.3%) chose to sell their shares to SBB

✓ As of 15 March 2021, SBB's holdings in Offentliga Hus amounts to 72.9%<sup>2</sup>

**The Offer has been well received and shareholders representing a majority of the capital and votes have chosen to sell their shares to SBB**

Source: SBB as of 15 March 2021, others as of 28 February 2021

Notes: <sup>1</sup> Previous ownership position at acquisition announcement 18 December 2020; <sup>2</sup> According to SBB, as stated in the press release regarding the publication of the offer document

## CLASS D SHARES OFFER PREDICTABLE AND STABLE YIELDS

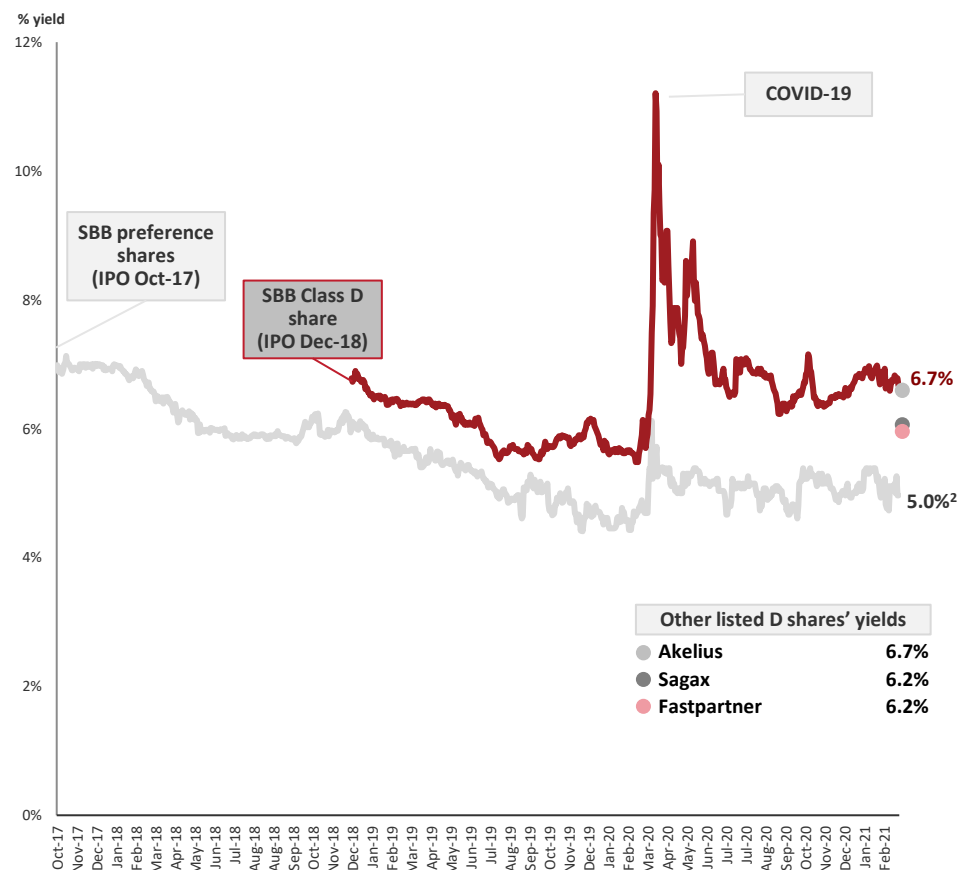
### Class D share - overview

- ✓ Class D shares offer investors a predictable and stable yield
- ✓ SBB dividend policy for Class D shares of 5x the total dividend of class A/B shares (subject to max SEK 2.00) paid out in four equal instalments in July, October, January and April

Overview of share classes as of 12 March 2021

SEKm	Votes per share	No. of shares	Dividend	Price per share
Class A shares (unlisted)	1.0	210.0m	Ordinary A/B	n.a.
Class B shares	0.1	1,119.5m	Ordinary A/B	25.90
Class D shares	0.1	73.4m	SEK 2 p.a.	30.00
Preference shares <sup>1</sup>	0.1	0.2m	SEK 35 p.a.	705.00

### Yield development of SBB's Class D shares since listing



### SBB's Class D shares offer a best-in-class yield

Source: Nasdaq as of 12 March 2021

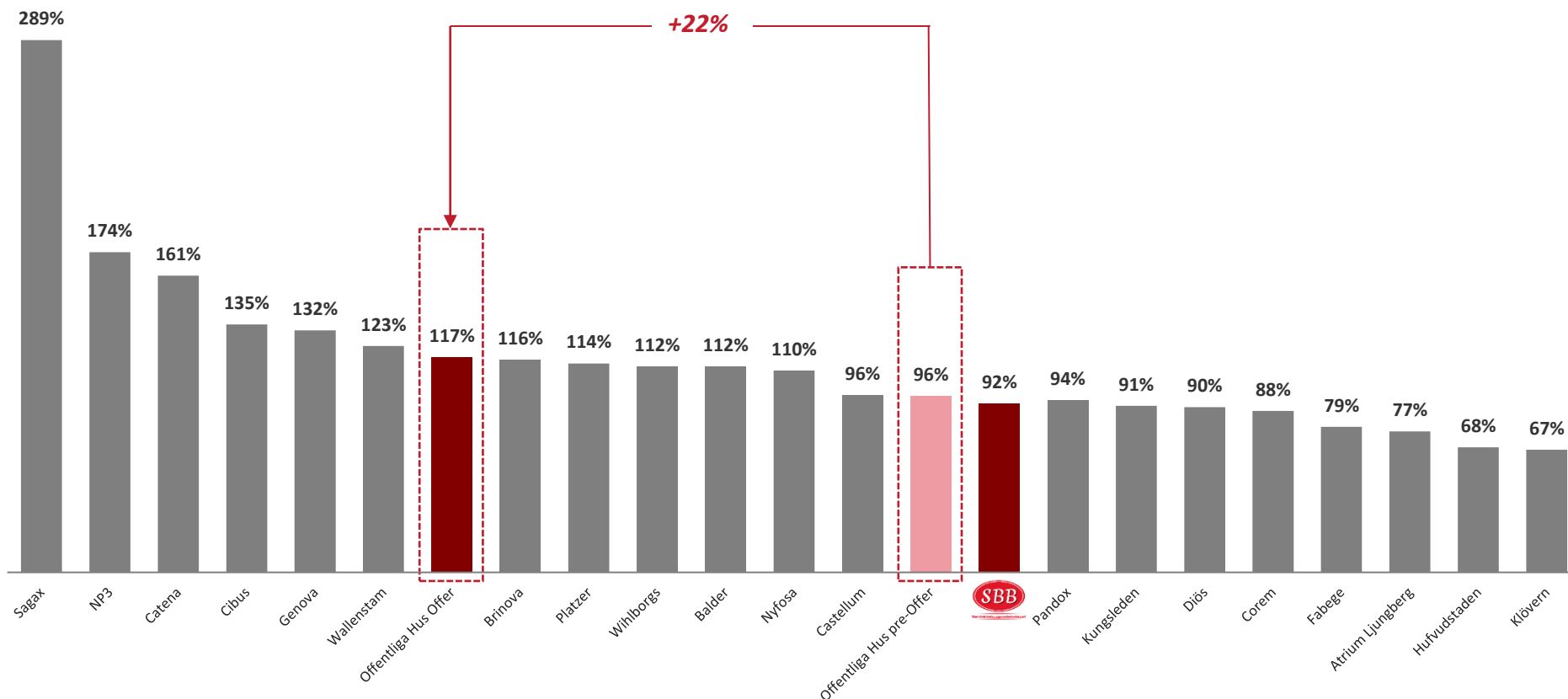
Notes: <sup>1</sup> Subject to a mandatory redemption in accordance with the articles of association, resolved by the extraordinary general meeting on 26 February 2021. Following the execution and registration of the redemption, the only outstanding share classes will be Class A, B and D shares. Yield based on closing price on 22 February 2021 prior to announcement of mandatory redemption of 5.2%



# THE OFFER REPRESENTS A VALUATION AT THE HIGHER END OF THE PEER UNIVERSE

## Overview of peers' valuation in relation to the Offer's implied P/EPRA NAV

### P / EPRA NAV



**Significant premium implied in the Offer compared to Offentliga Hus' current valuation and EPRA NAV per share**

Source: Nasdaq, company information, reported figures as latest available, prices as of 12 March 2021

Note: Offentliga Hus pre-Offer based on Q3 2020 EPRA/NAV per share of SEK 13.30, Offentliga Hus Offer based on Q4 2020 EPRA NAV per share of SEK 13.20. For companies applying the updated EPRA metrics, EPRA NRV has been used.

i.

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## Appendix



## OVERVIEW OF THE SBB CLASS D SHARES

SBB Class D share – key characteristics		
Structure essentials	Seniority	Pari passu with common equity
	Dividends	Quarterly payments, five times the dividend on class A and B shares, although not more than <b>SEK 2.00</b> (“Dividend Cap”)
		The AGM 2020 approved a dividend of SEK 2.00 per Class D share
	Dividend deferrals	If the dividend on Class D common share is lower than SEK 2.00, the maximum permitted dividend of SEK 2.00 shall be increased so that the shortfall up to SEK 2.00 per year may be distributed later if sufficient dividends on common shares are declared subsequently, whereupon the maximum permitted dividend shall be SEK 2.00
	Other	Cannot be redeemed Cannot be converted to other types of equity 0.1 voting right per share
Rating agency treatment	Moody’s	100% Equity
	S&P	100% Equity
Tax treatment		Equity

Strong ownership base for the Class D share		
Owner	Class D share	Value (SEKm)
Læringsverkstedet Gruppen AS	44,197,779	1,325.9
Avanza Pension	8,754,971	262.6
ICA-handlarnas Förbund	5,240,107	157.2
Klöver AB	4,500,000	135.0
Stefan Sundh	4,391,936	131.8
Rutger Arnhult	4,064,516	121.9
Adlerbertska stiftelser	3,663,819	109.9
Nordnet Pensionsförsäkring	3,384,000	101.5
Vanguard	3,328,239	99.8
Swedbank Försäkring	1,994,477	59.8
Weland Holding AB	1,753,093	52.6
Danske Invest (Lux)	1,750,271	52.5
JRS Asset Management AB	1,730,000	51.9
Carnegie Fonder	1,600,545	48.0
Carl Tryggers Stiftelse för Vetenskaplig Forskning	1,579,067	47.4
Strandhagen Invest AB	1,500,000	45.0
Degroof Petercam	1,430,000	42.9
Fjärde AP-fonden	1,200,000	36.0
Nordea Liv & Pension	1,190,518	35.7
Quesada Fonder	1,004,798	30.1
BlackRock	758,007	22.7
Espiria Kapitalförvaltning	700,000	21.0
Cityfastigheter Väst AB	650,000	19.5
Handelsbanken Liv Försäkring AB	586,361	17.6
Ilija Batljan	530,000	15.9

**Class D shares are a well-established instrument among Swedish real estate companies and institutional owners well-suited to investors looking for a stable and predictable dividend yield**