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Stockholm, 16 November 2020

**To the Noteholders in:**

**ISIN SE0012256741– Samhällsbyggnadsbolaget i Norden AB (publ) - up to SEK 2,000,000,000 senior unsecured floating rate green notes**

**NOTICE OF WRITTEN PROCEDURE – REQUEST TO AMEND A CERTAIN PROVISION IN THE TERMS AND CONDITIONS**

This voting request for procedure in writing has been sent on 16 November 2020 to the holders of Notes (as defined below) directly registered in the debt register (Sw. *skuldbok*) kept by Euroclear Sweden AB (the "CSD"). If you are an authorised nominee under the Swedish Financial Instruments Accounts Act (Sw. *lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*) or if you otherwise are holding Notes on behalf of someone else on a Securities Account, please forward this notice to the holder of the Notes you represent as soon as possible. For further information, please see below under Section 4.3 (*Voting rights and authorisation*).

**Key information:**

Record Date for being eligible to vote:	19 November 2020
Deadline for voting:	15:00 (CET) 3 December 2020
Quorum requirement:	At least twenty (20) per cent.
Majority requirement:	At least fifty (50) per cent.
Consent Fee:	a consent fee of 0.30 per cent of the Nominal Amount of each Note will be paid in consideration if the Proposal is approved according to clause 2.2.

Nordic Trustee & Agency AB (publ) acts as agent (the "**Agent**") for the holders of the Notes (the "**Noteholders**") in the above mentioned notes issue ISIN SE0012256741 (with an aggregated amount outstanding of SEK 490,000,000) (the "**Notes**") issued by Samhällsbyggnadsbolaget i Norden AB (publ), Reg. No. 556981-7660, (the "**Issuer**" or "**SBB**"). In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a procedure in writing, whereby Noteholders can vote for or against the Issuer's Proposal (as defined below).

All capitalised terms used herein and not otherwise defined in this notice (the "**Notice**") shall have the meanings assigned to them in the terms and conditions of the Notes (the "**Terms and Conditions**").

Noteholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**"), and, if applicable, the power of attorney/authorisation, attached hereto as Schedule 2 (the "**Power of Attorney**") or other sufficient evidence, if the Notes are held in custody other than by the CSD, to the Agent. Please contact the securities firm you hold your Notes through if you do not know how your Notes are registered or if you need authorisation or other assistance to participate.

The Agent must receive the Voting Form no later than 15.00 hours (CET) on 3 December 2020 either by mail, courier or email to the Agent using the contact details set out in Section 4.7 (*Address for sending instructions*) below. Votes received thereafter may be disregarded.

To be eligible to participate in the Written Procedure, a person must meet the criteria for being a Noteholder on 19 November 2020 (the "**Record Date**"). This means that the person must be registered on a Securities Account with the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Notes.

***Disclaimer:** The Proposal (as defined below) is presented to the Noteholders from the Issuer, without any evaluation, advice or recommendations from the Agent whatsoever. The Agent has not reviewed or assessed this Notice or the Proposal (and its effects, should it be adopted) from a legal, financial or commercial perspective of the Noteholders they expressly disclaim any liability whatsoever related to the content of this Notice and the Proposal (and its effects, should it be adopted). The Noteholders are recommended to seek legal and financial advice in order to independently evaluate whether the Proposal (and its effects) is acceptable or not.*

## **1. Background**

- (A) The Issuer has currently several notes outstanding on the capital market. Further, the Issuer has a notes programme that provides the possibility to issue notes on national and international debt capital markets.
- (B) This Written Procedure is a part of the continued work to improve the loan structure of the Issuer, hence the purpose with this Written Procedure is to make a technical update and to streamline and harmonize the Terms and Conditions with the terms and conditions of the other outstanding notes issued by the Issuer to provide an efficient loan structure for the Issuer. Consequently, the Issuer wishes to obtain consent from the Noteholders to the Proposal (as defined below).

## **2. Proposal**

### **2.1 Amendment of the Terms and Conditions**

The Issuer hereby requests that the Noteholders approve the deletion of clause 11.2 (*Market Loans*) of the Terms and Conditions in order to harmonize the Terms and Conditions with the terms and conditions of the Issuers other outstanding notes (the "**Proposal**").

### **2.2 Effective Date**

The Proposal shall be deemed to be approved (the "**Effective Date**):

- (a) immediately upon expiry of the voting period and receipt of the required majority as set forth in Section 4.6 (*Majority*) below have been received by the Agent; or
- (b) if earlier, when a requisite majority of consents of the Adjusted Nominal Amount as set forth in Section 4.6 (*Majority*) below have been received by the Agent,

provided that amended and restated terms and conditions have been executed by the Issuer and the Agent.

### **2.3 Consent Fee**

If the Proposal is approved by the Noteholders in the Written Procedure, the Issuer will pay a consent fee in an amount equal to 0.30 per cent of the Nominal Amount of the Notes to each Noteholder in accordance with this clause 2.3 (the "**Consent Fee**").

If the Proposal is approved in accordance with clause 2.2, the Issuer shall immediately inform the CSD of the Proposal being so approved and request payment of the Consent Fee in accordance with this section 4.2 (the "**Consent Fee Request**"). The Consent Fee will be payable to all persons who are registered as direct registered owner or as authorised nominee in the debt register kept by the CSD on the record date recorded by the CSD following its receipt of the Issuer's request for payment of the Consent Fee (the "**CSD Record Date**"). (Nota bene: expected to fall on the subsequent Business Day following the CSD's receipt of the Consent Fee Request, provided that the CSD has received such request prior to 15:00 (CET)).

Provided that the CSD receives the Consent Fee Request prior to 15:00 (CET) on the Business Day the Proposal was approved, payment of the Consent Fee is expected to be made within seven (7) Business Days after the CSD's receipt of the Consent Fee Request through the CSD's account based system. If the Consent Fee Request is delivered to the CSD after 15:00 (CET), payment of the Consent Fee is expected to be made within eight (8) Business Days after the CSD's receipt of the Consent Fee Request.

### **3. Consent request**

The Noteholders are hereby requested to consent to the Proposal.

### **4. Written Procedure**

The following instructions need to be adhered to under the Written Procedure.

#### **4.1 Final date to participate in the Written Procedure**

The Agent must have received the Voting Form by mail, courier or email to the address indicated below no later than 15.00 CET on 3 December 2020. Votes received thereafter may be disregarded.

#### **4.2 Decision procedure**

The Agent will determine if received replies are eligible to participate under the Written Procedure as valid votes.

When a requisite majority of consents of the total Adjusted Nominal Amount have been received by the Agent, the Proposal shall be deemed to be approved, even if the time period for replies in the Written Procedure has not yet expired.

Information about the decision taken under the Written Procedure will: i) be sent by notice to the Noteholders and ii) be published on the websites of (a) the Issuer and (b) the Agent.

A matter decided under the Written Procedure will be binding for all Noteholders, irrespective of them responding in the Written Procedure.

#### **4.3 Voting rights and authorisation**

Anyone who wishes to participate in the Written Procedure must on the Record Date:

- (a) be registered as a direct registered owner of one or several Notes on a Securities Account in the debt register; or
- (b) be registered as an authorised nominee on a Securities Account, with respect to one or several Notes in the debt register.

#### **4.4 Notes registered with a nominee**

If you are not registered as a direct registered owner, but your Notes are held through a registered authorised nominee or another intermediary, you may have two different options to influence the voting for the Notes.

1. You can ask the authorised nominee or other intermediary that holds the Notes on your behalf to vote in its own name as instructed by you.
2. You can obtain a Power of Attorney, [Schedule 2](#), from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Notes through several intermediaries, you need to obtain authorisation directly from the intermediary that is registered in the debt register as holder of the Securities Account, or from each intermediary in the chain of holders, starting with the intermediary that is registered in the debt register as a holder of the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Notes on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Notes on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Notes are registered or need authorisation or other assistance to participate. Notes owned by the Issuer, another Group Company or an Affiliate do not entitle to any voting rights and the Issuer is responsible for excluding such Notes from the Adjusted Nominal Amount.

#### **4.5 Quorum**

To approve the Proposal, Noteholders representing at least fifty (50) per cent of the Adjusted Nominal Amount must reply to the request under the Written Procedure in order to form a quorum.

If a quorum does not exist, the Agent shall initiate a second written procedure (the "**Second Written Procedure**"), provided that the relevant proposal has not been withdrawn by the Issuer. No quorum requirement will apply to such Second Written Procedure.

#### 4.6 Majority

At least twenty (20) per cent of the Adjusted Nominal Amount for which Noteholders reply under the Written Procedure must consent to the Proposal.

#### 4.7 Address for sending replies

Return the Voting Form, Schedule 1, and, if applicable, the Power of Attorney/Authorisation in Schedule 2 or other sufficient evidence, if the Notes are held in custody other than CSD, by regular mail, scanned copy by e-mail, or by courier to:

**By regular mail:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure / Samhällsbyggnadsbolaget i Norden AB (publ)  
P.O. Box 7329  
  
S-103 90 Stockholm

**By courier:**

Nordic Trustee & Agency AB  
Attn: Written Procedure / Samhällsbyggnadsbolaget i Norden AB (publ)  
Norrländsgatan 23  
111 43 Stockholm

**By email:**

E-mail: [voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com)

#### 5. Further Information

For further questions to the Issuer, regarding the Proposal, please contact the CEO of SBB Ilija Batljan on [ilija@sbbnorden.se](mailto:ilija@sbbnorden.se).

For further questions to the Agent, please contact the Agent at [voting.sweden@nordictrustee.com](mailto:voting.sweden@nordictrustee.com) or +46 8 783 79 00.

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Stockholm, 16 November 2020

**NORDIC TRUSTEE & AGENCY AB (PUBL)**

as Agent at the request of Samhällsbyggnadsbolaget i Norden AB (publ)

**Enclosed:**

<b>Schedule 1</b>	Voting Form
<b>Schedule 2</b>	Power of Attorney/Authorisation

## SCHEDULE 1

### VOTING FORM

#### For the Written Procedure in Samhällsbyggnadsbolaget i Norden AB (publ) – up to SEK 2,000,000,000 senior unsecured floating rate green notes with ISIN SE0012256741

The undersigned Noteholders or authorised person/entity (the "**Voting Person**"), votes either **For** or **Against** the Proposal by marking the applicable box below. *Capitalised terms used and not otherwise defined herein shall have the same meanings assigned to them in the Notice of Written Procedure dated 16 November 2020.*

**NOTE:** If the Voting Person **is not directly registered as Noteholder** on the relevant Notes held with Euroclear Sweden AB (as defined in the Terms and Conditions), the Voting Person **must enclose a Power of Attorney/Authorisation**, see Schedule 2.

Noteholders should note that a Voting Form given in respect of the Written Procedure shall remain valid for any Second Written Procedure initiated, should the quorum requirement not be met.

**For** the Proposal

**Against** the Proposal

Name of the Voting Person: \_\_\_\_\_

Capacity of the Voting Person:

Noteholder<sup>1</sup>:  authorised person<sup>2</sup>:

Voting Person's reg.no/id.no  
and country of incorporation/domicile: \_\_\_\_\_

Securities Account number at  
Euroclear Sweden:  
(if applicable) \_\_\_\_\_

Name and Securities Account  
number of custodian(s):  
(if applicable) \_\_\_\_\_

Nominal Amount voted  
for (in SEK): \_\_\_\_\_

Contact person, daytime telephone number and e-mail: \_\_\_\_\_

\_\_\_\_\_  
Authorised signature and Name<sup>3</sup>

\_\_\_\_\_  
Place, date

<sup>1</sup> When voting in this capacity, no further evidence is required.

<sup>2</sup> When voting in this capacity, the person/entity voting must also enclose Power of Attorney/Authorisation (Schedule 2) from the Noteholder or other proof of authorisation showing the number of votes held on the Record Date.

<sup>3</sup> If the undersigned is not a Noteholder according the Terms and Conditions and has marked the box "authorised person", the undersigned – by signing this document – confirms that the Noteholder has been instructed to refrain from voting for the number of votes cast with this Voting Instruction.

## SCHEDULE 2

### POWER OF ATTORNEY/AUTHORISATION

**For the Written Procedure in Samhällsbyggnadsbolaget i Norden AB (publ) – up to SEK 2,000,000,000 senior unsecured floating rate green notes with ISIN SE0012256741**

***NOTE:** This Power of Attorney/Authorisation document shall be filled out if the voting person is not directly registered as a Noteholder on the Securities Account, held with Euroclear Sweden AB. There must always be a coherent chain of powers of attorney derived from the Noteholder. In essence, if the person/entity filling out this Power of Attorney/Authorisation in its capacity as “other intermediary”, the person/entity must enclose its Power of Attorney/Authorisation from the Noteholder.*

Name of person/entity that is given authorisation (Sw. *Befullmäktigad*) to vote as per the Record Date:

\_\_\_\_\_

Nominal Amount (in SEK) the person/entity is authorised to vote for as per the Record Date:

\_\_\_\_\_

Name of Noteholder or other intermediary giving the authorisation (Sw. *Fullmaktsgivaren*):

\_\_\_\_\_

We hereby confirm that the person/entity specified above (Sw. *Befullmäktigad*) has the right to vote for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of: SEK \_\_\_\_\_

We are:

Registered as Noteholder on the Securities Account

Other intermediary and holds the Notes through (specify below):

\_\_\_\_\_

Place, date: \_\_\_\_\_

\_\_\_\_\_

Name:

Authorised signature of Noteholder signature of Noteholder / other intermediary (Sw. *Fullmaktsgivaren*)