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## Fastighets Aktiebolaget Trianon (publ)

### Tender Information Document in respect of a tender offer for Fastighets Aktiebolaget Trianon (publ)'s outstanding SEK denominated senior unsecured callable floating rate bonds 2021/2023 with ISIN SE0015530985

Fastighets Aktiebolaget Trianon (publ), reg. no. 556183-0281 (the "**Issuer**") today announces its invitation to the holders of the bonds described under the heading "Purchase price" below (the "**Bonds**") (including any beneficial owners who hold their Bonds via nominees or custodians) (the "**Bondholders**") to tender their Bonds for purchase by the Issuer (however, subject to the Transaction Cap (as defined below)) for cash (the "**Tender Offer**") subject to the satisfaction of the New Financing Conditions (as defined below) being met. The Issuer has appointed Carnegie Investment Bank AB (publ) ("**Carnegie**") to act as dealer manager and sole bookrunner (the "**Dealer Manager**") in connection with the Tender Offer.

In connection with the Tender Offer, the Issuer intends to issue new SEK denominated senior unsecured floating rate sustainable bonds in an expected amount of SEK 200,000,000 with a tenor of two (2) years (the "**New Bonds**"), subject to market conditions. The Issuer has mandated Carnegie as arranger and sole bookrunner in respect of the issuance of the New Bonds. The Issuer intends to fully or partly use available bank facilities to finance the Tender Offer.

The Tender Offer is made on the terms and subject to the conditions set out below.

#### Purchase price

Subject to the terms and conditions set out in this tender information document and the applicable minimum denomination in respect of the Bonds, the Issuer offers to purchase all or any of the Bonds from the Bondholders, at the purchase price set out below (the "**Purchase Price**"):

Description of the Bonds	ISIN	Outstanding Amount	Minimum Denomination	Purchase Price
2021/2023 senior unsecured floating rate bonds	SE0015530985	SEK 500,000,000	SEK 1,250,000	100.00%

The Issuer will also pay an amount equal to any accrued and unpaid interest on the Bonds on the Settlement Date (as defined below) in accordance with the terms and conditions of the Bonds ("**Accrued Interest**").

#### Deadline

The Tender Offer expires at 12:00 CEST on 1 June 2023, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "**Expiration Date**"). The Issuer will announce the results, acting in its sole and absolute discretion, and whether any Bonds will be accepted under the Tender Offer as soon as reasonably practicable after the Expiration Date and the pricing of the New Bonds. Settlement of the Tender Offer is expected to occur approximately five (5) business days after the Expiration Date (the "**Settlement Date**") and to the extent possible on the same day as the settlement of the New Bonds, such Settlement Date to be communicated as part of the New Bonds book building process. Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Manager.

Subject to the terms and conditions set out in this tender information document and applicable law, the Issuer may, in its sole and absolute discretion, extend, re-open, amend or waive any condition of or terminate the Tender Offer at any time. Bondholders are advised to carefully read this document for the details of and information on the procedures for participating in the Tender Offer.

#### Purpose of the Tender Offer

The purpose of the Tender Offer is to provide Bondholders liquidity in conjunction with the issuance of New Bonds and to diversify its debt maturity profile.

#### Transaction Cap

The tendered amount of Bonds accepted by the Issuer will be capped at an amount equal to the total nominal amount of New Bonds issued (the "**Transaction Cap**"). If the Issuer decides to accept for purchase valid tender instructions made pursuant to the Tender Offer and the aggregate nominal amount of Bonds validly tendered pursuant to the Tender Offer is greater than the Transaction Cap, the Issuer will accept such Bonds for purchase on a *pro rata* basis and on the principles described below, subject to the minimum denomination of SEK 1,250,000 for the Bonds. The Issuer reserves the right, in its sole and absolute discretion, to purchase more or less than the Transaction Cap, subject to applicable law.

In the event of any scaling in the acceptance of Bonds to be purchased, the Issuer will firstly accept tender instructions from investors who subscribe for New Bonds up to the nominal amount subscribed for and allocated in the Issue of the New Bonds (see details on amount below under the heading titled "*Priority in New Bonds*"). In respect of tender instructions for Bonds that have not been priority allocated in accordance with the aforesaid, the Issuer will thereafter secondly accept either all or none of the tender instructions of Bonds submitted at the Minimum Denomination of the respective Bonds and thirdly all other tender instructions of Bonds with a total nominal size above the Minimum Denomination. The acceptance of tender instructions of Bonds will be rounded to a multiple of SEK 1,250,000 for the Bonds and any scaling made by the Issuer is binding on all Bondholders who validly tendered their Bonds.

#### **Priority in New Bonds**

Subject to the Issuer's decision on issuance and allocation of New Bonds, a Bondholder who subscribe for New Bonds and submits a valid tender instruction will be eligible to receive a priority in the allocation of the New Bonds if such order in the New Bonds is an integral multiple of the minimum denomination of the New Bonds, being SEK 1,250,000, and provided that the Bondholder is an eligible buyer of the New Bonds given the target market for the New Bonds in accordance with Directive 2014/65/EU (MiFID II) and the applicable selling restrictions. Such priority in allocation will match in size the nominal volume submitted and accepted for tender, subject to eligibility with the minimum denomination requirements of the New Bonds. In the event that a Bondholder validly tenders Bonds pursuant to the Tender Offer, such Bonds will remain subject to conditions of the Tender Offer as set out in this Tender Information Document irrespective of whether that Bondholder receives all, part or none of any allocation of New Bonds for which it has applied.

#### **New Financing Conditions**

The Issuer's acceptance of Bonds validly tendered for purchase pursuant to the Tender Offer is conditional upon, in the absolute and sole discretion and determination of the Issuer, (i) the terms and conditions of the New Bonds being satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Bonds and (ii) the successful outcome of the issuance of New Bonds (including the receipt of funds by the Issuer), which will enable the Issuer to finance the Purchase Price and Accrued Interest of the total amount of Bonds validly tendered and accepted for purchase pursuant to the Tender Offer (together "**New Financing Conditions**").

For the avoidance of doubt, the Issuer is not under any obligation to accept any tender of Bonds for purchase pursuant to the Tender Offer. Any tender of Bonds for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Bondholders to furnish any reason or justification for refusing to accept a tender of Bonds for purchase.

The Issuer's acceptance of Bonds validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but always subject to Transaction Cap described above and the satisfaction of the New Financing Conditions.

#### **Restrictions: No offer or sale of New Bonds**

This document does not constitute an offer or a sale of the New Bonds. The New Bonds are not being, and will not be, offered or sold in the United States. Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Bonds in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act). Investors who wish to buy New Bonds should contact their sales contact at the Dealer Manager to obtain all relevant documentation.

#### **Participation**

Bondholders can only participate in the Tender Offer by submitting a valid tender instruction. Only Bondholders who are clients of, and can execute a secondary trade upon settlement with Carnegie with all required know your customer (KYC) and similar documentation in place to the satisfaction of Carnegie may participate in this Tender Offer and Bondholders must contact Carnegie to receive an application form that includes the details of how to participate in the Tender Offer. Tender instructions given via the application form or via other form of tender instructions in a way that is permitted in accordance with what is stated in the application form are irrevocable by the Bondholders, except for in the limited circumstances described in the application form.

Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial, legal and regulatory consequences of participating in the Tender Offer.

Bondholders who do not participate in the Tender Offer, or whose Bonds are not accepted for purchase by the Issuer, will continue to hold their Bonds subject to the terms and conditions of the Bonds.

To obtain an application form and participate in the Tender Offer please contact any the Dealer Manager at the details below.

#### **Placing fee**

The Dealer Manager will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Bonds.

#### **CONTACT INFORMATION**

##### **Dealer Manager**

**Carnegie Investment Bank AB (publ)**

Email: [dcm syndicate@carnegie.se](mailto:dcm syndicate@carnegie.se)

## The Issuer

### Fastighets Aktiebolaget Trianon (publ)

Contact person: Olof Andersson, CEO, +46 40-611 34 97

E-mail: olof.andersson@trianon.se

**This document is released, on behalf of the Issuer by the agency of the contact person of the Issuer set out above, at 10:00 CEST on 29 May 2023.**

## DISCLAIMER

This document contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any holder is in any doubt as to the action it should take or is unsure of the impact of the Tender Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any holder whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Tender Offer. Neither the Issuer nor the Dealer Manager nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Bonds should tender Bonds for purchase pursuant to the Tender Offer.

## Offer and Distribution Restrictions

This document does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Dealer Manager to inform themselves about and to observe any such restrictions.

### United States

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the Securities Act, as amended (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this document and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Bonds cannot be tendered in the Tender Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Bonds participating in the Tender Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in the Tender Offer from the United States, or it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

### United Kingdom

This document and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### General

Neither this document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and tenders of Bonds for purchase pursuant to the Tender Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and the Dealers Manager or any of its affiliates are such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Tender Offer does neither constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public and admitted to trading on a regulated market, and repealing Directive 2003/71/EC, nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act (Sw. *lag om handel med finansiella instrument (1991:980)*), as amended). Each holder participating in the Tender Offer will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the application form for participating in the Tender Offer available from the Dealer Manager. Any tender of Bonds for purchase pursuant to the Tender Offer from a holder that is unable to make these representations will not be accepted.

The Issuer reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Bonds for purchase pursuant to the Tender Offer, whether any such representation given by a holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.