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Fastighets Aktiebolaget Trianon (publ)

Tender Information Document in respect of a partial tender offer for certain outstanding capital securities

Fastighets Aktiebolaget Trianon (publ), Reg. No. 556183-0281 (the “**Issuer**”) today announces its invitation to the holders (including any beneficial owners who hold their capital securities via nominees or custodians) (the “**Holders**”) of its outstanding capital securities outlined below (together, the “**Capital Securities**”) to tender Capital Securities in an aggregate amount of not more than SEK 418,000,000 for purchase by the Issuer, with payment by way of set-off against newly issued series B shares of the Issuer (the “**New Shares**”) (the “**Tender Offer**”). Any accrued and unpaid interest on the Capital Securities tendered will be paid in cash. The Issuer has appointed Nordea Bank Abp to act as issuing agent (the “**Issuing Agent**”) in connection with 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 Capital Securities, the Issuer offers to purchase the Capital Securities at the purchase price set out below by way of set-off against New Shares at a price per share calculated as set out below.

Description of the Capital Securities	ISIN	Outstanding Amount	Minimum Denomination	Purchase Price	Price per New Share
Subordinated Perpetual FRN Capital Securities	SE0019019456	SEK 500,000,000	SEK 2,000,000	100 % of the nominal amount	SEK 13.90 ¹

New Shares

The New Shares issued as consideration for the Capital Securities purchased by the Issuer in the Tender Offer will be newly issued series B shares of the Issuer. Each series B share entitle the holder to one tenth (1/10) of a vote at general meetings in the Issuer. All shares in the Issuer, regardless of series, carry equal rights to dividends. The series B shares are admitted for trading at Nasdaq Stockholm, main market.

Deadline

The Tender Offer expires at 17:00 CET on 4 December 2023, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the “**Expiration Date**”). The Issuer will announce the results and whether any Capital Securities will be accepted under the Tender Offer as soon as reasonably practicable after the Expiration Date. Settlement of the Tender Offer is expected to occur on or around 7 December 2023 (being the date on which the extraordinary general meeting of the Issuer resolves to issue the New Shares) (the “**Settlement Date**”).

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. Holders are advised to read carefully 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 improve the Issuer’s cash flow, thereby increasing investment opportunities.

Conditions

The Issuer’s acceptance of Capital Securities validly tendered for purchase pursuant to the Tender Offer is conditional upon, in the sole and absolute discretion and determination of the Issuer (the “**Conditions**”):

- that an extraordinary general meeting of the Issuer resolves to issue the New Shares, with payment by way of set-off against the price payable for the Capital Securities purchased under the Tender Offer; and
- that the New Shares can be issued and admitted to trading on Nasdaq Stockholm without any requirement for the Issuer to prepare, file and publish a prospectus or any similar document.

The Tender Offer is only directed at qualified investors, as defined in the prospectus regulation (EU) 2017/1129, or other persons to whom the Tender Offer can be lawfully directed, without a requirement for the Issuer to prepare and publish a prospectus.

¹ Price per New Share based on the volume weighted average price per share during the period 1 November to 10 November 2023.

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

The Issuer's acceptance of Capital Securities validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but always subject to the satisfaction of the Conditions.

Allocation

In the event that the Tender Offer is oversubscribed, the Issuer will accept all tender instructions of Capital Securities on a pro rata basis. In cases where such pro rata scaling results in an amount below the Minimum Denomination, the Issuer may elect to accept in full the tender instruction, accept only the Minimum Denomination or reject in full the tender instruction. Any scaling made by the Issuer is binding on all Holders who validly tendered Capital Securities.

Restrictions: No sale or offer of New Shares

This document does not constitute a sale or offer of the New Shares. The New Shares 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 Shares 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 Shares 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).

Participation

Holders can only participate in the Tender Offer by submitting a valid tender instruction. Holders must contact the Issuer to receive a tender application form that includes the details of how to participate in the Tender Offer. Tender instructions given via the tender application form or via other form of tender instructions in a way that is permitted in accordance with what is stated in the tender application form are irrevocable by the Holders, except for in the limited circumstances described in the tender application form.

Holders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating in the Tender Offer. Holders who do not participate in the Tender Offer, or whose Capital Securities are not accepted for purchase by the Issuer, will continue to hold their Capital Securities subject to the terms and conditions of the Capital Securities. To obtain a tender application form and participate in the Tender Offer please contact the Issuer at the details below.

CONTACT INFORMATION

Issuer

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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 Capital Securities 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 Capital Securities pursuant to the Tender Offer. Neither the Issuer nor the Issuing Agent nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Capital Securities should tender Capital Securities 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 Issuing Agent 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 (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 Capital Securities 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 Capital Securities in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Capital Securities 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 Capital Securities 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 Capital Securities (and tenders of Capital Securities for purchase pursuant to the Tender Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful.

Further, the Tender Offer does not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) No 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, and has not been approved by any regulatory authority in any jurisdiction, 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 tender application form for participating in the Tender Offer available from the Issuer. Any tender of Capital Securities 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 Capital Securities 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.