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Fastighets Aktiebolaget Trianon (publ)

Tender Information Document in respect of a tender offer for Fastighets Aktiebolaget Trianon (publ)'s outstanding subordinated perpetual floating rate callable capital securities with ISIN SE0012453900

Fastighets Aktiebolaget Trianon (publ), reg.no. 556183-0281 (the "**Issuer**") today announces its invitation to the holders of the capital securities described under the heading "Purchase price" below (the "**Capital Securities**") (including any beneficial owners who hold their Capital Securities via nominees or custodians) (the "**Holders**") to tender any and all of their Capital Securities for purchase by the Issuer for cash (the "**Tender Offer**") subject to the satisfaction of the New Financing Conditions (as defined below) being met. The Issuer has appointed Swedbank AB (publ) ("**Swedbank**") to act as dealer manager and tender agent (the "**Dealer Manager**") in connection with the Tender Offer.

In conjunction with the Tender Offer, the Issuer intends to issue new subordinated perpetual sustainable floating rate callable capital securities (the "**New Capital Securities**"), subject to market conditions. The Issuer has mandated Swedbank as sole bookrunner in respect of the issuance of the New Capital Securities.

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 (the "**Purchase Price**"):

Description of the Capital Securities / ISIN / Issued Amount / Outstanding Amount / Minimum Denomination / Purchase Price

Subordinated Perpetual Floating Rate Callable Capital Securities / SE0012453900 / SEK 500,000,000 / SEK 500,000,000 / SEK 2,000,000 / 100 %

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

Deadline

The Tender Offer expires at 12.00 CET on 11 November 2022, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "**Expiration Date**"). The Issuer will announce the results and (acting in its sole and absolute discretion) whether any Capital Securities will be accepted under the Tender Offer as soon as reasonably practicable after the pricing of the New Capital Securities. Settlement of the Tender Offer is expected to occur approximately five business days after the Expiration Date (the "**Settlement Date**") and to the extent possible on the same day as the settlement of the New Capital Securities, such Settlement Date to be communicated as part of the book building process of the New Capital Securities. Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Manager.

Subject to 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 carefully read this document for the details of and information on the procedures for participating in the Tender Offer.

Transaction Cap

The tendered amount of the Capital Securities accepted by the Issuer will be capped at the initial total nominal amount of the issue of New Capital Securities (which amount can be increased, decreased or removed at the Issuer's sole discretion) (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 Capital Securities validly tendered pursuant to the Tender Offer is greater than the Transaction Cap, the Issuer will accept such Capital Securities for purchase on the principles described below, subject to the minimum denomination of SEK 2,000,000 for the Capital Securities.

Priority and scaling

In the event of any scaling in the acceptance of Capital Securities to be purchased and in each case subject to the Transaction Cap, the Issuer will firstly accept tender instructions from investors who subscribe to and are allocated New Capital Securities. In respect of tender instructions for Capital Securities that have not been repurchased in accordance with the aforesaid, the Issuer will thereafter secondly accept either all or none of the tender instructions of Capital Securities submitted at the minimum denomination of the Capital Securities and thirdly, on a pro-rata basis, all other tender instructions of Capital Securities with a total nominal size above the minimum denomination of the Capital Securities. The acceptance of tender instructions of Capital Securities will be rounded to a multiple of SEK 2,000,000 and any scaling made by the Issuer is binding on all Holders who validly tendered their Capital Securities.

Purpose of the Tender Offer

The Tender Offer is being made as part of the Issuer's commitments to exercise active management of its balance sheet. The purpose of the Tender Offer is to pro-actively manage the Issuer's upcoming debt redemptions and to lengthen and diversify its debt maturity profile.

Priority in New Capital Securities

Subject to the Company's decision on allocation of the New Capital Securities, Holders who submit a valid tender instruction will be eligible to receive a priority in the allocation of the New Capital Securities provided that the Holder is an eligible buyer of the New Capital Securities given the target market for the New Capital Securities 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 of Capital Securities submitted and accepted for tender, subject to eligibility with the minimum denomination requirements of the New Capital Securities.

New Financing Conditions

The Issuer's acceptance of Capital Securities validly tendered for purchase pursuant to the Tender Offer is conditional upon that, in the absolute and sole discretion and determination of the Issuer, (i) the terms and conditions of the New Capital Securities are satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Capital Securities and (ii) the successful outcome of the issuance of New Capital Securities, which will enable the Issuer to finance the Purchase Price and Accrued Interest of the total amount of Capital Securities 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 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 in any event subject to the satisfaction of the New Financing Conditions.

Restrictions: No offer or sale of New Capital Securities

This document does not constitute an offer or a sale of the New Capital Securities. The New Capital Securities 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 Capital Securities 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 United States Securities Act of 1933, as amended (the "**Securities Act**"). The New Capital Securities 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 Capital Securities should contact their sales contact at the Dealer Manager to obtain all relevant documentation.

Participation

Holders can only participate in the Tender Offer by submitting a valid tender instruction. Only Holders who are customers of, and can execute a secondary trade upon settlement with, Swedbank with all required know your customer (KYC) and similar documentation in place to the satisfaction of Swedbank, as applicable may participate in this Tender Offer and Holders must contact any of the Dealer Manager to receive an application form that includes the details of how to participate in the Tender Offer. Tender instructions given via the application form are irrevocable by the Holders, except for in the limited circumstances described in the application form.

Holders 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.

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 an application form and participate in the Tender Offer, please contact one of the Dealer Manager at the details below.

Placing fee

The Dealer Manager in its capacity as sole arranger and bookrunner in respect of the issuance of the New Capital Securities will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Capital Securities.

CONTACT INFORMATION**Sole Bookrunner and Dealer Manager**

Swedbank AB (publ)

Email: liabilitymanagement@swedbank.se

Issuer

Fastighets Aktiebolaget Trianon (publ)

Olof Andersson

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This document is released by the Issuer and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Tender Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this document is released, on behalf of the Issuer by Olof Andersson at 11.30 CET on 9 November 2022.

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 Dealer Manager 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 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 United States Securities Act of 1933, 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 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. 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 their 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 not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 as supplemented from time to time by Commission delegated regulations (the Prospectus Regulation), nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act. 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 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.