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7 June 2024

Hemsö Fastighets AB

ANNOUNCEMENT OF A TENDER OFFER

Hemsö Fastighets AB (the "**Offeror**") announces today its invitation to holders of its outstanding EUR 300,000,000 1.750 per cent. Notes due 2029 (ISIN: XS1632767718) (the "**Notes**") to tender such Notes for purchase by the Offeror for cash (such invitation, the "**Offer**"). The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 7 June 2024 (the "**Tender Offer Memorandum**") prepared by the Offeror and is subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to offer and distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Tender Offer Memorandum.

The Offer

<u>Description of Notes</u>	<u>ISIN / Common Code</u>	<u>Principal Amount Outstanding</u>	<u>Maturity Date</u>	<u>Reference Rate</u>	<u>Purchase Spread</u>	<u>Maximum Acceptance Amount</u>
EUR 300,000,000 1.750 per cent. Notes due 2029	XS1632767718 / 163276771	EUR 262,780,000	19 June 2029	5 Year Euro Mid-Swap Rate	+90 bps	Subject as further set out in the Tender Offer Memorandum, up to EUR 100,000,000 in aggregate principal amount of the Notes (the " Maximum Acceptance Amount "), although the Offeror reserves the right, in its sole discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer.

THE OFFER COMMENCES ON 7 JUNE 2024 AND WILL EXPIRE AT 17.00 HOURS CEST ON 14 JUNE 2024 (THE "EXPIRATION DEADLINE"), UNLESS EXTENDED, WITHDRAWN, RE-OPENED OR TERMINATED IN THE SOLE AND ABSOLUTE DISCRETION OF THE OFFEROR, AS PROVIDED IN THE TENDER OFFER MEMORANDUM. TENDER INSTRUCTIONS, ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THE TENDER OFFER MEMORANDUM UNDER THE HEADING "AMENDMENT AND TERMINATION".

Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and holders should contact the intermediary through which they hold their Notes as soon as possible to ensure proper and timely delivery of instructions.

Rationale for the Offer

The purpose of the Offer is to allow the Offeror to proactively manage the group's debt maturity profile.

Notes purchased by the Offeror pursuant to the Offer will be cancelled and will not be re-issued or re-sold. Notes which have not been validly tendered and accepted for purchase pursuant to the Offer will remain outstanding after the Tender Offer Settlement Date.

Purchase Price and Accrued Interest

The Offeror will, on the Tender Offer Settlement Date, pay for Notes validly tendered and accepted by it for purchase by the Offeror pursuant to the Offer, a cash purchase price for such Notes (expressed as a percentage, the "**Purchase Price**") to be determined at or around 12:00 hours CEST on 17 June 2024 (the "**Pricing Time**") (subject to the right of the Offeror to amend such time and date in its sole discretion and without prior notice to Noteholders) in the manner described in the Tender Offer Memorandum by reference to the "**Purchase Yield**", which shall equal the sum of (i) the Purchase Spread specified in the table on page 1; and (ii) the 5 Year Euro Mid-Swap Rate (as defined in the Tender Offer Memorandum).

The Purchase Price will be determined in accordance with market convention and expressed as a percentage of each EUR1,000 in principal amount of Notes accepted for purchase pursuant to the Offer (rounded to the nearest 0.001 per cent., with 0.0005 per cent. rounded upwards) and is intended to reflect a yield to the Maturity Date on the Tender Offer Settlement Date based on the Purchase Yield.

Specifically, the Purchase Price will equal (a) the value of all remaining payments of principal and interest on the Notes up to and including the Maturity Date, discounted to the Tender Offer Settlement Date at a discount rate equal to the Purchase Yield, minus (b) Accrued Interest (if any) for the Notes.

The Offeror will, subject as set out in the following paragraph, also pay accrued and unpaid interest in respect of all Notes validly tendered and accepted for purchase pursuant to the Offer, from (and including) the interest payment date for the Notes immediately preceding the Tender Offer Settlement Date to (but excluding) the Tender Offer Settlement Date.

Since the next interest payment date in respect of the Notes is 19 June 2024, the Offeror will make payment of accrued interest in respect of all outstanding Notes on such interest payment date in accordance with the terms and conditions of the Notes and accordingly, in the event that the Tender Offer Settlement Date is 19 June 2024, no separate Accrued Interest Payment (as defined in the Tender Offer Memorandum) will be payable by the Offeror in respect of Notes validly tendered and accepted for purchase pursuant to the Offer.

Final Acceptance Amount

The Offeror proposes to accept for purchase pursuant to the Offer up to EUR 100,000,000 in aggregate principal amount of the Notes (the "**Maximum Acceptance Amount**"), although the Offeror reserves the right, in its sole discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer (the final aggregate principal amount of validly tendered Notes (if any) that the Offeror decides to accept for purchase pursuant to the Offer being the "**Final Acceptance Amount**").

Scaling

In the circumstances described in the Tender Offer Memorandum in which Notes validly tendered pursuant to the Offer are to be accepted on a *pro rata* basis, each such tender will be scaled by a factor (a "**Scaling Factor**") derived from (i) the Final Acceptance Amount divided by (ii) the aggregate principal amount of the Notes validly tendered (subject to adjustment to allow for the aggregate principal amount of Notes accepted for purchase, following the rounding of tenders of Notes described in the Tender Offer Memorandum to equal the Final Acceptance Amount exactly). Each tender of Notes reduced in this manner, and as further described in the Tender Offer Memorandum, will be rounded down to the nearest €1,000 in aggregate principal amount for the Notes.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Consideration and Accrued Interest Payment (if any) pursuant to, the Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 17.00 hours (CEST) on 14 June 2024 (subject to the right of the Offeror to extend, re-open, withdraw and/or terminate the Offer, as applicable) (the "**Expiration Deadline**").

Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum. Tender Instructions must be submitted in respect of a principal amount of Notes of no less than the Minimum Denomination (being EUR 100,000), and may be submitted in integral multiples of EUR 1,000 thereafter. A separate Tender Instruction must be completed on behalf of each beneficial owner.

Indicative Timetable

This is an indicative timetable showing one possible outcome for the timing of the Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and the below times and dates are subject to the right of the Offeror to extend, re-open, amend, waive any condition of and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum). in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
7 June 2024	<i>Commencement of the Offer</i> Offer announced. Tender Offer Memorandum available from the Tender Agent.
17.00 hours, CEST on 14 June 2024	<i>Expiration Deadline</i> Deadline for receipt by the Tender Agent of all valid Tender Instructions in order for Noteholders to be able to participate in the Offer.
Prior to the Pricing Time on 17 June 2024	<i>Announcement of Indicative Result of the Offer</i> Announcement by the Offeror of the aggregate principal amount of Notes validly tendered pursuant to the Offer, together with a non-binding indication of the level at which it expects to set the Final Acceptance Amount and indicative details of any <i>pro rata</i> scaling applicable to valid tenders of Notes that will be applied in the event that the Offeror decides to accept (subject to satisfaction or waiver of the Transaction Condition on or prior to the Tender Offer Settlement Date) for purchase valid tenders of Notes pursuant to the Offer.
At or around 12.00 hours CEST on 17 June 2024	<i>Pricing of the Offer</i> Determination of the 5 Year Euro Mid-Swap Rate, Purchase Yield and Purchase Price.
As soon as reasonably practicable after the Pricing Time on 17 June 2024	<i>Announcement of Result and Pricing</i> Announcement of the Offeror's decision of whether to accept (subject to satisfaction or waiver of the Transaction Condition on or prior to the Tender Offer Settlement Date) for purchase valid tenders of Notes pursuant to the Offer and, if so accepted: (i) the Final Acceptance Amount; (ii) the Purchase Yield; (iii) the 5 Year Euro Mid-Swap Rate; (iv) the Purchase Price; (v) details of any <i>pro rata</i> scaling, including the Scaling Factor; and (vi) the aggregate principal amount of Notes that are expected to remain outstanding following settlement of the Offer.
Expected to be 19 June 2024	<i>Tender Offer Settlement Date</i>

Tender Offer Settlement Date for the Offer. Subject to satisfaction (or waiver) of the Transaction Condition, payment of Purchase Consideration and Accrued Interest Payment (if any) in respect of the Offer.

Unless stated otherwise, announcements in connection with the Offer will be made (i) by publication via the RIS publication section of the website of the Euronext Dublin (<https://direct.euronext.com/#/rispublication>) and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Informa IGM Insider Screen and by the issue of a press release to a Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for whom are set out below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements relating to the Offer. In addition, Noteholders may contact the Dealer Manager for information using the contact details on the last page of the Tender Offer Memorandum.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified above and in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above and in the Tender Offer Memorandum. See "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum.

Further Information

Any questions or requests for assistance in connection with the Offer may be directed to the Dealer Manager and any questions or requests for assistance in connection with the delivery of Tender Instructions or requests for copies of the Tender Offer Memorandum or related documents, which may be obtained free of charge, may be directed to the Tender Agent, in each case at the telephone number or e-mail address provided below.

Before making a decision with respect to the Offer, Noteholders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the risk factors described in the section entitled "*Risk Factors and Other Considerations*" of the Tender Offer Memorandum.

The Dealer Manager

Citigroup Global Markets Europe AG

Reuterweg 16
60323 Frankfurt am Main
Germany

Tel: +44 20 7986 8969

Email: liabilitymanagement.europe@citi.com

Attention: Liability Management Group

The Tender Agent

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Tel: + 44 20 7704 0880

Attention: Owen Morris

Email: hemso@is.kroll.com

Tender Offer Website: <https://deals.is.kroll.com/hemso>

This announcement is released by the Offeror and contains information that qualified or may be qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offer. For the purposes of MAR and

Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Rutger Källén, CFO of the Company and Nils Styf, CEO of the Company.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information, which must be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take or is unsure about the impact of the Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company, direct participant or other nominee or intermediary must contact such entity if it wishes to participate in the Offer. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law (see "Offer and Distribution Restrictions" below). None of the Offeror, the Dealer Manager or the Tender Agent makes any recommendation as to whether Noteholders should tender Notes pursuant to the Offer or is providing Noteholders with any legal, business, tax, accounting, financial or other advice in this announcement or Tender Offer Memorandum. Noteholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to offer Notes for cash.

Offer and Distribution Restrictions

United States: The 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 announcement, the Tender Offer Memorandum and any other documents or materials relating to the 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 Notes cannot be tendered in the 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 Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes 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 Noteholder participating in the Offer will represent that it is not a U.S. Person located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraphs, "**United States**" means the United States of America, its territories and possessions (including, but not limited to, 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: The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the 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. 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, and may only be acted upon by, 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 persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France: The Offer is not being made, directly or indirectly, in the Republic of France ("**France**") other than to qualified investors (*investisseurs qualifiés*) as referred to in Article L.411-2 1° of the French Code *monétaire et financier* and defined in Article 2(e) of Regulation (EU) 2017/1129 (as amended). None of

this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offer have been or shall be distributed in France to qualified investors (*investisseurs qualifiés*) and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. Each of this announcement, the Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

Italy: None of this announcement, the Offer, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"), pursuant to Italian laws and regulations.

The Offer is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Accordingly, Noteholders, or beneficial owners of the Notes that are located in Italy, can tender some or all of their Notes pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer.

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

In addition to the representations referred to above in respect of the United States, each Noteholder participating in the Offer will be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted.

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