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**Genova Property Group AB (publ)**

**Tender Information Document in respect of a tender offer for Genova Property Group AB's (publ) outstanding capital securities with ISIN SE0015245519**

Genova Property Group AB (publ), reg. no. 556864-8116 (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 their Capital Securities for purchase by the Issuer for cash (the "Tender Offer") subject to the Transaction Cap and the satisfaction of the New Financing Conditions (each as defined below) being met. The Issuer has appointed ABG Sundal Collier AB and Nordea Bank Abp to act as dealer managers (the "Dealer Managers") in connection with the Tender Offer.

In conjunction with the Tender Offer, the Issuer intends to issue new SEK denominated perpetual floating rate callable green capital securities with an expected initial issue of SEK 300,000,000 under a total framework of SEK 450,000,000 (the "New Capital Securities"), subject to market conditions. The Issuer has mandated the Dealer Managers as joint bookrunners in respect of the issuance of the New Capital Securities. The Issuer intends to fully or partly use the net proceeds from the New Capital Securities to finance the Tender Offer. The Issuer reserves the right, in its sole and absolute discretion, to purchase more or less than the net proceeds from the New Capital Securities, subject to applicable law. Holders who submit a valid tender instruction will be eligible to receive a priority in the allocation of the New Capital Securities on the terms and conditions set forth below.

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 Capital Securities at the purchase price set out below (the "Purchase Price"):

Description of the Capital Securities	ISIN	Outstanding Amount	Minimum Denomination	Purchase Price
Subordinated perpetual floating rate callable green capital securities	SE0015245519	SEK 800,000,000 <sup>1</sup>	SEK 1,250,000	103.000%

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 upon book close of the book building process for the New Capital Securities, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "Expiration Date"). The Issuer will announce the Expiration Date as soon as practicable after the book building process for the New Capital Securities has opened. The Expiration Date is expected to take place at the earliest on 17 September 2024. The Issuer will announce the results (acting in its sole and absolute discretion) and whether any Capital Securities will be accepted for purchase pursuant to the Tender Offer as soon as reasonably practicable after the Expiration Date and 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

<sup>1</sup> The Issuer holds SEK 161.25m of Capital Securities

the settlement of the New Capital Securities. The Settlement Date shall be communicated as part of the New Capital Securities book building process.

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.

#### **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 and to provide Holders with liquidity in conjunction with the issuance of New Capital Securities.

#### **Transaction Cap and Minimum Tender Amount**

The tendered amount of Capital Securities accepted by the Issuer will be capped at an amount equal to the total nominal amount of New Capital Securities issued (the "**Transaction Cap**"), subject to the Issuer's sole discretion of increasing, decreasing or removing 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 a pro rata basis and on the principles described below, subject to the minimum denomination of SEK 1,250,000.

The Issuer's acceptance of Capital Securities validly tendered and the issue of the New Capital Securities is conditional upon a minimum tender amount of SEK 250,000,000 Capital Securities validly tendered (the "**Minimum Tender Amount**"), subject to the right of the Issuer to amend and/or waive the Minimum Tender Amount in the Issuer's sole discretion.

#### **Priority take out and scaling**

In the event of any scaling in the acceptance of Capital Securities to be purchased, the Issuer will firstly accept tender instructions from investors who subscribe for and are allocated New Capital Securities up to the nominal amount allocated in the issue of New Capital Securities. In respect of tender instructions for Capital Securities 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 Capital Securities submitted at the minimum denomination and thirdly all other tender instructions of Capital Securities with a total nominal size above the minimum denomination. The acceptance of tender instructions will be rounded to a multiple of SEK 1,250,000 and any scaling made by the Issuer is binding on all Holders who validly tendered their Capital Securities.

#### **Priority in New Capital Securities**

The Issuer will, in connection with the allocation of the New Capital Securities, consider, among other factors whether or not the relevant investor seeking an allocation of the New Capital Securities has, prior to such allocation, validly tendered Capital Securities pursuant to the Tender Offer and, if so, the aggregate nominal amount of Capital Securities tendered by such investor, subject to the investor being 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). In the event that a Holder validly tenders Capital Securities pursuant to the Tender Offer, such Capital Securities will remain subject to the conditions of the Tender Offer as set out in this Tender Information Document irrespective of whether that Holder receives all, part or none of any allocation of New Capital Securities for which it has applied.

#### **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 (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 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.

#### **The Dealer Managers acting as settlement agent**

Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Managers. The Dealer Managers are acting solely as settlement agent on behalf of the Issuer, and any trades booked as part of the settlement of the Tender Offer shall be understood as being between the relevant Holders and the Issuer, with relevant risks and responsibilities to carry out such settlement being between the Holders and the Issuer.

Holders should note that the Dealer Managers will not be bound to make any payments to Holders, and any payments to Holders by the Dealer Managers on behalf of the Issuer will be subject to the aggregate amount of all amounts payable by the Issuer having been identified as being received by the Dealer Managers. The Dealer Managers disclaim any liability whatsoever toward Holders in connection with the Tender Offer and any execution of the tender settlement.

**Restrictions: No offer or sale of New Capital Securities**

This document does not constitute an offer or a sale of the New Capital Securities. 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), except for “Qualified Institutional Buyers” within the meaning of Rule 144A under the Securities Act. Investors who wish to buy New Capital Securities should contact their sales contact at the Dealer Managers 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, the Dealer Managers with all required know your customer (KYC) and similar documentation in place to the satisfaction of the Dealer Manager, as applicable may participate in this Tender Offer and Holders must contact any of the Dealer Managers 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 in a way that is permitted in accordance with what is stated in 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 the Dealer Managers at the details below.

**Placing fee**

The Dealer Managers will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Capital Securities.

**CONTACT INFORMATION**

**Joint Bookrunners and Dealer Managers**

**ABG Sundal Collier AB**

Email: [DCM-Syndicate@abgsc.se](mailto:DCM-Syndicate@abgsc.se)

**Nordea Bank Abp**

Email: [nordealiabilitymanagement@nordea.com](mailto:nordealiabilitymanagement@nordea.com)

**Issuer**

**Genova Property Group AB (publ)**

Michael Moschewitz, CEO, [michael.moschewitz@genova.se](mailto:michael.moschewitz@genova.se)

## **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 Managers 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 Managers 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 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 Dealer Managers 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 (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 Managers. 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.