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## Catella AB (publ)

### Tender Information Document in respect of a tender offer for certain outstanding SEK notes and a potential new issue of SEK notes

Catella AB (publ), Reg. No. 556079-1419 (the "Issuer") today announces its invitation to the holders (including any beneficial owners who hold their notes via nominees or custodians) (the "Noteholders") of its outstanding notes outlined below (together, the "Notes") to tender their Notes 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 DNB Bank ASA, filial Sverige, ("DNB") and Nordea Bank Abp ("Nordea") to act as dealer managers ("Dealer Managers") in connection with the Tender Offer.

In connection with the Tender Offer, the Issuer intends to issue new SEK denominated senior unsecured green bonds under its medium term note programme with a total framework amount of SEK 3,000,000,000, subject to market conditions (the "New Issue"). The Issuer has mandated Nordea as arranger and Nordea and DNB as dealers and bookrunners in respect of the issuance of the New Notes

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 Notes, the Issuer offers to purchase the Notes at the purchase price set out below (the "Purchase Price"):

Description of the Notes	ISIN	Outstanding Amount	Minimum Denomination	Purchase Price
2021/2025 senior unsecured floating rate bonds	SE0015660444	SEK 1,250,000,000	SEK 1,250,000	100.95%

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

#### Deadline

The Tender Offer expires at 12.00 CEST on 29 August 2024, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "Expiration Date").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 Notes will be accepted (in the Issuer's sole discretion) under the Tender Offer as soon as reasonably practicable after the Expiration Date and the pricing of the New Notes. 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 Notes, such Settlement Date to be communicated as part of the New Notes book building process.

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 (including the New Financing Conditions) of or terminate the Tender Offer at any time. Noteholders are advised to read carefully this document for the details of and information on the procedures for participating in the Tender Offer.

#### Transaction Cap

The tendered amount of Notes accepted by the Issuer will be capped at an amount equal to the total nominal amount of New Notes 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 Notes validly tendered pursuant to the Tender Offer is greater than the Transaction Cap, the Issuer will accept such Notes for purchase on a pro rata basis and on the principles described below, subject to the minimum denomination of SEK 1,250,000.

#### Priority take out and scaling

In the event of any scaling in the acceptance of Notes to be purchased, the Issuer will firstly accept tender instructions from investors who subscribe for and are allocated New Notes up to the nominal amount allocated in the issue of New Notes. In respect of tender instructions for Notes 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 Notes submitted at the minimum denomination of the respective Notes and thirdly all other tender instructions of Notes with a total nominal size above the minimum denomination. The acceptance of tender instructions

of Notes will be rounded to a multiple of SEK 1,250,000 for the Notes and any scaling made by the Issuer is binding on all Noteholders who validly tendered their Notes.

#### **Purpose of the Tender Offer**

The purpose of the Tender Offer is to pro-actively manage the Issuer's upcoming redemptions and to lengthen and over time diversify its debt maturity profile.

#### **Priority in New Notes**

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

#### **New Financing Conditions**

The Issuer's acceptance of Notes validly tendered for purchase pursuant to the Tender Offer is conditional upon, in the sole and absolute discretion and determination of the Issuer, (i) the terms and conditions of the New Notes being satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Notes and (ii) the successful outcome of the issuance of New Notes (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 Notes 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 Notes for purchase pursuant to the Tender Offer. Any tender of Notes for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Noteholders to furnish any reason or justification for refusing to accept a tender of Notes for purchase.

The Issuer's acceptance of Notes validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but always subject to the Transaction Cap described above and 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 Noteholders and the Issuer, with relevant risks and responsibilities to carry out such settlement being between the Noteholders and the Issuer. Noteholders should note that the Dealer Managers will not be bound to make any payments to Noteholders, and any payments to Noteholders 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 Noteholders in connection with the Tender Offer and any execution of the tender settlement.

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

This document does not constitute a sale of the New Notes. Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Notes 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 Notes 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 Notes should contact their sales contact at the Dealer Managers to obtain all relevant documentation.

#### **Participation**

Noteholders can only participate in the Tender Offer by submitting a valid tender instruction. Only Noteholders who are clients of, and can execute a secondary trade upon settlement with, either Dealer Manager with all required know your customer (KYC) and similar documentation in place may participate in this Tender Offer and Noteholders must contact one of the Dealer Managers 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 Noteholders, except for in the limited circumstances described in the tender application form.

Noteholders 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. Noteholders who do not participate in the Tender Offer, or whose Notes are not accepted for purchase by the Issuer, will continue to hold their Notes subject to the terms and conditions of the Notes. To obtain a tender 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 Notes.

#### **CONTACT INFORMATION**

##### **Dealer Managers**

**DNB Bank ASA, Filial Sverige**

Email: [bond.syndicate@dnb.no](mailto:bond.syndicate@dnb.no)

**Nordea Bank Abp**

Email: nordealiabilitymanagement@nordea.com

**The Issuer**

**Catella AB (publ)**

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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 person set out above, at 08:00 CEST on 26 August 2024.**

## 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 Notes 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 Notes 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 Notes should tender Notes 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 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 Notes 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 Notes in the Tender 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 holder of Notes 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 Notes (and tenders of Notes 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 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) 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, 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 Dealer Managers. Any tender of Notes 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 Notes 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.