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To the bondholders in:

ISIN: SE0013719606 – Arwidsro Fastighets AB (publ) maximum SEK 800,000,000 senior unsecured callable floating rate green bonds 2020/2023

and

ISIN: SE0017232754 – Arwidsro Fastighets AB (publ) maximum SEK 600,000,000 senior unsecured callable floating rate green bonds 2022/2025

Stockholm, 22 February 2022

Notice of Agent’s approval of waiver request from the Issuer

Nordic Trustee & Agency AB (publ) is the appointed agent (the “**Agent**”) under the terms and conditions for the abovementioned bond issues (each and together, the “**Terms and Conditions**”).

Terms defined in the Terms and Conditions shall have the same meaning when used in this notice, unless otherwise defined herein.

This notice is distributed to the Bondholders in accordance with Clause 17.2 of the Terms and Conditions, since the Agent, as further set out below, has agreed to accept and approve of a written request from the Issuer (and as further signed by Skeppsbron Skatt AB (the “**Tax Advisor**”) and Gernandt & Danielsson Advokatbyrå KB (together with the Tax Advisor, the “**Advisors**”)) for a waiver (the “**Waiver Request**”).

Background

Pursuant to Clause 14.1 (*Distributions*) of the Terms and Conditions (the “**Distribution Clause**”), neither the Issuer nor the Group is permitted to make, *inter alia*, any shareholder distribution unless such shareholder distribution is permitted pursuant to paragraph (b) of Clause 14.1 (*Distributions*). Paragraph (b)(ii) of Clause 14.1 (*Distributions*) permits that a group contribution (Sw. *koncernbidrag*) is made to a shareholder of the Issuer for tax netting purposes, provided that the shareholder makes a shareholder’s contribution (Sw. *ovillkorat aktieägartillskott*) in the same amount and simultaneously with the group contribution. However, although the end result is fully comparable, such exception does not apply in case the shareholder makes a group contribution to the Issuer for tax netting purposes, which is concurrently set off by a dividend by the Issuer.

The Issuer and its Advisors have provided the following information to the Agent:

*For the fiscal year ended 31 December 2021, the Issuer has accrued a tax deductible loss. Meanwhile, the parent company of the Issuer, Arwidsro Holding AB, and its direct subsidiaries (the “**Parent**”), have accrued taxable income for the same fiscal period. For tax netting purposes, it is contemplated that the Parent shall make, in accordance with the Swedish Income Tax Act (Sw. inkomstskattelag), a group contribution to the Issuer in the amount of SEK 143.1 million (the “**Group Contribution**”) and concurrently the Issuer will make a distribution to the Parent in the amount of SEK 123.4 million, i.e. in an amount lower than the amount of the Group Contribution (the “**Distribution**”) (the “**Transaction**”).*

The Group Contribution and the Distribution is contingent of each other, i.e. if the Distribution is not carried out, the Group Contribution will not be made. The Transaction taken as a whole will, net of taxes, have a positive effect on the equity, liquidity and financial position of the Issuer. The positive effect for the Issuer, net after taxes, is approximately SEK 9.8 million.

The Group Contribution is not restricted under the Terms and Conditions but the Distribution, however, may only be made subject to and in accordance with paragraph (b)(iii) of Clause 14.1 (*Distributions*) (the “**Distribution Test**”). The Issuer is not able to meet the Distribution Test for the Distribution. Since the Transaction is contingent on the Distribution and the Transaction is beneficial to the Issuer, the Issuer has requested a waiver of the Distribution Clause.

The Tax Advisor has confirmed to the Agent that the Transaction is compatible with current tax legislation and precedence. The Transaction will be carried out before 1 July 2022.

The Issuer and its Advisors deem, in accordance with paragraph (a) of Clause 17.1 (*Amendments and Waivers*) of the Terms and Conditions, the Waiver Request to be non-detrimental to the interests of the Bondholders, since the equity, liquidity and financial position of the Issuer will improve as a result of the Transaction, which is beneficial to the Issuer and ultimately the creditors of the Issuer.

Waiver

For the purpose of enabling the Issuer to, for tax netting purposes, perform the Distribution provided that the Group Contribution concurrently will be made and subject to the terms and conditions of this Waiver Request, without being in technical default under the Terms and Conditions, we have, in our capacity as Agent, agreed to accept and approve the Waiver Request. The Waiver Request is effective as of 18 February 2022.

Yours sincerely,

Nordic Trustee & Agency AB (publ)