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NYFOSA AB

Tender Information Document in respect of a tender offer in respect of outstanding callable SEK green bonds and outstanding SEK hybrid bonds

Nyfosa AB, Reg. No. 559131-0833 (the "**Issuer**") today announces its invitation to the holders (including any beneficial owners who hold their bonds via nominees or custodians) (the "**Bondholders**") of its outstanding green bonds (the "**Green Bonds**") and hybrid bonds (the "**Hybrid Bonds**") outlined below (together the "**Bonds**"), to tender any and all of their Bonds for purchase by the Issuer for cash (the "**Tender Offer**"). The Issuer has appointed Nordea Bank Abp ("**Nordea**") and Skandinaviska Enskilda Banken AB (publ) ("**SEB**") to act as dealer managers (the "**Dealer Managers**" and each a "**Dealer Manager**") in connection with the Tender Offer.

In connection with the Tender Offer, the Issuer is contemplating to issue SEK denominated senior unsecured green bonds with an expected tenor of 3.3 years in an estimated initial amount of minimum SEK 400,000,000 (the "**New Green Bonds**"), subject to market conditions. The Issuer has mandated Nordea and SEB as arrangers and joint bookrunners in respect of the issuance of the New Bonds.

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 Bonds, the Issuer offers to purchase the Bonds at the purchase prices set out below (the "**Purchase Prices**"):

Description of the Bonds	Issuing Entity	ISIN	Outstanding Amount (less Bonds held by the Issuer)	Minimum Denomination	Purchase Price
Senior unsecured green bonds	Nyfosa AB	SE0020052967	SEK 553,750,000	SEK 1,250,000	101.60%
Subordinated perpetual floating rate callable capital securities	Nyfosa AB	SE0017084486	SEK 611,250,000	SEK 1,250,000	101.30%

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

Deadline

The Tender Offer expires at the later of 11:00 CEST on 10 June 2025 and the date of the pricing of the New Green Bonds, which will be announced by the Issuer in connection therewith, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the "**Expiration Date**").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 Bonds will be accepted for purchase under the Tender Offer as soon as reasonably practicable after the Expiration Date and the pricing of the New Bonds. Settlement of the Tender Offer is expected to occur on or about 12 June 2025 (the "**Settlement Date**") and to the extent possible on the same day as the settlement of the New Bonds, such Settlement Date to be communicated as part of the New Bonds 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 of or terminate the Tender Offer at any time. Bondholders are advised to read this document carefully for the details of and information on the procedures for participating in the Tender Offer.

Early redemption of the Green Bonds

As announced by the Issuer by way of press release on 2 June 2025, the Issuer intends to redeem early the Green Bonds in accordance with the terms of the Green Bonds on or about 17 October 2025. The early redemption will be made at a price corresponding to 100.00 per cent. of the Nominal Amount of the Green Bonds together with any accrued and unpaid interest and will include all outstanding Green Bonds not tendered 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 the intention to redeem the Bonds going forward. The purpose of the Tender Offer is hence to pro-actively manage the Issuer's upcoming redemptions and reduce its average interest costs.

Priority in New Bonds

The Issuer will, in connection with the allocation of the New Bonds, consider, among other factors whether or not the relevant investor seeking an allocation of the New Bonds has, prior to such allocation, validly tendered Bonds and, if so, the aggregate nominal amount

of Bonds tendered by such investor, subject to the investor being an eligible buyer of the New Bonds given the target market for the New Bonds in accordance with Directive 2014/65/EU (MiFID II) and the applicable selling restrictions. In the event that a Bondholder validly tenders Bonds pursuant to the Tender Offer, such Bonds will remain subject to conditions of the Tender Offer as set out in this Tender Information Document irrespective of whether that Bondholder receives all, part or none of any allocation of New Bonds for which it has applied.

Bondholders are advised that (i) no assurance is given, in any event, that a particular Bondholder will be allocated New Bonds up to or in excess of the allocation for which it has applied; (ii) priority allocation preferences granted in connection with valid tenders of Bonds may be subject to *pro rata* scaling; and (iii) in connection with the New Bonds, the Issuer may decide in its sole discretion, not to issue any New Bonds, as a result of which Bondholders who have requested a priority allocation preference will receive no such allocation and Bondholders who make any separate application will receive no New Bonds. The Issuer has sole discretion to modify or disregard priority allocation preferences in determining allocations with respect to any New Bonds issued.

Tender conditions

For the avoidance of doubt, the Issuer is not under any obligation to accept any tender of Bonds for purchase pursuant to the Tender Offer. Any tender of Bonds for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Bondholders to furnish any reason or justification for refusing to accept a tender of Bonds for purchase.

The Issuer's acceptance of Bonds validly tendered in accordance with the terms and conditions of the Tender Offer will be irrevocable, but always subject to the satisfaction and/or waiver of the New Financing Conditions (which can be waived by the Issuer in its sole and absolute discretion).

The Dealer Managers acting as settlement agents

Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the relevant Dealer Manager. The Dealer Managers are acting solely as settlement agents (in this capacity) 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 Bondholders and the Issuer, with relevant risks and responsibilities to carry out such settlement being between the Bondholders and the Issuer. Bondholders should note that the Dealer Managers will not be bound to make any payments to Bondholders, and any payments to Bondholders by a Dealer Manager 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 such Dealer Manager. The Dealer Managers disclaim any liability whatsoever toward Bondholders in connection with the Tender Offer and any execution of the tender settlement.

Restrictions: No sale or offer of New Bonds

This document does not constitute an offer or a sale of the New Bonds. Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Bonds 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 Securities Act. The New Bonds 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 to qualified institutional buyers (as defined in Rule 144A of the Securities Act ("Rule 144A")) in compliance with Rule 144A or pursuant to another exemption from the registration requirements of the Securities Act.

Participation

Bondholders can only participate in the Tender Offer by submitting a valid tender instruction. Only Bondholders who are clients of, and can execute a secondary trade upon settlement with any of the Dealer Managers with all required know your customer (KYC) and similar documentation in place to the satisfaction of the relevant Dealer Manager may participate in this Tender Offer and Bondholders must contact a Dealer Manager 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 forms or via other forms of tender instructions in a way that is permitted in accordance with what is stated in the tender application form are irrevocable by the Bondholders, except for in the limited circumstances described in the tender application form.

Bondholders 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. Bondholders who do not participate in the Tender Offer, or whose Bonds are not accepted for purchase by the Issuer, will continue to hold their Bonds subject to the terms and conditions of the Bonds. To obtain a tender application form and participate in the Tender Offer please contact a Dealer Manager at the notice 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 Bonds.

CONTACT INFORMATION

Dealer Managers

Nordea

Email: NordeaLiabilityManagement@nordea.com

SEB

Email: SEBLiabilityManagement@seb.se

Issuer

Nyfosa AB

Carl-Johan Hugner, CEO

Email: carl-johan.hugner@nyfosa.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 Bonds 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 Bonds 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 Bonds should tender Bonds 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 Bonds 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 Bonds in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds 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 Bonds 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 Bonds (and tenders of Bonds 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) 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 Bonds 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 Bonds 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.