

*Denna kallelse till obligationsinnehavarna är endast utformad på engelska.*

Stockholm, 9 February 2018

To the noteholders in:

ISIN: SE0009320369 – Sveavalvet AB (publ)'s up to SEK 400,000,000 Senior Unsecured Floating Rate Notes 2016/2019

## **NOTICE OF SECOND WRITTEN PROCEDURE – REQUEST TO AMENDMENT**

**This voting request for procedure in writing has been sent on 9 February 2018 to Noteholders directly registered in the debt register (Sw. *skuldbok*) kept by the CSD. If you are an authorised nominee under the Swedish Financial Instruments Accounts Act or if you otherwise are holding Notes on behalf of someone else on a Securities Account, please forward this notice to the holder you represent as soon as possible. For further information, please see below under Clause 5.3 (*Voting rights and authorisation*).**

Nordic Trustee & Agency AB (publ) acts as agent (the "**Agent**") for the holders of the notes (the "**Noteholders**") in the above mentioned bond issue ISIN SE0009320369 (with an aggregated amount outstanding of SEK 250,000,000) (the "**Notes**") issued by Sveavalvet AB (publ) (the "**Issuer**").

All capitalised terms used herein and not otherwise defined in this notice (the "**Notice**") shall have the meanings assigned to them in the terms and conditions of the Notes (the "**Terms and Conditions**").

On 11 January 2018, a notice of written procedure was sent to the Noteholders, regarding certain amendments of the Terms and Conditions. The voting period expired on 6 February 2018.

An insufficient number of votes was obtained in order to form a quorum. Pursuant to the Terms and Conditions, the Issuer retains a right to call for a second written procedure where the quorum requirement does not apply.

In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a second procedure in writing, whereby Noteholders can vote for or against the Issuer's requests.

Noteholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**"), and, if applicable, the power of attorney/authorisation, attached hereto as Schedule 2 (the "**Power of Attorney**") or other sufficient evidence, if the Notes are held in custody other than by the CSD, to the Agent. Please contact the securities firm you hold your Notes through if you do not know how your Notes are registered or if you need authorisation or other assistance to participate.

The Agent must receive the Voting Form no later than 17:00 (CET) on 7 March 2018 either by mail, courier or email to the Agent using the contact details set out in Clause 5.7 (*Address for sending replies*) below. Votes received thereafter may be disregarded.

To be eligible to participate in the second Written Procedure, a person must meet the criteria for being a Bondholder on 16 February 2018 (the "**Record Date**"). This means that the person must be registered on a Securities Account with the CSD, as a direct registered owner (Sw. *direktregistrerad ägare*) or authorised nominee (Sw. *förvaltare*) with respect to one or several Notes.

***Disclaimer:** The Request is presented to the Holders, without any evaluation, advice or recommendations from the Agent whatsoever. The Agent has not reviewed or assessed this Notice or the Request (and its effects, should it be adopted) from a legal or commercial perspective of the Holders and the Agent expressly disclaims any liability whatsoever related to the content of this Notice and the Request (and its effects, should it be adopted). The Holders are recommended to seek legal advice in order to independently evaluate whether the Request (and its effects) is acceptable or not.*

## **1. Background**

For the purpose of coordinating the Issuer's financial reporting with that of its parent company, the Issuer requests to extend the time limit pursuant to the Terms and Conditions for making available its audited consolidated financial statements for a financial year from four (4) months to five (5) months after the end of the relevant financial year.

## **2. Amendments to the Terms and Conditions**

Clause 10.1.1 (a) (*Information from the Issuer*) of the Terms and Conditions shall be amended as follows:

- (a) as soon as the same become available, but in any event within ~~four (4)~~ five (5) months after the end of each Financial Year, its audited consolidated financial statements for that Financial Year;

## **3. Consent**

We kindly ask the Noteholders to confirm that the Noteholders agree to the amendments set out in Clause 2 (*Amendments to the Terms and Conditions*) above (the "**Amendment**" or the "**Request**").

#### **4. Non-reliance**

The Request is presented to the Noteholders by the Issuer, without any evaluation, advice or recommendations from the Agent whatsoever. No independent advisor has been appointed to review and/or analyse the Request (and its effects) from the Noteholders' perspective. The Noteholders are recommended to seek legal advice to independently evaluate whether the Request from the Issuer (and its effects) is acceptable or not.

#### **5. Second Written Procedure**

The following instructions need to be adhered to under the second Written Procedure.

##### **5.1 Final date to participate in the second Written Procedure**

The Agent must have received the votes by mail, courier or email to the address indicated below no later than 17:00 (CET), 7 March 2018. Votes received thereafter may be disregarded.

##### **5.2 Decision procedure**

The Agent will determine if received replies are eligible to participate under the second Written Procedure as valid votes.

When a requisite majority of consents of the total Adjusted Nominal Amount have been received by the Agent, the Request shall be deemed to be adopted, even if the time period for replies in the second Written Procedure has not yet expired.

Information about the decision taken under the second Written Procedure will: i) be sent by notice to the Noteholders and ii) be published on the websites of a) the Issuer and b) the Agent.

A matter decided under the second Written Procedure will be binding for all Noteholders, irrespective of them responding in the second Written Procedure.

##### **5.3 Voting rights and authorisation**

Anyone who wishes to participate in the second Written Procedure must on the Record Date (16 February 2018) in the debt register:

- (a) be registered as a direct registered owner of a Securities Account; or
- (b) be registered as authorised nominee in a Securities Account, with respect to one or several Notes.

##### **5.4 Notes registered with a nominee**

If you are not registered as a direct registered owner, but your Notes are held through a registered authorised nominee or another intermediary, you may have two different options to influence the voting for the Notes.

1. You can ask the authorised nominee or other intermediary that holds the Notes on your behalf to vote in its own name as instructed by you.
2. You can obtain a Power of Attorney (Schedule 2) from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Notes through several intermediaries, you need to obtain authorisation directly from the intermediary that is registered in the debt register as bondholder of the Securities Account, or from each intermediary in the chain of noteholders, starting with the intermediary that is registered in the debt register as a Bondholder of the Securities Account as authorised nominee or direct registered owner.

Whether one or both of these options are available to you depends on the agreement between you and the authorised nominee or other intermediary that holds the Notes on your behalf (and the agreement between the intermediaries, if there are more than one).

The Agent recommends that you contact the securities firm that holds the Notes on your behalf for assistance, if you wish to participate in the second Written Procedure and do not know how your Notes are registered or need authorisation or other assistance to participate. Notes owned by the Issuer, another Group Company or an Affiliate do not entitle to any voting rights.

#### **5.5 Quorum**

No quorum requirement will apply to this second Written Procedure.

#### **5.6 Majority**

More than fifty (50) per cent. of the Adjusted Nominal Amount for which Noteholders reply under the second Written Procedure must consent to the Request.

#### **5.7 Address for sending replies**

Return the Voting Form, Schedule 1, and, if applicable, the Power of Attorney/Authorisation in Schedule 2 or other sufficient evidence, if the Notes are held in custody other than Euroclear Sweden, by regular mail, scanned copy by e-mail, or by courier to:

##### **By regular mail:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure Sveavalvet AB (publ)  
P.O. Box 7329  
S-103 90 Stockholm

##### **By courier:**

Nordic Trustee & Agency AB (publ)  
Attn: Written Procedure Sveavalvet AB (publ)  
Norrländsgatan 23  
111 43 Stockholm

##### **By email:**

E-mail: [sweden@nordictrustee.com](mailto:sweden@nordictrustee.com)

## **6. FURTHER INFORMATION**

For further questions to the Issuer, regarding the request, please contact the Issuer at [petter.bostrom@sveavalvet.se](mailto:petter.bostrom@sveavalvet.se) / se or + 46 771 31 40 00.

For further questions to the Agent, regarding the administration of the second Written Procedure, please contact the Agent at [sweden@nordictrustee.com](mailto:sweden@nordictrustee.com) or +46 8 783 79 00.

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**Stockholm, 9 February 2018**

**NORDIC TRUSTEE & AGENCY AB (PUBL)**

**As Agent**

**Enclosed:**

<b>Schedule 1</b>	Voting Form
<b>Schedule 2</b>	Power of Attorney/Authorisation

# VOTING FORM

## Schedule 1

For the second procedure in writing for Sveavalvet AB (publ)'s up to SEK 400,000,000 Senior Secured Floating Rate Notes 2016/2019 ISIN: SE0009320369.

The undersigned Noteholder or authorised person/entity (the "Voting Person"), votes either **For** or **Against** the Amendment by marking the applicable box below.

*NOTE: If the Voting Person is not registered as Noteholder (as defined in the Terms and Conditions), the Voting Person must enclose a Power of Attorney/Authorisation, see Schedule 2.*

**For** the Amendment

**Against** the Amendment

Name of the Voting Person: \_\_\_\_\_

Capacity of the Voting Person: Noteholder:  <sup>1</sup> authorised person:  <sup>2</sup>

Voting Person's reg.no/id.no and country of incorporation/domicile: \_\_\_\_\_

Securities Account number at Euroclear Sweden: \_\_\_\_\_  
(if applicable)

Name and Securities Account number of custodian(s): \_\_\_\_\_  
(if applicable)

Nominal Amount voted for (in SEK): \_\_\_\_\_

Day time telephone number, e-mail address and contact person:  
\_\_\_\_\_

\_\_\_\_\_  
Authorised signature and Name <sup>3</sup>

\_\_\_\_\_  
Place, date:

<sup>1</sup> When voting in this capacity, no further evidence is required.

<sup>2</sup> When voting in this capacity, the person/entity voting must also enclose Power of Attorney/Authorisation (Schedule 2) from the Noteholder or other proof of authorisation showing the number of votes held on the Record Date.

<sup>3</sup> If the undersigned is not a Noteholder according the Terms and Condition and has marked the box "authorised person", the undersigned – by signing this document – confirms that the Noteholder has been instructed to refrain from voting for the number of votes cast with this Voting Form.

# POWER OF ATTORNEY/AUTHORISATION

## Schedule 2

For the second procedure in writing for Sveavalvet AB (publ)'s up to SEK 400,000,000 Senior Secured Floating Rate Notes 2016/2019 ISIN: SE0009320369.

*NOTE: This Power of Attorney/Authorisation document shall be filled out if the Voting Person is not registered as Noteholder on the Securities Account, held with Euroclear Sweden. It must always be established a coherent chain of power of attorneys derived from the Noteholder. I.e. if the person/entity filling out this Power of Attorney/Authorisation in its capacity as "other intermediary", the person/entity must enclose its Power of Attorney/Authorisation from the Noteholder.*

Name of person/entity that is given authorisation (Sw. *Befullmäktigad*) to vote as per the Record Date:

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Nominal Amount (in SEK) the person/entity is authorised to vote for as per the Record Date:

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Name of Noteholder or other intermediary giving the authorisation (Sw. *Fullmaktsgivaren*):

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We hereby confirm that the person/entity specified above (Sw. *Befullmäktigad*) has the right to vote for the Nominal Amount set out above.

We represent an aggregate Nominal Amount of: SEK \_\_\_\_\_

We are:

Registered as Noteholder on the Securities Account

Other intermediary and holds the Notes through (specify below):

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Place, date: \_\_\_\_\_

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Name:

Authorised signature of Noteholder / other intermediary (Sw. *Fullmaktsgivaren*)