



Press release

Stockholm February 21, 2020 (17:45 CET)

Notice to attend an Extraordinary General Meeting in SSM Holding AB (publ)

This notice replaces the previously issued notice to an Extraordinary General Meeting on March 11, 2020 (which has been withdrawn)

The shareholders in SSM Holding AB (publ), 556533-3902 ("SSM" or the "Company"), are hereby summoned to an Extraordinary General Meeting to be held on March 17, 2020 at 10:00 CET at the Company's office at Torsgatan 13 in Stockholm in the Municipality of Stockholm. Registration starts from 09:30 CET.

NOTICE OF ATTENDANCE, ETC.

Shareholders who wish to attend the Meeting must 1) be registered in the share register maintained by Euroclear Sweden AB on March 11, 2020 and 2) no later than March 11, 2020 give notice of attendance to the Company either by phone to +46 771 24 64 00, by mail to Computershare AB, Attn: SSM Holding AB's Extraordinary General Meeting (extra bolagsstämma) March 17, 2020, Box 5267, 102 46 Stockholm or by www.ssmlivinggroup.com.

Notice of attendance must be received by the Company no later than March 11, 2020. Notification shall include the shareholder's name, personal identification number/corporate registration number, address, phone number and, if applicable, the number of accompanying advisors (no more than two) who are attending the Meeting.

Shareholders who are represented by a proxy must submit a dated and signed power of attorney. The original version of the power of attorney and, for legal entities, a certified copy of a certificate of registration, shall be sent to the Company to the address above in due time before the Meeting. The power of attorney may not be valid for a period longer than one year from issuance; however, a power of attorney may be valid for up to five years from issuance if so explicitly stated. A form for power of attorney is available on the Company's website www.ssmlivinggroup.com.

Shareholders whose shares are nominee-registered (e.g. shares held in a custody account at a bank) must temporarily re-register their shares in their own name to be entitled to participate at the Meeting. Such registration must be completed at Euroclear Sweden AB no later than March 11, 2020. The nominee should therefore be contacted well in advance of this date.

PROPOSED AGENDA

1. Opening of the Meeting
2. Appointment of a chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Approval of the Board of Directors' resolution on a new share issue (rights issue)
8. Resolution on issue authorization
9. Approval of a share transfer to Clear Real Estate Holding AB
10. Approval of a cooperation agreement with Masugnen 1 Fastighets AB
11. Closing of the Meeting

PROPOSALS FOR RESOLUTIONS

Item 7 - Approval of the Board of Directors' resolution on a new share issue (rights issue)

The Board of Directors proposes that the Extraordinary General Meeting approves the resolution of the Board of Directors on February 21, 2020 on a rights issue of shares, in accordance with the following main terms and conditions.

The Board of Directors, or whoever the Board of Directors may appoint among its members, is authorised to, five weekdays in advance of the record date at the latest, determine the maximum amount by which the share capital shall be increased, the maximum number of new shares to be issued and thus the number of new shares each existing share entitles to subscribe for, and the amount to be paid for each new share.

The record date to determine which of the Company's shareholders that are entitled to participate in the rights issue with pre-emptive right shall be March 19, 2020. Subscription for the new shares shall be made during the period as from March 23, 2020 up to and including April 6, 2020. The Board of Directors shall be entitled to extend the period of subscription.

Subscription of new shares by exercise of subscription rights shall be made by simultaneous cash payment. Subscription for new shares without subscription rights shall be made on a separate subscription list and shall be paid in cash no later than two banking days from dispatch of the contract note to the subscriber setting forth the allotment of shares, or such later date as the Board of Directors decides.

If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, priority will be given firstly to those who have subscribed for new shares by exercise of subscription rights and, in addition, have applied for subscription without subscription rights. In case these do not receive full allotment, allotment shall be made pro rata in relation to the number of new shares subscribed for by exercise of subscription rights (and to the extent allotment cannot be made, allotment shall be made by drawing lots). Secondly, allotment shall be made to others who have applied for subscription without subscription rights. In case these do not receive full allotment, allotment shall be made pro rata in relation to the number of shares stated in each subscription application (and to the extent allotment cannot be made, allotment shall be made by drawing lots). Thirdly, allotment shall be made to any guarantors who have entered into guarantee agreements with the Company. In case these do not receive full allotment, allotment shall be made pro rata in relation to the respective guarantee amount.

The new shares shall entitle to dividends for the first time on the record date for dividends occurring immediately after the issue has been registered with the Swedish Companies Registration Office.

The Board of Directors, or whoever the Board of Directors may appoint, is authorized to make the minor adjustments to the resolution which may be necessary to register the resolution at the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 8 - Resolution on issue authorization

The Board of Directors proposes that the shareholders' meeting authorizes the Board of Directors to resolve, at one or more occasions until the next annual general meeting, to issue new shares and/or convertibles, with or without deviation from the shareholders' preferential rights, within the limits of the Company's share capital and number of shares as set out in the articles of association. Payment for newly issued shares and/or convertibles may be made in kind, by way of set-off or in cash.

The Board of Directors, or any person appointed by the Board of Directors, is authorized to make any minor adjustments to the resolution which may be required in conjunction with the registration of the resolution with the Swedish Companies Registration Office.

Item 9 – Approval of a share transfer to Clear Real Estate Holding AB

Background and rationale

SSM's wholly owned subsidiary SSM Hold Fastigheter Sörmland AB (under name change from SSM Bromma Boardwalk AB) has, on February 17, 2020, entered into a share purchase agreement with Clear Real Estate Holding AB (under name change from Goldcup 19957 AB) regarding the sale of 3,625 shares in Fastighetsaktiebolaget Älvsjö Quarters, reg. no. 556099-1068 ("**Älvsjö Quarters**"), corresponding to half of all shares in Älvsjö Quarters. Älvsjö Quarters holds the site leasehold Stockholm Herrgården 1 in Stockholm municipality (the "**Site Leasehold**"). The legal owner of the Site Leasehold is the City of Stockholm.

During Q3 2019, SSM adopted a new five-year business plan for 2020 - 2024. The business plan has a clear focus on balanced risk taking and optimization of cash flow in the near future. The transfer is part of realizing the Company's business plan with the aim of creating value and optimizing cash flow.

Application of the Leo Rules

Clear Real Estate Holding AB is indirectly owned by Ulf Morelius and Ulf Sjöstrand. Since Ulf Morelius and Ulf Sjöstrand are board members of SSM, the transfer of shares in Älvsjö Quarters to Clear Real Estate Holding AB is subject to the Leo Rules and shall be submitted to the shareholder's meeting for approval. The share purchase agreement is therefore conditional upon approval at the shareholders' meeting.

Description of the share purchase agreement

SSM Hold Fastigheter Sörmland AB has entered into an agreement on sale of 3,625 shares in Älvsjö Quarters to Clear Real Estate Holding AB, corresponding to half of all shares in Älvsjö Quarters. The purchase price for the shares in Älvsjö Quarters is based on an agreed market value of the Site Leasehold of 66,0 MSEK and the share purchase agreement contains customary purchase price mechanism's with adjustment for Älvsjö Quarters equity at the closing date. Älvsjö Quarters does not hold any material assets other than the Site Leasehold.

The Board of Directors considers that the terms and conditions of the transaction, including the purchase price to be paid by Clear Real Estate Holding AB, are market-based and that the share purchase agreement otherwise contains customary terms and conditions.

The transfer of shares in Älvsjö Quarters is conditional upon, among other things, that the shareholders' meeting of the Company approves the transfer. Closing shall take place within five business days from the date on which all closing conditions have been fulfilled. Upon closing, SSM Hold Fastigheter Sörmland AB and Clear Real Estate Holding AB will enter into a shareholders' agreement that will govern their joint ownership of Älvsjö Quarters.

In light of Ulf Morelius's and Ulf Sjöstrand's indirect ownership of Clear Real Estate Holding AB and their position as board members of the Company, they have not been involved in the preparation of the transfer of shares in Älvsjö Quarters, nor have they participated in the Board of Directors' resolution regarding the transfer.

Proposal for resolution

The Board of Directors proposes that the Extraordinary General Meeting approves the transfer of 3,625 shares in Älvsjö Quarters to Clear Real Estate Holding AB.

Valuation statement

SSM has prepared a valuation statement regarding the market value of the Site Leasehold. A copy of the final value estimation is available at www.ssmlivinggroup.com and at SSM's office at Torsgatan 13, Stockholm.

Majority requirement

The resolution is only valid if supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Item 10 – Approval of a cooperation agreement with Masugnen 1 Fastighets AB

Background and rationale

SSM's wholly owned subsidiary SSM Fastigheter AB has, on February 17, 2020, entered into a cooperation agreement with Masugnen 1 Fastighets AB (under name change from Goldcup 25289 AB) regarding land allocation for part of the property Masugnen 1 in Stockholm municipality according to a land allocation agreement between SSM Fastigheter AB and Stockholm municipality.

During Q3 2019, SSM adopted a new five-year business plan for 2020 - 2024. The business plan has a clear focus on balanced risk taking and optimization of cash flow in the near future. The cooperation is part of realizing the Company's business plan with the aim of creating value and optimizing cash flow.

Related party transaction

Masugnen 1 Fastighets AB is indirectly owned by Ulf Morelius and Ulf Sjöstrand. Since Ulf Morelius and Ulf Sjöstrand are board members of SSM and indirectly major shareholders in SSM, Masugnen 1 Fastighets AB is considered to be a related party to SSM in accordance with Chapter 16a, Section 3 of the Swedish Companies Act. According to Chapter 16a, Section 7 of the Swedish Companies Act, significant transactions with related parties shall be submitted to the shareholders' meeting for approval.

Given the size of the transaction and the transaction with Clear Real Estate Holding AB that have been submitted to the shareholders' meeting for approval, a resolution on entering into the cooperation agreement between SSM Fastigheter AB and Masugnen 1 Fastighets AB regarding land allocation shall be approved by the shareholders' meeting of the Company. The cooperation agreement is therefore conditional upon approval of the shareholders' meeting.

Description of the cooperation agreement

SSM Fastigheter AB has entered into a land allocation agreement with Stockholm municipality on January 25, 2018, which was supplemented and extended to December 7, 2021 through a supplementary agreement dated December 5, 2019 (the "**Land Allocation Agreement**"). Under the Land Allocation Agreement, SSM Fastigheter AB is given the right to negotiate with the Stockholm municipality on an agreement on development, including a purchase agreement for part of the property Stockholm Masugnen 1 (the "**Land Area**").

Masugnen 1 Fastighets AB wishes to carry out detailed development plan projects regarding the Land Area and to enter into a development agreement regarding the Land Area with the Stockholm municipality. In light of this, the purpose of the cooperation agreement is to transfer SSM Fastigheter AB's right to negotiate the transfer of the Land Area and other rights and obligations under the Land Allocation Agreement to Masugnen 1 Fastighets AB. The cooperation agreement contains detailed provisions regarding the implementation of the transfers and the parties' commitments in connection therewith.

As compensation for the transfers in accordance with the cooperation agreement and SSM Fastigheter AB's other commitments under the agreement, Masugnen 1 Fastighets AB shall pay 0,5 MSEK to SSM Fastigheter AB, which corresponds to SSM Fastigheter AB's accrued expenses as regards the Land Area.

The cooperation agreement is conditional upon the approval of the shareholders' meeting of the Company.

The Board of Directors considers that the terms and conditions of the cooperation agreement with Masugnen 1 Fastighets AB, including the compensation to be paid by Masugnen 1 Fastighets AB, are market-based and that the agreement otherwise contains reasonable terms and conditions.

In the light of Ulf Morelius's and Ulf Sjöstrand's indirect ownership of Masugnen 1 Fastighets AB and their position as board members of the Company, they have not been involved in the preparation of the cooperation agreement, nor have they participated in the Board of Directors' resolution regarding the cooperation agreement.

Proposal for resolution

The Board of Directors proposes that the Extraordinary General Meeting approves the cooperation agreement entered into with Masugnen 1 Fastighets AB.

Valuation statement

SSM has prepared a valuation statement regarding the market value, as a potential building right value, of the Land Area. A copy of the final value estimation is available at www.ssmlivinggroup.com and at SSM's office at Torsgatan 13, Stockholm.

Majority requirements

The resolution is only valid if supported by shareholders holding not less than half of the votes cast at the Extraordinary General Meeting, however, the votes and shares held, directly and indirectly, by Ulf Morelius and Ulf Sjöstrand shall not be taken into account.

AVAILABLE DOCUMENTS

Complete decision documents regarding items 7 and 9 - 10 is available at the Company and on the Company's website, www.ssmlivinggroup.com, three weeks before the meeting at the latest. Documents will be sent free of charge to shareholders who request them and who provide the Company with their address. All of the above documents will be presented at the Extraordinary General Meeting.

OTHER INFORMATION

As at the date of this notice, the Company had 39,252,542 shares and votes in SSM. The Company holds no treasury shares.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

At the Meeting, shareholders have the right to request information, should the Board of Directors considers that such can occur without significant damage to the Company, about circumstances that could impact the evaluation of an item on the agenda.

HANDLING OF PERSONAL INFORMATION

For information on how personal data is handled in connection with the Extraordinary General Meeting, see the privacy policy available on Euroclear Sweden AB's website.

Stockholm, February 2020
SSM Holding AB (publ)
Board of Directors