



Press release

Stockholm November 18, 2020 (20:15 CET)

Statement by the independent bid committee in SSM in relation to the public offer from Amasten

The independent board members in SSM unanimously recommend the shareholders in SSM to accept the public offer from Amasten. The independent board members consider that the benefits of accepting the offer outweigh the fact that the offer is not fully deemed to reflect the company's long-term value potential.

This Statement (the "**Statement**") is made by the independent board members of SSM Holding AB (the "**Committee**") ("**SSM**" or the "**Company**") in accordance with clause II.19 of Nasdaq Stockholm's Takeover Rules (the "**Takeover Rules**").

The Offer

On October 14, 2020, Amasten Fastighets AB (publ) ("**Amasten**") launched an offer to the shareholders of SSM to tender all shares in SSM to Amasten at a price of 1.20 new ordinary shares in Amasten for each existing share in SSM, corresponding to 6 new ordinary shares in Amasten for 5 existing shares in SSM (the "**Offer**").

At the time of the announcement of the Offer on October 14, 2020, the Offer valued each share in SSM at:

- SEK 9.65 based on the closing price of Amasten's ordinary share on Nasdaq First North Premier Growth Market on October 13, 2020 (the last trading day prior to the announcement of the Offer); and
- SEK 9.76 based on the volume weighed average price per Amasten ordinary share on Nasdaq First North Growth Market Premier during the past 30 trading days up to and including October 13, 2020.

At the time of the announcement of the Offer on October 14, 2020, the offered consideration corresponded to a premium of¹:

- 8.9 per cent compared to the closing price of SEK 8.86 for the SSM share on Nasdaq Stockholm on October 13, 2020 (the last trading day prior to the announcement of the Offer); and
- 19.2 per cent compared to the volume weighted average price of SEK 8.10 per SSM share on Nasdaq Stockholm during the last 30 trading days up to and including October 13, 2020.

At the time of publication of the Statement, the Offer values each share in SSM at:

- SEK 9.07 based on the closing price of Amasten's ordinary share on Nasdaq First North Premier Growth Market on November 18, 2020 (the date of publication of this Statement); and

¹ The value of the offered consideration is based on the closing price of the Amasten ordinary share of SEK 8.04 on Nasdaq First North Growth Market Premier on 13 October 2020 (the last trading day prior to the announcement of the Offer).

About SSM holding AB

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- SEK 9.08 based on the volume weighed average price per Amasten ordinary share on Nasdaq First North Premier Growth Market during the past 30 trading days up to and including November 18, 2020.

At the time of publication of the Statement, the offered consideration corresponds to a premium of²:

- 2.4 per cent compared to the closing price of SEK 8.86 for the SSM share on Nasdaq Stockholm on October 13, 2020 (the last trading day prior to the announcement of the Offer); and
- 12.0 per cent compared to the volume weighted average price of SEK 8.10 per SSM share on Nasdaq Stockholm during the last 30 trading days up to and including October 13, 2020.

According to the time plan included in the offer document relating to the Offer published on November 6, 2020 (the "**Offer Document**"), the acceptance period commenced on November 9, 2020 and ends on December 7, 2020 at 15:00 CET and, provided that the Offer is declared unconditional by December 8, 2020, payment of consideration is expected to commence around December 15, 2020. For further information about the Offer, please refer to the Offer Document.

Samhällsbyggnadsbolaget i Norden AB ("**SBB**") and Gösta Welandson with companies, controlling approximately 29.6 percent and 15.8 percent of all shares in SSM, respectively, have irrevocably undertaken to accept the Offer. These commitments to accept the Offer correspond to approximately 45.4 percent of all shares in SSM, which, together with Amasten's holding of 29.6 percent of all shares in SSM, correspond to approximately 75 percent of all shares in SSM.

Furthermore, Länsförsäkringar Fondförvaltning, controlling approximately 9.8 percent of all shares in SSM, has expressed a positive view of the Offer, but has not by agreement or otherwise undertaken to accept the Offer.

The Offer is not conditional upon any acceptance level. The completion of the Offer is however conditional upon, among other things, that all permits, approvals, decisions and other measures required for the Offer and the acquisition from authorities or the like, including from competition authorities, have been obtained, in each individual case, on terms acceptable to Amasten. Amasten has reserved the right to waive one or more conditions.

The process for evaluating the Offer

SSM's board member Bengt Kjell is also chairman of the board of directors of Amasten and thus participates in the Offer on the bidder's side. Furthermore, the board member Krister Karlsson is vice president of SBB, which has undertaken to accept the Offer. According to the relates party rules (Sw. *närståenderegler*) in section III of the Takeover Rules, these board members may thus not participate in SSM's board of directors' handling of issues concerning the Offer. The board of directors of SSM has therefore formed the Committee, which consists of the remaining board members Anders Janson, Per Berggren, Sheila Florell and Jonas Wikström. The Committee has appointed Jonas Wikström as chairman of the Committee.

As part of the Committee's evaluation of the Offer, the Committee has instructed BDO Corporate Finance ("**BDO**") to provide a fairness opinion regarding the Offer. Furthermore, the Committee has engaged SEB Corporate Finance as financial advisor and Advokatfirman Schjødt as legal advisor in relation to the Offer.

The Committee's view on the Offer is based on an assessment of a number of factors that the Committee has considered relevant for the evaluation of the Offer. These factors include, but are not limited to, SSM's current position, the expected future development of the Company, both on an independent basis and together with Amasten, and related opportunities and risks. In addition, the Committee has considered that Amasten controls 29.6 percent of the shares in the Company and that shareholders representing a total of 45.4 percent of the shares in SSM have irrevocably undertaken to accept the Offer. Furthermore, Länsförsäkringar Fondförvaltning, which controls approximately 9.8 percent of all shares in SSM, has

² The value of the offered consideration is based on the closing price of Amasten's ordinary share of SEK 7.56 on Nasdaq First North Premier Growth Market on 18 November 2020 (the date of publication of this Statement).

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expressed a positive view on the Offer, meaning that owners of approximately 85 percent of all shares were in favour of the Offer, already before the Offer had been announced.

Prior to its recommendation, the Committee has evaluated the Offer using the methods normally used to evaluate public offers on listed companies, including SSM's valuation in relation to comparable listed companies and comparable transactions, bid premiums in previous public offers, the Committee's view of the Company's long-term value based on expected future cash flows and the implicit value of the Company's building rights. Given that the consideration in the Offer consists of new ordinary shares in Amasten, the Committee has also evaluated Amasten's valuation based on similar methods as for the Company.

Through advisors and agents, the Committee has been in contact with several potential offerors, both players active in SSM's sector and players of a financial nature, in order to investigate whether any party is willing to submit a higher offer. The Committee notes that the significant shareholding that the Amasten controls in the Company and the significant irrevocable undertakings to accept the Offer, received by Amasten have limited the potential offerors' interest in the Company. Therefore, as of the date of the Statement, the Committee considers that it is unlikely that any other offeror will submit an offer. The Committee thus concludes that shareholders at present cannot expect any alternative to the Offer other than the Company continuing to be a listed company.

Following a written request from Amasten, the Committee has allowed Amasten to review limited information for confirmatory purposes in connection with the preparation of the Offer. SSM has conducted a corresponding, although limited, investigation of a confirmatory nature regarding Amasten. No inside information has been exchanged in connection with the investigations.

The Committee's recommendation

Since the IPO of SSM in April 2017, the Company has been negatively affected by several market factors, which have resulted in the Company's financial results and financing capacity deteriorating. The Committee considers that SSM has successfully taken several measures to improve the Company's results in recent times. Mattias Lundgren has been appointed as the new President and CEO with the aim of introducing an updated strategy with a more focused portfolio, a shift from a focus on the development of condominiums to rental apartments, a lower cost base and a more balanced risk-taking, not least financially. Furthermore, the Company's balance sheet has been strengthened through a new share issue in 2020, which was supported by the Company's shareholders, including Amasten, SBB and Gösta Welandson and companies.

The Committee believes that SSM has come a long way in implementing its updated strategy, which has resulted in stronger financial results in recent quarters and that the Company now has a proven and well-defined strategy and is better positioned for the future.

Regarding the Offer, the Committee notes that the bid premium is lower than in many other public offers and considers that the Offer from a financial perspective does not necessarily fully reflect SSM's growth opportunities. In the long term, the Committee considers SSM's opportunities for positive development and value growth as an independent company to be good. The Committee also sees in the long run a value potential in the share that exceeds the consideration in the Offer. However, the future is always associated with uncertainty and the Committee believes that it would be positive for the Company that a long-term and financially strong real estate company becomes the owner of SSM. Amasten has been a contributing factor to SSM's positive development in recent quarters, and the Committee considers Amasten, with a stronger balance sheet than SSM and better access to the capital market, to be an owner with good prospects for developing the business. Furthermore, the Committee sees strategic reasons in combining SSM's operations with Amasten, and that a merger will probably realize not least financial synergies, which will at least in part benefit SSM's current shareholders if the Offer is completed. In the Offer Document, Amasten has confirmed that Amasten has secured the necessary financing to refinance SSM's interest-bearing debts.

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The Committee notes that Amasten, together with shareholders having made irrevocable undertakings to accept the Offer, controls approximately 75 percent of the shares and almost 85 percent if you include the shareholders who have commented positively on the Offer. The Committee therefore wishes to emphasize that the liquidity of the Company's share is and will be more limited than before, which means that it may be difficult for shareholders in SSM to sell their shares in the Company on the market following the Offer.

The Committee's recommendation is also based on BDO's fairness opinion regarding the reasonableness of the Offer for SSM's shareholders from a financial perspective. According to the fairness opinion attached to this press release, BDO's opinion is that the Offer, subject to the conditions and assumptions stated in the statement, is reasonable from a financial perspective for the shareholders in SSM.

Against this background, the Committee unanimously recommends the shareholders of SSM to accept the Offer.

Effect on SSM and its employees

Under the Takeover rules, the board is obliged, based on what Amasten has stated in its announcement of the Offer, to present its opinion of the effects the implementation of the Offer will have on SSM, especially employment, and its view on Amasten's strategic plans for SSM and the impact these could be expected to have on employment and on the locations where SSM conducts its business. In the Offer Document, Amasten has stated that:

"The operational synergies will be realized by coordinating and co-locating the two organizations, which is estimated to imply cost savings. In the short term, it is likely that these measures will entail certain non-recurring costs. The integration will probably involve certain organizational and operational changes, as well as changes for the employees, in the merged company. The specific measures that will be taken in connection with the integration will be decided after the implementation of the Offer after a careful evaluation of the combined activities. Before the completion of the Offer, it is too early to say what measures will be taken and what effects these would have. No decisions have been made regarding any changes of Amasten's or SSM's employees and management or the current organization or operations, including terms of employment and employment."

The Committee assumes that the above statements made by Amasten are correct and has no reason to take a different view in relevant respects.

This Statement shall in all respects be subject to and interpreted in accordance with substantive Swedish law. Disputes in connection with the Statement shall be exclusively settled by Swedish courts.

Stockholm November 18, 2020

The independent bid committee in the board of directors of SSM Holding AB

For further information, please contact Jonas Wikström, the chairman of the Committee, reached through;

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<p>This information is such, which SSM Holding AB is obligated to make public pursuant to the EU Market Abuse Regulation and the Takeover Rules. The information was submitted for publication, through the agency of the contact person set out below, at 20:15 CET on November 18, 2020.</p>
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Fairness opinion

In relation to the public offer by Amasten Fastighets AB (publ) to acquire all outstanding shares in SSM Holding AB (publ)

To the board of directors of SSM Holding AB (publ)

The board of directors of SSM Holding AB (publ) ("SSM" or "the Company") has, through its independent board members, engaged BDO Corporate Finance ("BDO") to, in the capacity of being an independent expert, issue an opinion on the fairness of the public offer ("Fairness Opinion"), announced on 14 October 2020, by Amasten Fastighets AB (publ) ("Amasten") to acquire all outstanding shares in SSM, from a financial point of view for the shareholders of SSM.

In summary, Amasten offers 1.2 new ordinary shares in Amasten for each (1) share in SSM (the "Offer"). A full acceptance of the Offer will give the existing shareholders of SSM an ownership of 7.3% in Amasten, as Amasten currently controls 29.6% of the shares in SSM.

BDO has, analyzed and considered the following information:

- The Offer
- Discussions with management of SSM regarding historical development, current operations, financial position and expected future development
- Follow-up questions with the management of Amasten
- Information regarding selected peers, deemed to be comparable to SSM and Amasten respectively
- Internal historical financial information, future estimates and other information deemed relevant
- Other information deemed appropriate

Databases

- Thomson Reuters Eikon

Public information

- Public information including annual reports, quarterly reports and press releases of SSM and Amasten
- Bid premiums of public offers from Nasdaq OMX Corporate Actions Stockholm - Public takeover offers, as well as stock data (www.nasdaqomxnordic.com)

It is assumed that the information received is correct and complete and no independent control or verification has been carried out on the information received from SSM, Amasten information from databases, analysts or public information. BDO does not assume any responsibility for any inaccuracy or incorrectness in the information received. If it is determined that the information we received was inaccurate or incomplete, this could mean that our conclusion is incorrect.

Our opinion is based on information provided to us as of the date of our opinion and has been given in the light of our assignment stated above and it cannot be used for any other purpose. We assume no responsibility for events occurring after this date, which could affect this opinion and the assumptions that it is based upon. BDO assumes no responsibility for updating the Fairness Opinion after this date.

Our Fairness Opinion is based on “going concern”, meaning continuing operations “as-is” and no unforeseen events in the relation to the Company or its environment. In preparing this Fairness Opinion, established valuation methods have been used. These analyses have been prepared with the sole purpose for BDO to conclude to the board of directors whether the offer is fair from a financial point of view for the shareholders of SSM.

Our assignment and this Fairness Opinion is solely for the use and benefit of the board of directors in their consideration of the Offer. Our Fairness Opinion does not cover relative merits compared to other alternative business opportunities of SSM or alternative investment opportunities of the shareholders of SSM. This Fairness Opinion does not constitute a recommendation to the shareholders of SSM whether to accept the Offer or not.

Based on the analyses, assumptions and subject to the foregoing, we are of the opinion, as of the date hereof, that the Offer is fair from a financial point of view for the shareholders of SSM.

In preparing this opinion, BDO has considered the take-over rules of Nasdaq Stockholm and BDO assumes an independent position in the delivery of our services. Our fee for this engagement does not depend on the size of the consideration, to what extent the Offer is accepted or whether the Offer is completed or not. This opinion might only be published in its complete form and is solely addressed to the board of directors of SSM with the sole purpose to serve as foundation in the evaluation of the Offer. No other party can rely on or claim any rights based on this opinion. This statement shall in all respects be governed by and construed in accordance with Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts.

This statement has been made in a Swedish and an English version. In case of any discrepancies between the Swedish and the English text, the Swedish text shall prevail.

Stockholm, 18 November 2020

BDO CORPORATE FINANCE

