

**Notice of written procedure for Senior Secured Callable PIK Interest Bonds issued by Columbidæ Properties Holding AB (publ)**

Stockholm, 17 March 2023

**To the holders of the EUR, NOK and SEK Senior Secured Callable PIK Interest Bonds 2020/2023 with ISIN SE0014111357 (EUR), NO0010877434 (NOK), NO0010877442 (NOK), NO0010877459 (NOK), NO0010877467 (SEK), SE0014111365 (SEK) and SE0014111373 (SEK) issued by Columbidæ Properties Holding AB (publ) (the "Issuer") on 19 March 2020 (the "Ordinary Bonds") and with ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK) issued by Columbidæ Properties Holding AB (publ) on 24 March 2020 (the "Premium Bonds" and jointly with the Ordinary Bonds, the "Bonds").**

*Capitalised terms not otherwise defined in this notice (the "**Notice**") shall have the meaning given to them in the terms and conditions relating to the Bonds (the "**Terms and Conditions**").*

**This Notice and voting request has been sent by Intertrust (Sweden) AB (the "Trustee") on 17 March 2023 to direct registered owners and registered authorised nominees (Sw. *förvaltare*) of the Bonds. If you are an authorised nominee under the Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. *lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*), an authorised nominee under the Norwegian Securities Register Act of 2002 no. 64 (Nw. *Verdipapirregisterloven*) or if you otherwise are holding Bonds on behalf of someone else on a Securities Account, please forward this notice to the holder you represent as soon as possible. See "Voting rights" in Section 4 (*Decision procedure*) for further information.**

At the request of Columbidæ Properties Holding AB (publ) (the "Issuer" or "Company" and jointly with its subsidiaries, the "Group" or "Vivid"), the Trustee, acting in its capacity as agent for the Bondholders under the Terms and Conditions, hereby initiates a written procedure (the "**Written Procedure**"), in which the Bondholders can vote for or against the Request as defined under Section 0 (*Request*) below.

**NO DUE DILIGENCE CARRIED OUT IN CONNECTION WITH THIS WRITTEN PROCEDURE**

Please note that no due diligence whatsoever (legal, financial, tax, environment or otherwise) has been carried out by the Trustee or any of its advisors or any other person for the purposes of the Written Procedure or with respect to the Issuer or its assets, why this Notice for the Written Procedure does not contain any disclosures with respect to the Issuer or its assets that have been produced as a result of any such due diligence. This Written Procedure contains risk factors in Section 3 and a Bondholder should carefully consider these prior to making a decision in relation to the Request.

## **LIMITATION OF LIABILITY OF THE AGENT**

The Request, as defined in Section 2.1 (*Request*), is presented to the Bondholders, without any evaluation, advice or recommendations from the Trustee to the Bondholders whatsoever. The Trustee has not assessed the Request (and its effects, should it be approved) from a legal, commercial, financial or other perspective and the Trustee expressly disclaims any liability whatsoever related to the content of this Notice and the Request (and its effects, should it be approved). The Trustee has assumed that documentation and other evidence (if any) delivered to it pursuant the Request is accurate, correct and complete and the Trustee has not verified the contents of any such documentation. The Bondholders are recommended to seek their own professional advice in order to independently evaluate whether the Request (and its effects) is acceptable or not. Neither the Trustee, nor any of its advisors has carried out any due diligence in connection with the Request and no party can guarantee any satisfactory outcome of the Request set out herein.

## **ALL HOLDERS ARE STRONGLY ENCOURAGED TO REVIEW AND CONSIDER THE REQUEST**

Before making a decision, each Bondholder is advised to carefully review the content of this document and the proposed resolution set out in Section 2.1 (*Request*) below, the limitation of liability provision set out above and the risk factors in Section 3. If a Bondholder is uncertain as to the content and significance of this document and the measures the Bondholder should take, the Bondholder is advised to consult its own legal, tax or financial adviser for this purpose. The Trustee will not, and is under no obligation to, update this document.

The Request is presented to the Bondholders without evaluation, advice or recommendations from the Trustee. The Trustee has not reviewed or assessed this Notice to a Written Procedure or the Request (and their effects, should it be adopted) from a legal or commercial perspective of the Bondholders and the Trustee expressly disclaims any liability whatsoever related to the content of this Notice to a Written Procedure or the Request (and their effects, should it be adopted). The Bondholders must independently evaluate whether the Request and its effects are acceptable or not.

## **PARTICIPATION IN THE WRITTEN PROCEDURE**

Please note that even though this notice combines the notices for Written Procedures for each of the Ordinary Bonds and the Premium Bonds, individual decisions with respect to each of the Bonds have to be obtained. Thus, each Bondholder holding both Ordinary Bonds and Premium Bonds must submit a voting form per Bond. It is not possible to submit a combined voting form for both Ordinary Bonds and Premium Bonds.

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

Bondholders may participate in the Written Procedure by completing and sending the voting form attached below to the Trustee. The Trustee must receive the voting form no later than by 16:00 (CEST) on 5 April 2023 by mail, via courier or e-mail to the addresses indicated below. Votes received thereafter will be disregarded. Please note that the Written Procedure may

expire early if the requisite majority consents of the total Adjusted Nominal Amount have been received before 16:00 (CEST) on 5 April 2023.

**To be eligible to participate in the Written Procedure a person must fulfil the formal criteria for being a Bondholder on 17 March 2023 (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 Bonds.

If you have an interest in a Bond but are not registered as a direct registered owner or authorised nominee on a Securities Account, you need to obtain a power of attorney or other proof of authorisation from the person who fulfils the formal criteria for being a Bondholder on the Record Date, to be able to participate. An alternative may be to ask the person that is registered as a Bondholder and holds the Bonds on your behalf to vote in its own name as instructed by you. For further information on voting, please see under Voting rights in Section 4 (*Decision procedure*).

Please contact the securities firm you hold your Bonds through if you do not know how your Bonds are registered or if you need authorisation or other assistance to participate.

Key information:	
<b>Record Date (for voting):</b>	17 March 2023
<b>Last time and day to vote:</b>	16:00 CEST on 5 April 2023
<b>Quorum requirement:</b>	At least fifty (50.00) per cent of the Adjusted Nominal Amount must reply in the Written Procedure
<b>Majority requirement:</b>	At least sixty-six and two-thirds (66 2/3) per cent. of the Adjusted Nominal Amount for which Bondholders reply in the Written Procedure

# **1. Background**

## **Restructuring**

In March 2020, a restructuring of the Company's outstanding financing was carried out. The previous bond issues to Gemma Development 2016 AB, Gemma Development 2017 AB and Gemma Properties Holding AB were converted into a new bond issue in Gemma Properties Holding AB (renamed to Columbidae Properties Holding AB).

In connection with this, the owners brought the Fjällbäcken condominium project to the Group in order to create repayment capacity under the bonds. After completion of the project, the profits would be distributed to the Issuer, to in turn repay the Bonds.

The project comprises a total of approx. 292 apartments and is intended to be carried out in four stages, where each stage will be a condominium association. The land where the project is carried out is divided into 39 plots, where the intention is to build 38 apartment buildings (one per plot) as well as a communal pool and padel court.

## **Financing**

In connection with the restructuring, the Company concluded a loan of MSEK 62.2 (a so-called "SSF") in order to refinance credits, acquire certain plots of land in Fjällbäcken and finance the initial development of the project. In accordance with the original plan, the SSF has been repaid through the sale of land in Tandådalen.

In August 2021, the bondholders approved through a Written Procedure that the proceeds from the sale of land in Högmora ("the Högmora properties") could be used to finance continued development and construction in the Fjällbäcken project.

Vivid also signed an agreement regarding construction credit with Scandinavian Credit Fund I AB and made utilisations of credit thereunder to finance further land acquisitions and further construction in the Fjällbäcken project.

The construction credit has since been replaced by a direct loan with a limit of up to MSEK 250 (the "Direct Loan"), which, together with revenues from sales, makes stages 1 – 3 fully financed.

## **Construction**

Vivid signed a turnkey construction contract with Splendid Entreprenad AB. The construction company met the price and the time schedule allowed by the financing.

The construction contract was signed with a fixed price, which was assessed to provide good predictability for the project. Construction began with extensive earthworks and subsequent casting of ground concrete slabs for the first houses in stage 1. Frames were delivered and the first two apartment buildings were built.

However, in May 2022, the project suffered a major setback when Splendid Entreprenad AB was declared bankrupt.

The consequences of the bankruptcy included severe delays, that the Group's receivables on Splendid Entreprenad AB became impossible to claim and that the agreed timetable with buyers of apartments expired.

## New agreements

Vivid quickly began work on contracting a new construction company for the project. In August 2022, a new turnkey contract was signed with Hökerum Bygg AB.

Hökerum Bygg AB is a financially strong and reputable construction company (see more info about Hökerum Bygg on page 20 of the Investor Presentation).

In order to strengthen the management of the project, Vivid has also contracted Grundingen Fastighets AB as project manager for the Fjällbäcken project.

Grundingen has good experience in project development and an established cooperation with Hökerum Bygg in several other ongoing projects in its own portfolio (see more info about Grundingen on page 21 of the Investor Presentation).

## Current status

### The project in brief

Hökerum Bygg, together with Grundingen and Vivid, has updated calculations and schedules. Subcontractors are procured and construction resumed in November 2022 with earthworks and casting of new slabs.

Frames for the houses have been prepared for two more apartment buildings, while the first two buildings are being completed and slabs are being cast for subsequent buildings.

The capital raising for the Direct Loan of up to MSEK 250 is currently being completed and, together with the sales proceeds, stages 1 – 3 are thus fully financed. As the stages are completed and paid for, the proceeds will be used for continued development and construction on subsequent stages, which means that no additional financing is needed.

Additional agreements are signed with the previous apartment buyers, which means that the advance agreements are binding with updated and currently valid schedules. New apartments are also sold on an ongoing basis and so far approximately 147 apartments have been sold.

Phase	Apartments	Approx. sqm	Avg price/sqm <sup>1</sup>	Sold	First access
1	56	3,617	SEK 61,820	91%	H2 2023
2	68	3,462	SEK 65,156	85%	H1 2024
3	94	4,965	SEK 66,578	40%	H1 2024
4	74	3,687	n/a	n/a	TBD

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<sup>1</sup> Including loans incurred by the housing associations.

## **Way forward**

### **The status**

Construction is currently ongoing in stage 1. Construction in stage 2 will be started shortly. The cooperation with Hökerum Bygg and Grundingen works well, with a common goal of creating apartments of the highest quality in one of the most attractive locations in the Swedish mountains.

Since the project began, the local area has become more attractive, among other things due to Skistar's investments in Sälen. Investments and expansions are focused on Lindvallen and in particular the area around Söderåstorget facing Fjällbäcken.

Skistar is planning for new lifts and slopes, as well as an expanded range of summer activities to make Sälen more of a year-round destination (see more information about the investments on page 18 of the Investor Presentation).

### **Sales**

The Swedish mountains are growing stronger and the interest in holiday homes in the major ski resorts has increased sharply over the past few years, which is also reflected in the price trend.

Through the additional agreements and the latest new sale, the income has basically been secured for stage 1 and stage 2. In addition, about half of the apartments in stage 3 have soon been sold.

Although the price development has been positive, Vivid assesses that there is still good potential in the price development, taking into account that the current market is more hesitant given the global situation.

The fact that half of stage 3 and the whole of stage 4 remains to be sold is therefore considered by Vivid as a strength as it gives the opportunity to possibly increase sales revenue and profits for the latter part of the project.

### **Strategy**

The plan is to strategically release smaller stages of apartments, well timed when the market is at its peak. The aim is to limit supply and thereby be able to maintain price levels. Vivid believes that the price levels for both construction and materials have a downward trend. The construction contract relating to the project has a variable price, which means that profits can be made through reduced costs. Working methodically and not forcing the project means great opportunities on both the cost and revenue side.

### **Conversion**

Vivid proposes a conversion of the outstanding bond debt, including accumulated interest, as at 19 March 2023 (being the equivalent of SEK 360,103,717.5 to convertibles. The convertibles may be converted at the request of the holder of such instruments, to preference shares in the Issuer.

The convertibles and the preference shares are jointly, upon completion of the Fjällbäcken project, entitled to:

- (i) 90% of the Net Profit from the Fjällbäcken project, up to an amount of SEK 360 million (i.e. up to a Net Profit of SEK 400 million); and
- (ii) 25% of the Net Profit from the Fjällbäcken project exceeding SEK 400 million.

## **Net Profit**

"Net Profit" refers to the disposal proceeds received by the Group from the Project after the deduction of all costs, including historical financing costs and tax (regardless whether such costs are due for payment or not), to carry out the Project and assessed costs for winding up the Company and the Group.

## **Assessed consequence of not accepting the proposal**

Since Vivid does not have sufficient funds to repay the Bonds at the applicable maturity dates (being 19 and 24 March 2023, respectively), the Company would be declared bankrupt if the Bonds are accelerated towards payment.

In the event of a bankruptcy, the Direct Loan of up to MSEK 250 which finances development and construction in the Fjällbäcken project, will be prioritized over the Bonds since the Bonds are structurally subordinated in relation to the Direct Loan (see under the risk factor "*Risks related to subordination*" below) and the Direct Loan is secured by way of mortgages in the Project properties.

As at 19 March 2023, the value of the Company is deemed to be lower than the amounts outstanding under the Direct Loan, meaning that there would be no repayment to the Bonds.

## **2. Request**

### **2.1 Request**

The Bondholders are hereby requested to approve that (the "**Request**"):

- (i) the nominal amounts and accrued interest under the Ordinary Bonds is written down by 99%;
- (ii) the nominal amounts and accrued interest under the Premium Bonds are written down by 98.9%;
- (iii) the Bonds are exchanged for newly issued Convertibles (as defined below) of two series issued by the Company;
  - a. the Bonds affiliated with Euroclear are exchanged for Convertibles of series 2023:1 and allocated to holders through Euroclear; and
  - b. the Bonds affiliated with VPS are exchanged to Convertibles of series 2023:2 and allocated to holders through VPS; and
- (iv) any and all security provided in relation to the Bonds shall be immediately and irrevocably released.

Following the write-down pursuant to item (i) and (ii) above, each Bondholder shall receive Convertibles in accordance with the following (subject to minor necessary rounding in allocation):

- 1 Convertible per 1 EUR (in respect of ISIN SE0014111357 and ISIN SE0014111431) *multiplied* by 11.1807<sup>2</sup>;
- 1 Convertible per 1 NOK (in respect of ISIN NO0010877434, NO0010877442, NO0010877459 and NO0010877426) *multiplied* by 1.021451<sup>3</sup>; and
- 1 Convertible per 1 SEK (in respect of ISIN NO0010877467, SE0014111365, SE0014111373 and SE0014111449).

The initial write-down of the Bonds is carried out in order to reduce the balance sheet liabilities of the Issuer, in order to avoid bankruptcy.

Each holder of Convertibles may request conversion of its Convertibles into newly issued Preference Shares in the Company upon request to the board of directors of the Company and in accordance with the terms and conditions of the Convertibles.

All outstanding Convertibles are entitled to a redemption amount corresponding to what a Preference Share would be entitled to (taking into account that 10 Convertibles will entitle to conversion to one Preference Share). Thus, there will be no difference between Convertibles and Preference Shares as regards such instruments' economic participation rights to the Net Profit of Project Fjällbäcken.

No interest shall accrue on the Convertibles and neither the Convertibles nor the Preference Shares shall entitle to any payments or dividends other than in connection with the completion of Project Fjällbäcken (as defined below), regardless of whether the Project will be completed with profit or not. Consequently, if there is no Net Profit from Project Fjällbäcken, and there is thus no amount to be distributed, all Convertibles will be converted into Preference Shares at a time determined by the Board of Directors of the Company or redeemed, and if such conversion is not possible for some holders for technical or other reasons, such Convertibles shall become due for payment, in which case the repayment amount for each Convertible shall be SEK zero (0), after which such Convertibles shall cease to be valid and shall be deregistered.

All Preference Shares and Convertibles shall be redeemed in connection with the Company's completion of its property development project in Sälen, Dalarna region, Sweden ("**Project Fjällbäcken**"). Please refer to Section 1 (*Background*) for a more detailed description of the project.

The Convertibles and the Preference Shares are jointly, upon completion of the Fjällbäcken project, entitled to:

- (i) 90% of the Net Profit from the Fjällbäcken project, up to an amount of SEK 360 million (i.e. up to a Net Profit of SEK 400 million); and
- (ii) 25% of the Net Profit from the Fjällbäcken project exceeding SEK 400 million.

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<sup>2</sup> The average conversion rate from EUR to SEK during February 2023 as calculated by Sweden's central bank (Sw. *Riksbanken*)

<sup>3</sup> The average conversion rate from NOK to SEK during February 2023 as calculated by Sweden's central bank.



In the two scenarios above, the ultimate shareholders of the Issuer, i.e., the founders would then be entitled to the remainder, i.e. 10% of the Net Profit up to a maximum Net Profit of SEK 400,000,000 and to 75% of any Net Profit in excess of SEK 400,000,000.

Any and all dividend made on the Convertibles and the Preference shares in connection with the Company's completion of Project Fjällbäcken will be paid in SEK.

Each Convertible will have a quota value of 1 SEK. The total nominal amount (i.e. the total loan amount) of the Convertibles is SEK 3,609,561. Consequently, a maximum number of 3,609,561 convertibles may be issued, which will, upon full conversion to Preference Shares amount to 360,956 Preference Shares. Payment for the Convertibles will be made through set-off against the debt attributable to each Bondholder respectively after write-down in accordance with Section 2.1 above (it being noted that minor rounding can occur in the allocation and the write-down for technical reasons).

Intertrust (Sweden) AB will subscribe for the Convertibles on behalf of each Bondholder.

## **2.2 Assessed consequences if the Request is not approved**

If the Request is not approved by the Bondholders, the Issuer will not be able to complete Project Fjällbäcken, which is the foundation of the Company's future prospects. The business that is in progress would then no longer be considered realistic and a special balance sheet for liquidation purposes must be prepared. It is the Company's assessment that it would be obligated to file for bankruptcy within the immediate near future, since it is insolvent.

## **2.3 Additional Convertibles for exchanged Premium Bonds**

The Ordinary Bonds are subordinated in relation to the Premium Bonds and such subordination will cease to exist in the new Convertibles structure. In order to compensate for such loss of priority, the Premium Bonds will be exchanged against 10 per cent. more Convertibles than the Ordinary Bonds. Technically, such additional allocation of Convertibles to Premium Bonds will be achieved by way of the write-down of Premium Bonds is 0.1 per cent. less than the write-down of Ordinary Bonds (see under Section 2.1 (*Request*) above).

## **2.4 The new instruments in brief**

The Convertibles will be mandatory convertible instruments (Sw. *konvertibler*) issued by the Company after the Bondholders' approval of the Request.

The Convertibles will be regulated in the terms and conditions for the Convertibles and by the articles of association of the Company.

No interest will accrue on the Convertibles. The Convertibles will constitute direct, unconditional, subordinated and unsecured obligations of the Company. Further, the Convertibles will rank *pari passu* amongst themselves and equally with the Preference Shares and ahead of the Company's issued ordinary shares from time to time.

All holders of Convertibles have a right to convert its Convertibles into Preference Shares (as defined below) upon request to the board of directors of the Company and in accordance with the terms and conditions of the Convertibles. Ten (10) Convertibles shall entitle the holder to one (1) Preference Share.

The terms and conditions for the Convertibles will include market standard provisions in relation to adjustment of the conversion price in the event of certain dispositions affecting the Company's equity.

The Convertibles will be affiliated with Euroclear and VPS and issued in the Euroclear and VPS systems but will not be listed on any regulated market or other market place. Holders of Bonds affiliated with VPS, who will be allotted Convertibles affiliated with VPS, may be required to open a securities account or a securities depository account with a bank that is connected to Euroclear Sweden AB in order to convert the securities to Preference Shares.

The economic rights will not be different between the Convertibles and any issued Preference Shares. However, the instruments will differ as regards voting rights on general meetings of the Company, whereas Convertibles do not entitle to any voting rights.

## **2.5 Full terms of the Convertibles**

Full terms and conditions for the Convertibles are currently being prepared based on analysis and discussions with advisors and copies thereof may once finalised be possible to obtain by contacting the Trustee (see contact details last in this Notice), subject to providing proof of holding of Bonds. It will be communicated to the holders of Bonds once such documents are made available.

## **2.6 Implementation of new structure**

The work to implement the new structure will be carried out once the Request has been approved and is expected to take around 3-6 weeks, mainly due to the fact that the new structure requires implementation of and affiliation with Euroclear of the Issuer's shares as well as company law related technical measures in order to set up the new structure. The Issuer will disclose a time plan and estimated dates for the implementation of the new structure, including the full terms for the Convertibles and the Preference Shares, as soon as possible after the approval of the Request. Such disclosure will include the expected record date for the allocation of Convertibles.

## **2.7 Information regarding Bonds affiliated with VPS**

Each ISIN series of Bonds affiliated with VPS will cease to exist as of 20 March 2023 and be replaced by two new ISIN series, whereby one of such new ISIN series will hold the nominal amount of the relevant Bonds and one ISIN series will hold the interest accrued on such Bonds until (and including) the Final Redemption Date. Holders of VPS affiliated Bonds should be aware that each such new ISIN series holding accrued interest of Bonds will be written down to zero (0) in connection with the write-down described above. This is a technical measure with no effect on the economic outcome of the write-down (i.e. all Bonds will be written down equally, regardless of the Bonds' CSD affiliation). The full write-down of each ISIN holding accrued interest will be made in order to reduce the number of ISIN series and mitigate the administrative work with implementing the Convertibles structure.

## **2.8 Effective Dates**

The Request shall be deemed approved and effective immediately upon expiry of the voting period and receipt of the required majority as set forth in Section 4.4 (*Majority*) or if earlier, when a requisite majority of consents of the Adjusted Nominal Amount have been received by the Trustee. The actions of the approved Request shall be effective at the same time unless otherwise stated in this Notice.

## **2.9 Authority for the Trustee to implement the Request**

For the purpose of carrying out the Request, the Issuer requests that the Bondholders irrevocably authorise and assign to the Trustee, or whoever the Trustee appoint in its place, to, on the Bondholders behalf, do all such acts and things and to execute such other agreements or documents as may be necessary or desirable to give effect to this Request. For the avoidance of doubt, the authorisation includes that the Trustee is entitled to approve such necessary amendments to the Terms and Conditions of the Convertibles to give effect to the Request and to subscribe for Convertibles on behalf of the Bondholders (where payment is made through set-off against the debt attributable to each Bondholder respectively after write-down in accordance with Section 2.1 above and after taking premium effects into account).

## **3. Risk factors relating to the Issuer and the Request**

*You should carefully consider the risk factors set out below and the other information set out in this Notice before approving the Request. Any of the risks described below could materially and adversely affect the business, financial position or results of operations of the Group and thus the ability of the Company to make payments under the Convertible Bonds and Preference Shares in the Company, if such right to repayment would even arise. In addition, the risks described below are not the only ones faced by the Company and the New Structure involves a number of inherent risks. Additional risks and uncertainties that have not yet been identified or those currently considered immaterial may also affect the Company's business, financial position or results of operations. In each such case, you may lose all or part of your investment in the Convertible Bonds.*

No due diligence has been carried out in connection with the preparation of the offering in relation to the Convertible Bonds or the Company. Given the absence of legal and other form of due diligence, there may exist risks that have not been identified. If any such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the Company's ability to make payments under the Convertible Bonds as well as Preference Shares, if such right to repayment would even arise. Nor has any technical, financial, tax, commercial or environmental due diligence been carried out.

This document illustrates several risk factors both in terms of general risks related to the Group's business activities and material risks related to the Convertible Bonds and the Preference Shares. There may also be other risks not discussed in this document that are not currently known or are not currently considered to be material which may affect the Group's future results, performance and financial position and therefore may affect the Company's ability to meet its obligations under the Convertible Bonds and the Preference Shares, including the ability to complete the Project (as defined below) with profit (or at all). These risk factors are not ranked in order of materiality. Potential investors should carefully consider the information set out in each section of the risk factors and make an independent evaluation before making a decision to participate and become a party to or benefit from the Convertible Bonds and the Preference Shares.

### **General risks**

#### **The Company is insolvent and may declare bankruptcy**

The Company has endured economic difficulties and problems with the Project (see under "Project risks" below) and has not been able to pay its debts fallen due. In March 2020, the Bonds were issued as a result of a debt restructuring in the Company and no payments (interest

or other) have ever been made on the Bonds. The Company is insolvent and the Convertibles structure proposed in this Notice is made in order to avoid bankruptcy. However, there can be no guarantee that the Company will not be declared bankrupt even if the Request is approved by the Bondholders. The Company assess that its current assets, including the assets in the unfinished construction project, will not suffice to cover any part of the Bondholders claim on the Company, neither any claim of any holder of Convertibles.

If the Request is approved, the Bondholders will be allocated Convertibles which entitles them to certain shares of the Net Profit of the Project. However, the Project's profitability cannot be guaranteed and should there be no Net Profit, or should the Project not finish, the holders of Convertibles (or Preference Shares) will not have any claim for payment, and in the event of a bankruptcy, the Convertibles (or Preference Shares) will likely not receive any distribution at all since the Convertibles (or Preference Shares) are subordinated all other obligations of the Company.

### **No due diligence review has been carried out**

No due diligence review has been carried out in relation to the Company. Consequently, there may be material risks in relation to the Company that have not been identified. If such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds as well as Preference Shares issued after conversion of the Convertible Bonds.

### **Project risks**

The Company is part of a group that manages four tenant-owners' associations (Sw. bostadsrättsföreningar), which intend to acquire and construct buildings on the Properties in Lindvallen, Sälen for the granting of tenant-owner's rights (Sw. bostadsrätter) to a total of, according to information from the Company's management, 292 holiday apartments to customers (the "Project"). No amounts will be paid on the Convertibles if the Project does not result in a Net Profit.

The Company has no contractual relationship with the tenant-owners' associations and the control of the majority of the votes in the tenant-owners' associations is not exercised by the Group but by Archiplan AB. Archiplan AB is, is controlled by the same persons that comprise the Company's management. According to the Company's management, the Group intends to sell the Properties to limited liability companies and to transfer the shares in these companies to the tenant-owners' associations. The conditions for such share transfers have not been provided and have thus not been reviewed.

Two of the tenant-owners' associations have entered into construction contracts with Vivid Development AB, reg. no. 559010-3254 for the construction of turnkey apartments (ABT 06) in the first sales phase. According to information from the Company's management, Vivid Development AB has the same beneficial owner as the Company. Vivid Development AB had in turn entered into a construction contract for the construction of the apartments with Splendid Entreprenad AB, reg. no. 559177-7106, on April 26 2021. Splendid Entreprenad AB was declared bankrupt on May 16, 2022. On October 7, 2022, Vivid Development AB therefore entered into a new construction agreement with Hökerum Bygg AB to complete the construction of the Project (see further below under "Construction risks").

The development of the Project is divided into four sale phases. Building permits have been granted for three phases. Applications for building permits for the remaining phase have been

submitted to the building committee. The completion of the Project is largely dependent on the ability of the Group to complete the development of the Properties, as well as on other external circumstances, such as the obtaining of building permits and the completion of construction (discussed further below).

Furthermore, the development of the Properties and the completion of the Project, and consequently the realization of the value of the Properties and the Project, requires the obtaining of various permits, including building permits, starting permits, and final notifications for the construction, including necessary permits and financial guarantees for the acceptance of down payments from purchasers. There is a risk that applications and other necessary permits and decisions for the Properties will not be granted as expected or withdrawn. If building permits and/or other necessary permits or decisions are delayed, not granted on the expected terms, or appealed and thus significantly delayed or not be able to be completed at all, the Project may suffer delays or incur additional costs, which may have a material adverse effect on the Group's business.

Moreover, the Company's intention is to better adapt the completion of the Project to market conditions, access to financing and other relevant factors, meaning that there is not set target date for completion that cannot be changed. Consequently, investors in Convertible Bonds may have to wait a significant amount of time for a return, if any, on the Convertible Bonds.

Lastly, the profitability of the Project is dependent on a general ability to dispose the Properties with profit to the tenant-owners' associations. Should it not be possible to dispose the Properties with a profit for any reason, taking into account the costs for the Project, no payments whatsoever will be made to holders of Convertible Bonds or Preference Shares.

Should any of these risks occur, it could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### **Risks related to the real estate valuation**

The valuation of the market price of the Properties upon completion of the Projects is based on the assumption that all planned construction has been completed in accordance with market standards and practices and that there are no latent, environmental or other defects in the Properties. Therefore, the expected future value of the Properties does not correspond to the market value as of the date of issuance of the Convertible Bonds and consequently there is a risk that the stated value of the Properties and the Project will be significantly lower than anticipated and/or that the real property market in Sweden and/or in Sälen will develop negatively, resulting in lower sales and profitability of the Project.

### **Risks related to preliminary agreements (Sw. *förhandsavtal*)**

Brf Fjällbäcken 1, Brf Fjällbäcken 2 and Brf Fjällbäcken 3 (the "Tenant-owners' Associations") have entered into several preliminary agreements with buyers for the granting of tenant-owner's rights to apartments in the planned buildings in the Project. In accordance with the preliminary agreements, the Tenant Owners' Associations have received advances from the purchasers. If any of the Tenant-Owners' Associations were to commit a material breach of contract in relation to the preliminary agreements, e.g. by way of delay of the conclusion of tenancy agreement with the buyers, or should the preliminary agreement not fulfil the statutory requirements the buyers may have the right to terminate the preliminary agreements, in which case the respective Tenant-Owners' Association would be obliged to repay the advances for the terminated agreements. The fulfilment of the Tenant-owners' Associations' obligation under the

preliminary agreements to let the apartments with tenant-ownership rights and provide access to the completed apartments is mainly dependent on the development of the Project and is subject to the project and construction risks set out in above. The completion of the Project and the apartments have been delayed in relation to what was initially stated in the preliminary agreements, whereby the Tenant-owners' Associations have agreed on a new date for letting and occupancy in supplementary agreements with the purchasers. However, should further delays occur, the purchasers may be entitled to terminate the agreements. If this risk occurs and the preliminary agreements are terminated and the advances are repaid by the Tenant-owners' Associations, it could adversely affect the Group's operations, financial position, income and earnings, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares.

### **Construction risk**

Construction projects involve certain inherent risks. These risks include construction deficiencies and increased construction costs related to the environmental and geotechnical conditions of the Properties leading to budget overruns. In addition, there is a risk that the construction works are delayed, which may give rise to additional costs for the Project. Following the bankruptcy of Splendid Entreprenad AB, which Vivid Development AB first contracted for the construction of the apartments in the Project, Vivid Development AB has on October 7, 2022 entered into a new construction agreement with Hökerum Bygg AB to complete the completion of the Project. The construction agreement with Hökerum Bygg AB states that Hökerum Bygg AB will not unreservedly be responsible for documents prepared by the previously hired contractor and that Hökerum Bygg AB generally will not be responsible for work performed within the framework of the Project in cases where Hökerum Bygg AB cannot procure the work from the contractor who performed it or can ensure the quality of the work through inspection. There is thus a risk that Vivid Development AB lacks the opportunity to make a claim against Hökerum Bygg AB for the cost and remediation of defects in the construction work performed. The possibilities of receiving compensation for such claims in Splendid Entreprenad AB's bankruptcy are also very limited. If Hökerum Bygg AB is unable to complete the construction work on terms corresponding to the terms of the construction contract with Splendid Entreprenad AB, there is a risk that the Project will be more expensive and thus generate less profit than the Group expects, or that it will generate no profit at all or a loss.

Furthermore, the construction contract between Vivid Development AB and Hökerum Bygg AB is subject to the prime cost principle, entailing that the price for the construction works carried out may vary, and thereby be subject to increased cost of e.g. materials (including raw materials such as metals, wood materials, prefabricated components such as concrete products and liners) and services (including by sub-contractors, installation services providers and other specialist services providers). There is a risk that costs for the Project becomes significantly more expensive, on part of the Group, than originally anticipated as a result of unforeseen price developments.

If one or several of the above described risks occur, the effects may have a material adverse impact on the Group's business, results and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising the Convertible Bonds.

## **Technical risks**

Real estate investment and management always involves a technical risk associated with the use of the property, including, but not limited to, construction issues, hidden defects (Sw. *dolda fel*), damage (including by fire or other natural disasters) and pollution. These types of technical problems can lead to significant unforeseen costs in relation to the Properties. If any of the Properties suffer technical problems in the future, this could significantly increase the costs of such properties, which could have an adverse effect on the Group's business, financial position, results of operations and profits and thereby affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising Convertible Bonds.

## **Insurance-related risks**

The Company's management states that, to their knowledge, the Group and the Properties are adequately insured, including insurance and guarantees of prepayments under preliminary agreements. However, there is no guarantee that the Group will be able to maintain its insurance coverage on acceptable terms or at all. If the Group is unable to maintain its insurance coverage on acceptable terms or at all, or if future business requirements exceed or fall outside of the Group's insurance coverage, or if the Group's provisions for uninsured costs are insufficient to cover the ultimate costs, there may be an adverse effect on the Company's business (including the financing of its operations), financial position, revenues and earnings and thereby affect the Company's ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

## **Macroeconomic risks**

Real estate is an illiquid asset class and real estate transactions take time to complete. The real estate industry is significantly affected by macroeconomic factors such as business cycles, regional economic development, employment levels, production of new homes and premises, changes in infrastructure, population growth, population structure, inflation, interest rates, etc. Market disruptions, particularly in the Nordic real estate market, or negative business cycles in the global market, may affect the demand for the Group's offering of residential and commercial real estate and the ability of buyers to enter into contracts with the Group, which may have a material adverse effect on the Company's business, results of operations and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

## **Disputes**

The Company and the Group is currently involved in disputes and have historically been involved in disputes. In addition thereto, given that Splendid Entreprenad AB has been declared bankrupt, Vivid Development AB will most likely have a non-priority claim due to unfulfilled obligations under the construction contract. Splendid Entreprenad AB had provided a security for its obligations under the construction contract, a guarantee commitment from Belstroj AB. However, at this time, Vivid Development AB has not been able to recover any payments from Belstroj AB. If Vivid Development AB does not succeed in recovering the full value of the claims in Splendid Entreprenad AB's bankruptcy or from Belstroj AB, this could have a material adverse effect on the Group's financial position, revenues and earnings. In addition, claims or legal

actions may be taken against the Group in the future, which may have significant negative effects on the Group's financial position, operations, revenues, results, performance and market position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### **Key personnel**

The operations of the Company and the Group, as well as the completion of the Project, is dependent on certain key personnel to manage the day-to-day operations. There is a risk that the Group will not succeed in retaining, or hiring new if necessary, relevant management and personnel. Further, the actual costs for retaining and, if necessary, hiring such management and personnel may exceed estimated costs. Such failure to retain, or hire if necessary, management and/or personnel or increased costs for such hiring and retention could adversely affect the business, the income and/or the financial position of the Group and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### **Financing risks**

There is a risk that the capital and/or the savings generated from the New Structure and/or the business of the Group and the Company, as well as the potential capital need for the Project is miscalculated and/or not sufficient for the designated operations and completion of the Project, and that additional capital and financing is needed to run the business' day-to-day operations in a properly manner as well as to complete the Project. Currently, the Company and the Group does not generate any revenue. If such capital or financing is not generated or received for the Company and the Group on unfavourable terms it could adversely affect the business, the income and/or the financial position of the Company and the Group, as well as the prospects of completing the Project, and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### **Tax-related risks**

The Company is expected to conduct its business in accordance with its own interpretation of applicable tax rules and applicable requirements and decisions. There is a risk that the Company's and/or its advisors' interpretation and application of laws, regulations, and case law has not been, or in the future will not be, correct or that such laws, regulations and case law will change, possibly with retroactive effect. If such an event were to occur, the Company's tax liabilities could increase, which would have an adverse effect on the Company's results and financial position. Revisions to tax law may, for example, result in the denial of interest deductions, the imposition of additional taxes on the direct or indirect sale of property and/or the forfeiture of tax losses carried forward, which could affect the Company's future results and financial position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

Furthermore, the outstanding amounts under the Company's bond loan will be written down by approximately 99 per cent following the Written Procedure. A write-down of a loan may under certain circumstances constitute taxable revenue under Swedish law. Since the Company is insolvent, the Company assesses that the write-down will be free of tax as part of a private composition. However, the Company does not make a statement or guarantee that the Swedish Tax Agency will make the same assessment and there is consequently a risk that the Swedish



Tax Agency may decide that all amounts that are subject to the write-down are taxable and thus subject to income tax, which would for example reduce the, if any, potential Net Profit that may be payable under the Convertibles and the Preference Shares. Furthermore, future payments on the Convertible Bonds or Preference Shares (as applicable) will likely be subject to capital gains taxation.

There are also additional tax risks for the Company and the Group related to the proposal in the Written Procedure concerning the Convertible Bonds. A negative decision from the Swedish tax Agency may lead to adverse negative consequences for the Company and may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

In addition, potential holders of Convertible Bonds and Preference Shares not domiciled in Sweden may be subject to Swedish withholding tax on proceeds payable under such instruments, which may have tax implications for these holders. Moreover, each holder should carefully analyse its own tax exposure and tax consequences as a result of its holdings of the current bonds of the Company and the conversion to Convertible Bonds and Preference Shares.

### **Risks related to subordination**

Other Group companies have raised financing through loans. For example, the Company's subsidiary Borg Finans AB, has raised a maximum SEK 250,000,000 secured direct loan (the "Loan"), under which an amount of approximately SEK 234,000,000 is currently outstanding. In the event of insolvency, liquidation or a similar event relating to any of the Company's subsidiaries, the creditor under the Loan would be entitled to payment in full out of the assets of such subsidiary before the Company, as a shareholder, would be entitled to any payments. The Company makes the assessment that the current assets within the Project and the Group will not suffice to repay the direct loan in the event of a default situation.

The Convertible Bonds are structurally subordinated to the Direct Loan and also subordinated to the Company's and the Group's other current and future potential liabilities. There is a risk that the Company and its assets would not be protected from actions by other creditors, whether under bankruptcy law, by contract or otherwise. In addition, defaults by, or the insolvency of, certain subsidiaries of the Group may result in the obligation of the Group to make payments under financial or performance guarantees in respect of such companies' obligations or the occurrence of cross defaults on certain borrowings of the Group. This may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds. In the event of insolvency of the Company and/or the Group, the Convertible Bonds and the Preference Shares would likely not receive any distribution at all.

### **Risks related to the Convertible Bonds**

#### **No preferential rights between different series of Convertible bonds**

As of the date of this written procedure, certain bonds (SE0014111431, SE0014111449 and NO0010877426) have better preferential rights than the other series of the Company's bonds. The right means preferential rights to receive funds from the Company's assets in the event of, for example, the Company's bankruptcy. Such priority regarding preferential rights will no longer apply on the Convertible Bonds or Preference Shares issued by exercising Convertible

Bonds. This means that all holders of Convertible Bonds as well as Preference Shares will have the same rights in connection with e.g. a bankruptcy of the Company. This may affect the holders of bonds with ISIN SE0014111431, SE0014111449 and NO0010877426 in the event of e.g. a bankruptcy, affect their potential return after a bankruptcy has been concluded.

### **Technical risks relating to the securities and security depositories**

The Convertible Bonds will constitute Swedish debt instruments and will be issued in series of both SE-ISIN and NO-ISIN. The SE-ISIN Convertible Bonds will be affiliated via Euroclear Sweden AB (Euroclear) and the NO-ISIN Convertible Bonds will be affiliated via Verdipapirsentralen ASA (VPS).

Any Preference Shares issued by exercising the Convertible Bonds will be affiliated with the Company's share register kept by Euroclear. Hence, any holder of Convertible Bonds who wish to exercise the conversion rights of the Conversion Bonds needs to ensure that it has a securities account or a securities depository account with a bank that is connected to Euroclear, i.e. an account that is able to hold Swedish shares that are affiliated with Euroclear. Any holder of Convertible Bonds who wishes to exercise the conversion right but does not currently have an account that is able to hold Swedish shares that are affiliated with Euroclear Sweden AB, will need to open a securities account or a securities depository account with a bank that is connected to Euroclear.

As several jurisdictions will be involved, with rules and regulations that are constantly changing and developing, there can be no guarantee that the technical requirements of the security depositories always will be compliant with the terms and conditions of the Convertible Bonds.

The considerations described above could inter alia affect the possibility to successfully effect conversion from Convertible Bonds to Preference Shares as well as other items that may affect the possibility to e.g. request conversion of the Convertible Bonds. Should any of these effects occur, it may have an adverse effect on an investor's possibility to effectively exercise its rights under the Convertible Bonds as well as any Preference Shares that are issued by exercising the Convertible Bonds.

### **Liquidity risks of the Convertible Bonds and Preference Shares**

The investor's ability to transfer the Convertible Bond, or any Preference Shares issued by exercising the Convertible Bonds, to another investor may be limited by the absence of an active trading market and there can be no assurance that an active trading market will develop or, if developed, be maintained in respect of such securities. If an active market is not developed or maintained, the price and liquidity of the Convertible Bonds and Preference Shares may be adversely affected. As a result, it may be difficult or impossible to sell the rights under the Convertible Bonds and Preference Shares (at all or on acceptable terms). The lack of liquidity may have a negative impact on the market value of the Convertible Bonds and Preference Shares. Furthermore, the nominal value of the Convertible Bonds cannot be compared indicatively to the market price of the Convertible Bonds.

### **Currency risks**

The nominal amount under the Convertible Bonds as well as any payments relating to the completion of the Project will be denominated in SEK. If the Investors measure their investment return by reference to a currency other than SEK, an investment in the Convertible Bonds will involve foreign currency-related risks due to, among other things, imminent significant changes in the value of SEK in terms of the currency against which the Investors measure the return

on their investments. This may result in a reduction of the effective return on the Convertible Bonds and may lead to a loss for the Investors when the return on the Convertible Bonds is converted into the currency through which the Investors measure the return on their investments. As a result, there is a risk that the Investors may receive less interest or capital than expected.

### **Risks related to limited influence of the holders of Convertibles and Preference Shares**

The Convertibles will not have any voting rights in the Company or other way of asserting influence over the Company's affairs. If the Convertibles are converted to Preference Shares, such Preference Shares will entitle to the rights associated with such shares under the Swedish Companies Act and the articles of association of the Company. The Preference Shares will entitle to one (1) vote each at general meetings of the Company and the ordinary shares will entitle to ten (10) votes per share at general meetings of the Company. It is estimated that, on a fully converted basis, the Preference Shares would amount to approximately 42% of the capital and approximately 7% of the votes in the Company. Consequently, it is estimated that, on a fully converted basis, the ordinary shares would entitle to approximately 58% of the capital and approximately 93% of the votes. All ordinary shares in the Company are currently held indirectly by two private individuals with a family relation. These persons consequently now have, and will on a fully converted basis, have a controlling interest in the Company. These persons will thus be able to exercise significant influence over the Company and substantial control over matters voted on by the Company's shareholders. The ability of the Preference Shares to exercise influence in the Company through their voting rights, if converted from Convertibles, is thus limited. There is a risk that these controlling shareholders will exercise their voting rights in a manner which is not in accordance with the interests of the holders of Preference Shares, which would adversely affect the holders of Preference Shares.

## **4. Decision procedure**

### **4.1 General**

The Trustee will determine if received replies are eligible to participate under the Written Procedure as valid votes, continuously calculate the replies provided in respect of the Request and determine the result of the Written Procedure as soon as possible based thereon.

Once a requisite majority of consents of the Adjusted Nominal Amount for which Bondholders reply in the Written Procedure have been received by the Trustee, the relevant decision shall be deemed to be adopted, even if the time period for replies in the Written Procedure has not yet expired.

Information about the decision taken in the Written Procedure will be sent by notice to the Bondholders, published on the websites of the Issuer and the Trustee and published by way of press release by either the Trustee or the Issuer.

If the Request is approved by the Written Procedure it will be binding on all Bondholders whether they participated in the Written Procedure or voted against the Request or not, in accordance with the Terms and Conditions.

### **4.2 Voting rights and Record Date**

Anyone who wishes to participate in the Written Procedure must, on the Record Date 17 March 2023, be registered in the Issuer's debt register as:

- (1) a direct registered owner (Sw. *direktregistrerad ägare*) of a Securities Account; or

- (2) an authorised nominee (Sw. *förvaltare*) in a Securities Account, with respect to one or several Bonds.

The Record Date has been set to an earlier date than prescribed in the Terms and Conditions (Clause 16.1.6). The reason for such deviation from the Terms and Conditions is to avoid technical difficulties to obtain information from the debt register kept by VPS (such information is anticipated to be more difficult to obtain after the Final Redemption Date since the ISIN for Bonds affiliated with VPS will change after the Final Redemption Date). The Agent has therefore allowed, by way of a waiver deemed not to be detrimental to the interest of the Bondholders, and the Bondholders will, by approving the Request, consent to the Record Date being set today 17 March 2023.

It follows from the Terms and Conditions that the Record Date shall fall no earlier than one (1) Business Day after the effective date of this Notice.

You may have different options to influence the Bonds.

- (1) Directly registered owners can vote via VPS Investortjenester (only applicable for Norwegian holders with VPS account in Norway)
- (2) You can ask the authorised nominee or other intermediary that holds the Bonds on your behalf to vote on your behalf as instructed by you. If the Bonds are held in custody - i.e., the owner is not registered directly in the VPS - the custodian must confirm: (i) the ultimate owner of the Bonds, (ii) the aggregate nominal amount of the Bonds; and (iii) the account number in VPS on which the Bonds are registered.
- (3) The individual Bondholder may authorise the Trustee to vote on its behalf, in which case the authorisation form below (Power of Attorney/Authorisation) also serves as a proxy. A duly signed authorisation form, authorising the Trustee to vote, must then be returned to the Trustee in due time before last day for replies (by scanned e-mail, courier or post)
- (4) You can obtain a power of attorney or other authorisation (proof of ownership) from the authorised nominee or other intermediary and send in your own Voting Form based on the authorisation. If you hold your Bonds 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 holders, 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.

The Trustee recommends that you contact the securities firm that holds the Bonds on your behalf for assistance, if you wish to participate in the Written Procedure and do not know how your Bonds are registered or need authorisation or other assistance to participate.

Bonds owned by the Issuer, any other Group Company or an Affiliate do not entitle the holders to any voting rights and are not included in the Adjusted Nominal Amount.

### **4.3 Quorum**

Pursuant to clause 16.1.9 of the Terms and Conditions for the Ordinary Bonds and the Premium Bond, respectively, a quorum in respect of this Written Procedure will only exist if Bondholders representing at least fifty (50.00) per cent. of the Adjusted Nominal Amount reply to the Request. Please note that the quorum requirement set out herein applies separately for the Premium Bonds and for the Ordinary Bonds.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the relevant proposal has not been withdrawn. No quorum requirement will apply to such second Written Procedure. A voting form provided at or before 16:00 CEST on 5 April 2023 in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

#### **4.4 Majority**

Pursuant to clause 16.1.7 of the Terms and Conditions for the Ordinary Bonds and the Premium Bonds, respectively, at least sixty-six and two-thirds (66 2/3) per cent. of the Adjusted Nominal Amount for which Bondholders reply in this Written Procedure must consent to the Request in order for it to be approved.

Please note that the majority requirement set out herein applies separately for the Premium Bonds and for the Ordinary Bonds.

#### **Additional information on the effectiveness of the Written Procedure**

The decisions to be resolved upon in the Written Procedure will be effective as soon as the Request has been approved in relation to the Bonds. Please note that in the event the Request has been approved only in relation to the Ordinary Bonds and not the Premium Bonds (or vice versa), the Issuer will initiate a second Written Procedure only with respect to the Bonds that that did not approve the Request in the first Written Procedure. The approval of the Request by one of the Bonds are thus not conditional upon that the Request is approved by the Holders of the other Bond.

#### **4.5 Final date to vote in the Written Procedure**

The Trustee must have received the votes by mail, courier or email to the address indicated below no later than 16:00 CEST on 5 April 2023. Votes received thereafter may be disregarded.

#### **4.6 Address for sending replies**

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

*By regular mail:*

Intertrust (Sweden) AB  
Attn: Kristofer Nivenius  
P.O. Box 16285  
SE-103 25 Stockholm

*By courier:*

Intertrust (Sweden) AB  
Attn: Kristofer Nivenius  
Sveavägen 9, 10th floor  
SE-111 57 Stockholm

*By e-mail:*

trustee@intertrustgroup.com

#### **4.7 Further information**

For questions regarding the Request, please contact Kristofer Nivenius at Intertrust (Sweden) AB.

For questions regarding the administration of the Written Procedure, please contact the Trustee at the above e-mail address or telephone number +46 (0) 8 402 72 00.

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**Stockholm 17 March 2023**

**Intertrust (Sweden) AB  
as Trustee**

## SCHEDULE 1

### VOTING FORM

For the Written Procedure initiated on 17 March 2023 for the EUR, NOK and SEK Senior Secured Callable PIK Interest Bonds 2020/2023 with ISIN SE0014111357 (EUR), NO0010877434 (NOK), NO0010877442 (NOK), NO0010877459 (NOK), NO0010877467 (SEK), SE0014111365 (SEK) and SE0014111373 (SEK) issued by Columbidæ Properties Holding AB (publ) (the "Issuer") on 19 March 2020 (the "Ordinary Bonds") and with ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK) issued by Columbidæ Properties Holding AB (publ) on 24 March 2020 (the "Premium Bonds" and jointly with the Ordinary Bonds, the "Bonds").

The Issuer requests the Bondholders to approve the Request set out in the notice for the Written Procedure.

The Trustee is hereby empowered to enter into all necessary documentation required to implement the Request, in the event the Request is approved.

---

#### Reply

We are (put a cross in the appropriate box):

☐

Holders of Ordinary Bonds

☐

Holders of Premium Bonds

Name of person/entity voting: \_\_\_\_\_

Nominal Amount voted for: \_\_\_\_\_

The undersigned hereby (put a cross in the appropriate box) votes for alternative:

**A) Approve**

☐

**B) Reject**

☐

**C) Refrain from voting**

☐

with respect to the Request.

The undersigned hereby confirms that this voting form shall constitute a vote also for a second Written Procedure (if any) pursuant to clause 16.1.11 of the Terms and Conditions with respect to the Request.

Signature

\_\_\_\_\_  
Name in print:

Contact information

Email:

Tel:

**NOTE: Please attach a power of attorney/authorisation if the person/entity voting is not registered on the Securities Account as a direct registered owner or authorised nominee. The voting form shall be signed by an authorised signatory. A certified copy of a registration certificate or a corresponding authorisation document for the legal entity shall be appended to the voting form for any legal entity voting. The registration certificate, where applicable, may not be older than one year.**



**SCHEDULE 2****POWER OF ATTORNEY/AUTHORISATION**

**For the Written Procedure initiated on 17 March 2023 for the EUR, NOK and SEK Senior Secured Callable PIK Interest Bonds 2020/2023 with ISIN SE0014111357 (EUR), NO0010877434 (NOK), NO0010877442 (NOK), NO0010877459 (NOK), NO0010877467 (SEK), SE0014111365 (SEK) and SE0014111373 (SEK) issued by Columbidæ Properties Holding AB (publ) (the "Issuer") on 19 March 2020 (the "Ordinary Bonds") and with ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK) issued by Columbidæ Properties Holding AB (publ) on 24 March 2020 (the "Premium Bonds" and jointly with the Ordinary Bonds, the "Bonds").**

We are (put a cross in the appropriate box):

<input type="checkbox"/>
<input type="checkbox"/>

Holders of Ordinary Bonds

Holders of Premium Bonds

Authorised Person<sup>2</sup>: \_\_\_\_\_

Nominal Amount<sup>3</sup>: \_\_\_\_\_

Grantor of authority<sup>4</sup>: \_\_\_\_\_

We hereby confirm that the Authorised Person specified above has the right to vote for the Nominal Amount set out above including the right to vote for the Nominal Amount set out above in a second Written Procedure (if any) pursuant to clause 16.1.11 (*Decisions by Bondholders*) of the Terms and Conditions with respect to the Request.

We represent an aggregate Nominal Amount of<sup>5</sup>: \_\_\_\_\_

We are (put a cross in the appropriate box):

☐

Registered as authorised nominee on a Securities Account

☐

Registered as direct registered owner on a Securities Account

☐

Other intermediary and hold the Bonds

\_\_\_\_\_

<sup>2</sup> Insert the name of the person/entity that should be authorised to vote.

<sup>3</sup> Insert the aggregate nominal amount the Authorised Person should be able to vote for.

<sup>4</sup> Insert the name of entity/person confirming the authority.

<sup>5</sup> The total Nominal Amount the undersigned represents

through<sup>6</sup> \_\_\_\_\_

Date:

Signature

\_\_\_\_\_

---

<sup>6</sup> Mark this option if the undersigned is not registered as authorised nominee or direct registered owner in the Securities Account kept by Euroclear or VPS. Please insert the name of the firm the undersigned holds the Bonds through.

**SCHEDULE A – INVESTOR PRESENTATION IN ENGLISH AND SWEDISH  
ATTACHED SEPARATELY**





# Investor presentation

Columbidæ Properties Holding AB (publ)

Written Procedure

March 2023

Strictly confidential



# Disclaimer



The information in this document is furnished by Columbidæ Properties Holding AB (publ) (reg. no. 559010-3155) (the "Issuer" or the "Company" and together with its subsidiaries, the "Group") as a complement to the notice of written procedure (the "Written Procedure") sent out by Intertrust (Sweden) AB (the "Agent") on 17 March 2023 to the holders of its bonds issued on 19 March 2020 (ISIN SE0014111357 (EUR), NO0010877434 (NOK), NO0010877442 (NOK), NO0010877459 (NOK), NO0010877467 (SEK), SE0014111365 (SEK) and SE0014111373 (SEK)) and on 24 March 2020 (ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK)) (jointly, the "Bonds"). This document has been compiled by the Company and no third-party validation of the information in this document has been performed. Nor has any external audit of any kind been carried out. The document is only a summary of the proposal made in the notice of Written Procedure and in the event of deviations from the notice of Written Procedure (the "**Proposal**"), the information in the notice of Written Procedure shall have precedence over the information in this document. The information in the document is offered and provided to a limited group of investors. The document is not intended for the public and does not constitute advice to the public or any other party than those referred to above. The information in this document does not constitute an investment offer in a security of any kind, parts of or the presentation in its entirety shall not be the basis for or relied upon in any investment decision in any security. When an investment decision is made, each potential investor must rely on their own evaluation, analysis and investigation of the Company and the terms and conditions as a basis for a potential investment. There may be risks related to the Company's business operations, earnings and financial position that have not been identified. All information in this document must be carefully considered. There are no guarantees that the Company will be able to fulfill its obligations under the bonds referred to in this document.

## **Risk factors**

The risk factors must be read and understood in their entirety before a decision is made.

## **Information sources**

The information in this document is presented by the Company or constitutes publicly available information and has been produced by the Company exclusively for information purposes. No legal or financial due diligence review of the Group has been carried out in connection with the preparation of this document. Thus there may be additional risks related to the Group which are not included in this document. This document contains forward-looking statements, such as the information on page 5 concerning "Potential outcomes in different scenarios", that reflect the Company's current expectations or estimates with respect to certain future events and potential financial performance. Such statements are only forecasts which are based on a number of estimates and assumptions that are subject to significant business, economic and competitive uncertainties and no guarantee can be given that such estimates and assumptions are correct. An investment involves a high level of risk and several factors could cause the actual results or performance of the Group to be different from what may be expressed or implied by statements contained in this document. The information relating to the Company does not constitute a complete overview of the Company or the Group and must be supplemented by the reader wishing such completeness.

## **Audit review of financial information**

No financial information included in this document has been reviewed by the Company's or the Group's auditors or any other auditor or financial expert. Hence, such financial information might not have been produced in accordance with applicable or recommended accounting principles and may furthermore contain errors and/or miscalculations.

## **Actuality**

The Presentation is dated 17 March 2023. The Company and its representatives and advisors do not represent or warrant that there has been no change in the affairs of the Group since such date and none of the Company and its representatives and advisors undertake any obligations to review, confirm, update or correct any information included in this document. This document may however be changed, supplemented or corrected without notification.

## **No prospectus**

This document does not constitute, and should not be considered as, a prospectus within the meaning of Regulation (EU) 2017/1129 and has not been prepared in accordance therewith or in accordance with any other Swedish or foreign law or regulation. Accordingly, this document has not been, and will not be, examined, approved or registered by any supervisory authority.

## **Applicable law and jurisdiction**

This document and any non-contractual obligations arising out of or in connection with it are subject to Swedish law. Any dispute arising out of or in connection with this Presentation is subject to the exclusive jurisdiction of Swedish courts, with the District Court of Stockholm as court of first instance.

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## Management comments



Dear Investor,

Hard work has paid off and we have now resumed construction on the Fjällbäcken project. We have not only contracted a strong construction company but also strengthened the project organization through strategic collaborations to increase operational reliability.

Hökerum Bygg AB is contracted for the project and began work on casting slabs for additional buildings at the end of 2022. Hökerum is a reputable construction company with a strong track record and solid balance sheet. You can find more information about Hökerum, their management, and previous projects on their website: <https://www.hokerumbygg.se/>

Grundingen Fastighets AB acts as project manager for the Fjällbäcken project. Grundingen has good experience in project development and has several ongoing projects in e.g. Gothenburg, Norrköping and Stockholm. You can find more information about Grundingen, their management, and projects on their website: <https://grundingen.com/>

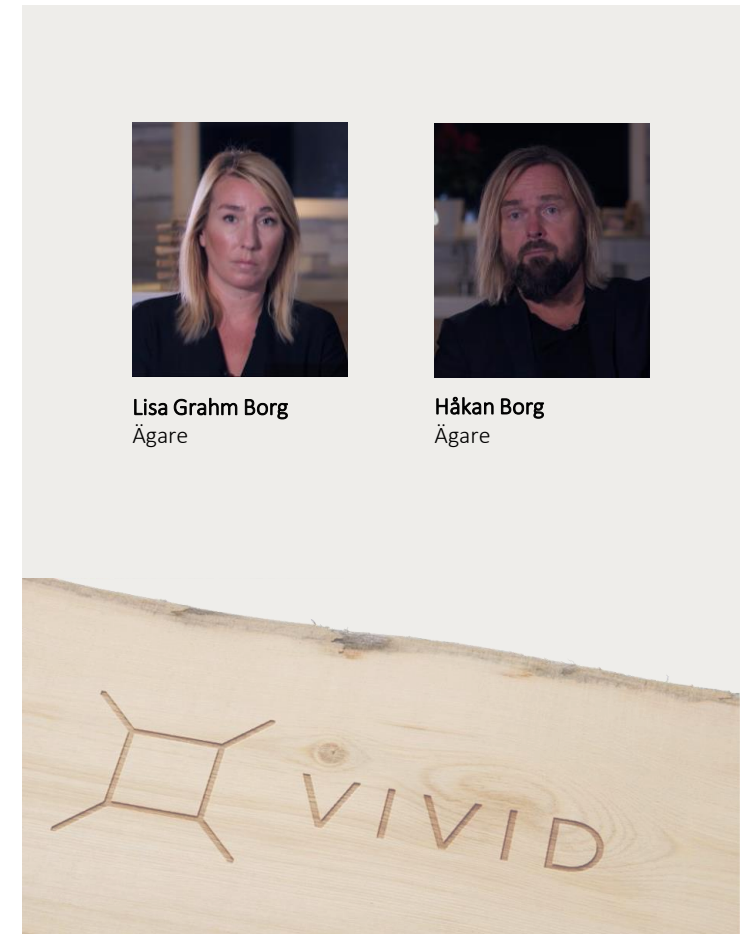
Although construction is now in full swing, the project has been significantly delayed, mainly due to the bankruptcy of the previous construction contractor. Since the Fjällbäcken project has not been completed, we need to decide on a new way forward. We propose a conversion to preference shares, which we believe creates the best conditions for the completion of the project. It also means an opportunity for the bondholders to share in the profits, according to proposed preferential conditions.

We are now optimistic about the future of the project, and it is inspiring that construction is underway again. Skistar's recently presented plans for Sälen are also very gratifying for both the Fjällbäcken project and all apartment buyers. Investments and expansions are focused on Lindvallen and, in particular, the area around Söderåstorget facing Fjällbäcken.

We thank you for your patience during this process and want to reflect this with a proposal where you have a profit-sharing mechanism after you have recovered your invested capital plus interest. This means that we have the same common goal with the project, and we therefore humbly ask you to approve this proposal.

Sincerely

Lisa Grahm Borg & Håkan Borg



# Summary



## Summary

In March 2020, a restructuring of the Company's outstanding bonds was carried out through conversion to a new bond issued in Gemma Properties Holding AB, since then renamed to Columbidae Properties Holding AB (The **"Company"**, or the Group **"Vivid"**).

In connection with this, the owners brought the Fjällbäcken project to the Group in order to create repayment capacity for the Bonds. After completion of the project, the profits would be distributed to the Issuer, too, in turn, repay the Bonds.

In May 2022, however, the project suffered a major setback when the construction contractor was declared bankrupt, with heavy delays as a result. Vivid has now contracted a new construction contractor, updated schedules, and has resumed construction as of November 2022.

In light of the delays and the fact that the project needs to be completed in its entirety in order to create repayment capacity, the Company proposes a conversion of the Bonds into Convertibles.

The proposed adjustment of the capital structure provides the project with;

- Possibility of traditional building credit (sw. Byggnadskreditiv)
- Reduced financing costs and increased project profit
- Increased likelihood of a full refund and, in addition to that, a profit sharing



<sup>1</sup> Scenario Low is based on the sale price according to page 8 and with current construction prices in the ongoing construction. <sup>2</sup> Scenario Medium is based on the sales price increasing to SEK 75,000 per sqm incl. association loan for stage 4, that the construction cost drops by SEK 2,000 per square meter from stage 2 and reduced financing costs. <sup>3</sup> Scenario High is based on the selling price increasing to SEK 94,500 per square meter incl. association loan for half of stage 3 and all of stage 4, that the construction cost drops by SEK 4,000 per square meter from stage 2 and by 6,000 per square meter for half of stage 3 and all of stage 4, as well as reduced financing costs.

## The proposal in brief (See Notice of Written Procedure for full terms and conditions)

The bondholders are hereby asked to approve the following (the "Proposal"):

That the nominal amount of the Bonds, including accrued interest, is written down by 99% and 98.9%\* respectively (or an amount corresponding to approx. SEK 356,502,680). That the Bonds are set off against Convertibles issued by the Company (the Convertibles can then be converted into Preferred Shares with the same financial rights). (Ex. If an investor's nominal amount, including accrued interest, is SEK 100,000, the investor receives 1,000 Convertibles, 1,100 if Premium bonds).

In connection with the completion and disposal of project Fjällbäcken, the Convertibles and Preference Shares entitle to

- a) 90% of the net profit for project Fjällbäcken (after costs, tax and full repayment of the Direct Loan) up to a total of SEK 400,000,000 and
- b) 25% of the net profit in Project Fjällbäcken (after costs, tax and full repayment of the Direct Loan) regarding any amount that exceeds SEK 400,000,000

\* The write-down of bonds with ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK) (the "Premium bonds") is 0.1% less than the write-down of other bonds, which results in each Premium bond being allocated 10% more convertibles relative to its current nominal amount, incl. accrued interest, than other bonds. The premium is paid as compensation for the Premium Bonds losing their priority over other bonds in the proposed convertible structure.

### Potential outcomes in different scenarios

	Low <sup>1</sup>	Medium <sup>2</sup>	High <sup>3</sup>
Inflow	1.097.769.586	1.128.821.500	1.309.865.395
Outflow	-885.760.720	-826.685.920	-779.380.699
Margin	212.008.866	302.135.580	530.484.696
Repayment to investors	190.807.979	271.922.022	392.621.174



## Background



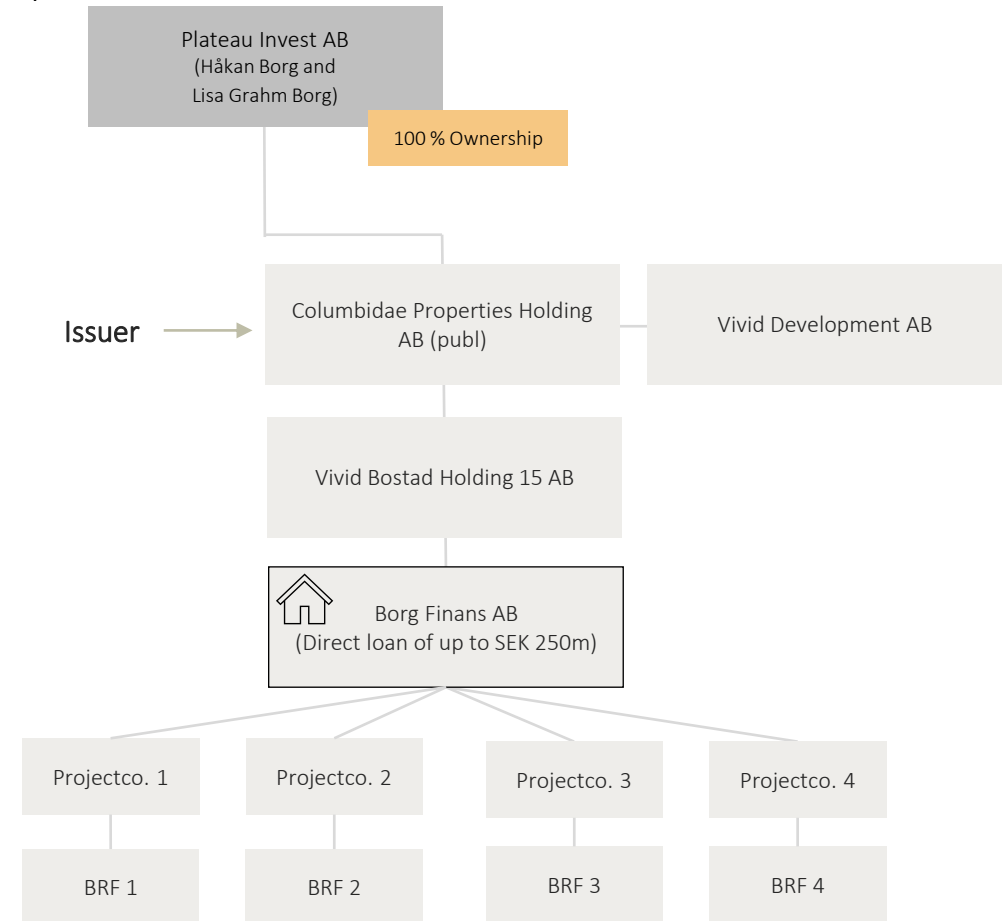
### Restructuring

- In March 2020, a restructuring of the Company's outstanding financing was carried out. The previous bond issues to Gemma Development 2016 AB, Gemma Development 2017 AB and Gemma Properties Holding AB were converted into a new bond issue in Gemma Properties Holding AB (renamed to Columbidae Properties Holding AB).
- In connection with this, the owners brought the Fjällbäcken condominium project to the Group in order to create repayment capacity under the bonds. After completion of the project, the profits would be distributed to the Issuer, to in turn repay the Bonds.
- The project comprises a total of approx. 292 apartments and is intended to be carried out in four stages, where each stage will be a condominium association. The land where the project is carried out is divided into 39 plots, where the intention is to build 38 apartment buildings (one per plot) as well as a communal pool and padel court.

### Financing

- In connection with the restructuring, the Company concluded a loan of MSEK 62.2 (a so-called "SSF") in order to refinance credits, acquire certain plots of land in Fjällbäcken and finance the initial development of the project. In accordance with the original plan, the SSF has been repaid through the sale of land in Tandådalen.
- In August 2021, the bondholders approved through a Written Procedure that the proceeds from the sale of land in Högmora ("the Högmora properties") could be used to finance continued development and construction in the Fjällbäcken project.
- Vivid also signed an agreement regarding construction credit with Scandinavian Credit Fund I AB and made utilisations of credit thereunder to finance further land acquisitions and further construction in the Fjällbäcken project.
- The construction credit has since been replaced by a direct loan with a limit of up to MSEK 250 (the "Direct Loan"), which, together with revenues from sales, makes stages 1 – 3 fully financed.

### Group structure



## Background



### Construction

- Vivid signed a turnkey construction contract with Splendid Entreprenad AB. The construction company met the price and the time schedule allowed by the financing.
- The construction contract was signed with a fixed price, which was assessed to provide good predictability for the project. Construction began with extensive earthworks and subsequent casting of ground concrete slabs for the first houses in stage 1. Frames were delivered and the first two apartment buildings were built.
- However, in May 2022, the project suffered a major setback when Splendid Entreprenad AB was declared bankrupt.
- The consequences of the bankruptcy included severe delays, that the Group's receivables on Splendid Entreprenad AB became impossible to claim, and that the agreed timetable with buyers of apartments expired.

### New agreements

- Vivid quickly began work on contracting a new construction company for the project. In August 2022, a new turnkey contract was signed with Hökerum Bygg AB.
- Hökerum Bygg AB is a financially strong and reputable construction company (see more info about Hökerum Bygg on page 24 of the Investor Presentation).
- In order to strengthen the management of the project, Vivid has also contracted Grundingen Fastighets AB as project manager for the Fjällbäcken project.
- Grundingen has good experience in project development and established cooperation with Hökerum Bygg in several other ongoing projects in its own portfolio (see more info about Grundingen on page 25 of the Investor Presentation).



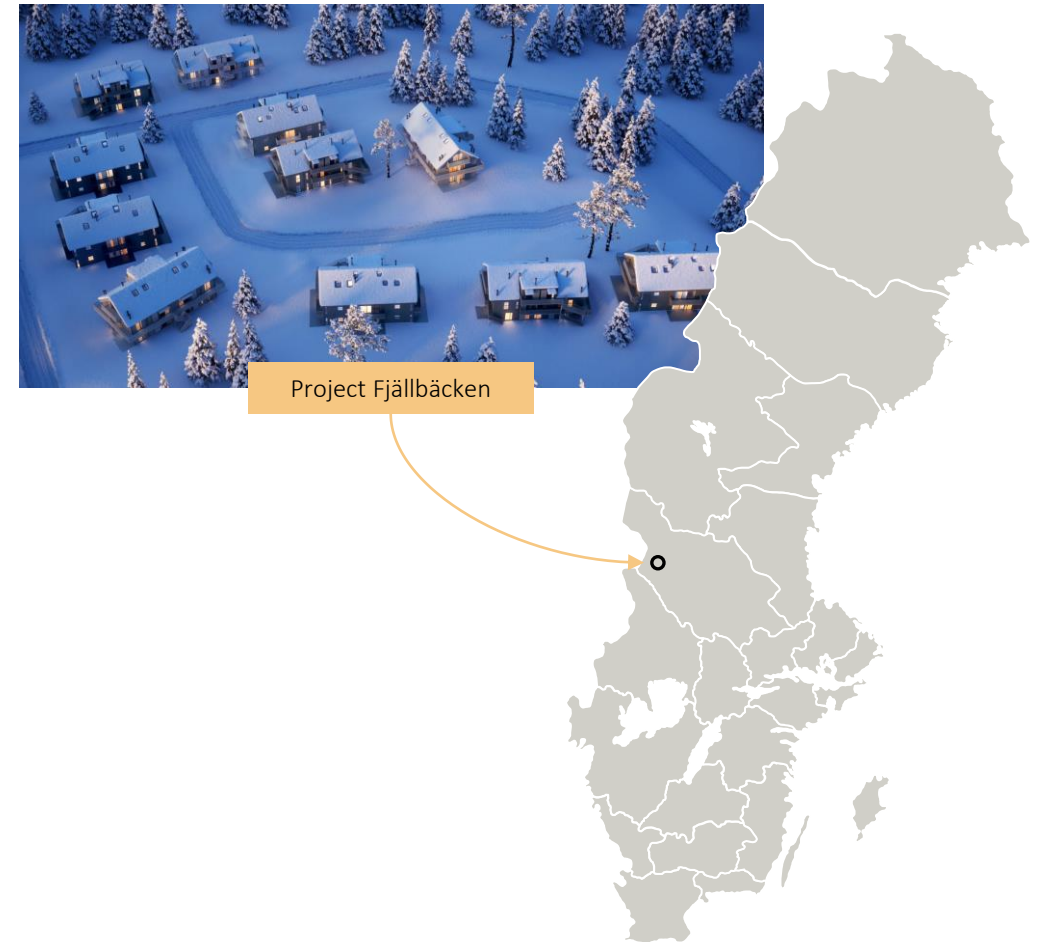
## Current status

### The project in brief

- Hökerum Bygg, together with Grundingen and Vivid, has updated calculations and schedules. Subcontractors are procured, and construction resumed in November 2022 with groundwork and casting of new slabs.
- Frames for the houses have been prepared for two more apartment buildings, while the first two buildings are being completed and slabs are being cast for subsequent buildings.
- The capital raising for the Direct Loan of up to SEK 250m is currently being completed and, together with the sales proceeds, stages 1 – 3 are thus fully financed. As the stages are completed and paid for, the proceeds will be used for continued development and construction in subsequent stages, which means no additional financing is needed.
- Additional agreements are signed with the previous apartment buyers, which means that the advance agreements are binding with updated and currently valid schedules. New apartments are also sold on an ongoing basis, and so far, approximately 147 apartments have been sold.

Phase	Apartments	Approx. sqm	Avg price/sqm <sup>1</sup>	Sold	First access
1	56	3 617	61 820 SEK	91 %	H2 2023
2	68	3 462	65 156 SEK	85 %	H1 2024
3	94	4 965	66 578 SEK	40 %	H1 2024
4	74	3 687	n/a	n/a	TBD
<i>Total</i>	<i>292</i>	<i>15 731</i>			

<sup>1</sup> Including loans in association.



## Way forward



### The status

- Construction is currently ongoing in stage 1. Construction in stage 2 will be started shortly. The cooperation with Hökerum Bygg and Grundingen works well, with a common goal of creating apartments of the highest quality in one of the most attractive locations in the Swedish mountains.
- Since the project began, the local area has become more attractive, among other things due to Skistar's investments in Sälen. Investments and expansions are focused on Lindvallen and in particular the area around Söderåstorget facing Fjällbäcken.
- Skistar is planning for new lifts and slopes, as well as an expanded range of summer activities to make Sälen more of a year-round destination (see more information about the investments on page 22 of the Investor Presentation).

### Sales

- The Swedish mountains are growing stronger and the interest in holiday homes in the major ski resorts has increased sharply over the past few years, which is also reflected in the price trend.
- Through the additional agreements and the latest new sale, the income has basically been secured for stage 1 and stage 2. In addition, about half of the apartments in stage 3 have soon been sold.
- Although the price development has been positive, Vivid assesses that there is still good potential in the price development, taking into account that the current market is more hesitant given the global situation.
- The fact that half of stage 3 and the whole of stage 4 remains to be sold is therefore considered by Vivid as a strength as it gives the opportunity to possibly increase sales revenue and profits for the latter part of the project.



### Strategy

- The plan is to strategically release smaller stages of apartments, well timed when the market is at its peak. The aim is to limit supply and thereby be able to maintain price levels.
- Vivid believes that the price levels for both construction and materials have a downward trend. The construction contract relating to the project has a variable price, which means that profits can be made through reduced costs.
- Working methodically and not forcing the project means great opportunities on both the cost and revenue side.



## Way forward



### Conversion

- Vivid proposes a conversion of the outstanding bond debt, including accumulated interest, as at 19 March 2023 (being the equivalent of SEK 360,103,717.5 to convertibles. The convertibles may be converted at the request of the holder of such instruments, to preference shares in the Issuer.
- The convertibles and the preference shares are jointly, upon completion of the Fjällbäcken project, entitled to:
  - (i) 90% of the Net Profit from the Fjällbäcken project, up to an amount of SEK 360 million (i.e. up to a Net Profit of SEK 400 million); and
  - (ii) 25% of the Net Profit from the Fjällbäcken project exceeding SEK 400 million.

### Potential outcomes in different scenarios

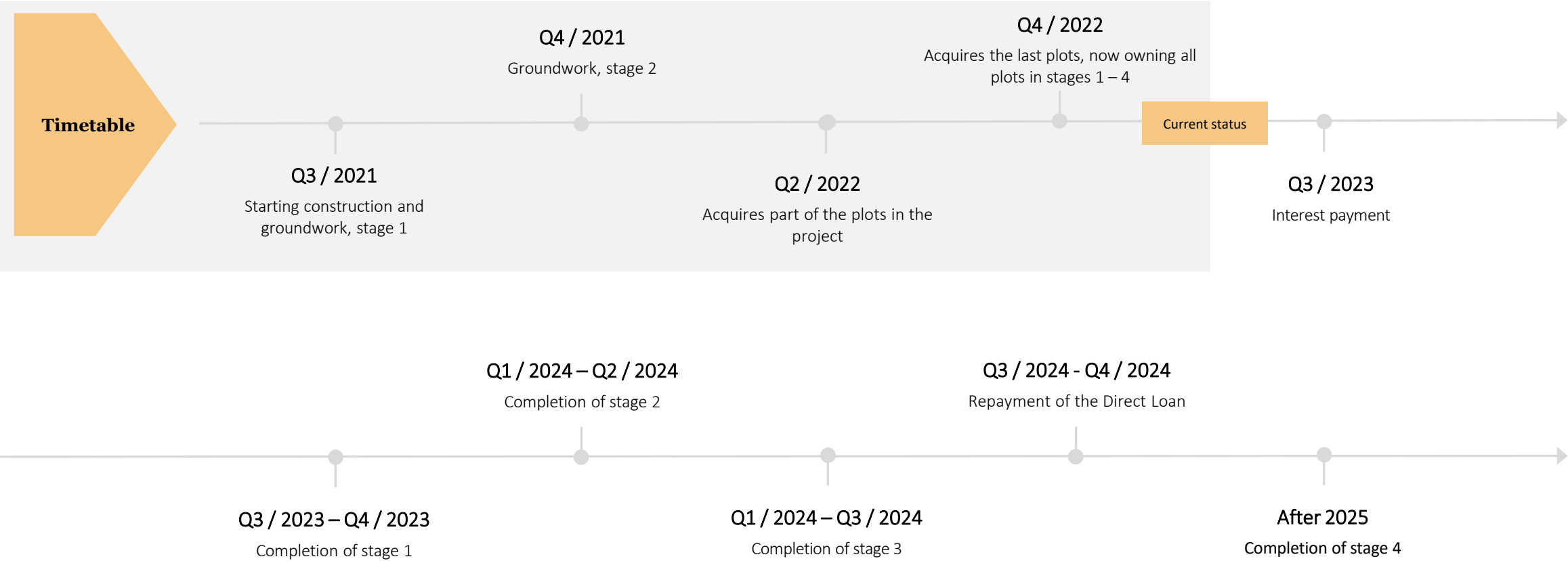
	Low <sup>1</sup>	Medium <sup>2</sup>	High <sup>3</sup>
Inflow	1.097.769.586	1.128.821.500	1.309.865.395
Outflow	-885.760.720	-826.685.920	-779.380.699
Margin	212.008.866	302.135.580	530.484.696
Repayment to investors	190.807.979	271.922.022	392.621.174

- In the Low and Medium scenario, investors receive 90% of the margin
- In scenario High, investors receive 360m (accumulated bond debt as of 2023-03-19) and 25% of excess profit



<sup>1</sup> Scenario Low is based on the sale price according to page 8 and with current construction prices in the ongoing construction. <sup>2</sup> Scenario Medium is based on the sales price increasing to SEK 75,000 per sqm incl. association loan for stage 4, that the construction cost drops by SEK 2,000 per square meter from stage 2 and reduced financing costs. <sup>3</sup> Scenario High is based on the selling price increasing to SEK 94,500 per square meter incl. association loan for half of stage 3 and all of stage 4, that the construction cost drops by SEK 4,000 per square meter from stage 2 and by 6,000 per square meter for half of stage 3 and all of stage 4, as well as reduced financing costs.

Timetable



## The proposal



### The proposal in brief (See Notice of Written Procedure for full terms and conditions)

The bondholders are hereby asked to approve the following (the "Proposal"):

That the nominal amount of the Bonds, including accrued interest, is written down by 99% and 98.9%\* respectively (or an amount corresponding to approx. SEK 356,502,680). That the Bonds are set off against Convertibles issued by the Company (the Convertibles can then be converted into Preferred Shares with the same financial rights). (Ex. If an investor's nominal amount, including accrued interest, is SEK 100,000, the investor receives 1,000 Convertibles, 1,100 if Premium bonds).

In connection with the completion and disposal of project Fjällbäcken, the Convertibles and Preference Shares entitle to

- a) 90% of the net profit for project Fjällbäcken (after costs, tax and full repayment of the Direct Loan) up to a total of SEK 400,000,000 and
- b) 25% of the net profit in Project Fjällbäcken (after costs, tax and full repayment of the Direct Loan) regarding any amount that exceeds SEK 400,000,000

*\* The write-down of bonds with ISIN SE0014111431 (EUR), NO0010877426 (NOK) and SE0014111449 (SEK) (the "Premium bonds") is 0.1% less than the write-down of other bonds, which results in each Premium bond being allocated 10% more convertibles relative to its current nominal amount, incl. accrued interest, than other bonds. The premium is paid as compensation for the Premium Bonds losing their priority over other bonds in the proposed convertible structure.*

### Consequence of not accepting the proposal

- Since Vivid does not have sufficient funds to repay the Bonds at the applicable maturity dates (being 19 and 24 March 2023, respectively), the Company would be declared bankrupt if the Bonds are accelerated towards payment.
- In the event of a bankruptcy, the Direct Loan of up to SEK 250m which finances development and construction in the Fjällbäcken project, will be prioritized over the Bonds since the Bonds are structurally subordinated in relation to the Direct Loan (see under the risk factor "Risks related to subordination" below) and the Direct Loan is secured by way of mortgages in the Project properties.
- As at 19 March 2023, the value of the Company is deemed to be lower than the amounts outstanding under the Direct Loan, meaning that there would be no repayment to the Bonds.



## Voting information



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### Timeline and voting procedure

The Trustee must have received the votes by mail, courier or email to the address indicated below no later than 16:00 CEST on 5 April 2023. Votes received thereafter may be disregarded.

Votes should be sent to the Agent, Intertrust (Sweden) AB:

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

*By mail:*

*Intertrust (Sweden) AB*

*Attn: Kristofer Nivenius, P.O. Box 16285, 103 25 Stockholm*

*By courier:*

*Intertrust (Sweden) AB*

*Attn: Kristofer Nivenius, Sveavägen 9, 10e våningen, 111 57 Stockholm*

*Via e-mail:*

*trustee@intertrustgroup.com*

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### Quorum and majority

#### **Quorum**

Pursuant to clause 16.1.9 of the Terms and Conditions for the Ordinary Bonds and the Premium Bond, respectively, a quorum in respect of this Written Procedure will only exist if Bondholders representing at least fifty (50.00) per cent. of the Adjusted Nominal Amount reply to the Request. Please note that the quorum requirement set out herein applies separately for the Premium Bonds and for the Ordinary Bonds.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the relevant proposal has not been withdrawn. No quorum requirement will apply to such second Written Procedure. A voting form provided at or before 16:00 CEST on 5 April 2023 in respect of the Written Procedure shall also remain valid for any such second Written Procedure.

#### **Majority**

Pursuant to clause 16.1.7 of the Terms and Conditions for the Ordinary Bonds and the Premium Bonds, respectively, at least sixty-six and two-thirds (66 2/3) per cent. of the Adjusted Nominal Amount for which Bondholders reply in this Written Procedure must consent to the Request in order for it to be approved.

Please note that the majority requirement set out herein applies separately for the Premium Bonds and for the Ordinary Bonds.



## Risk factors



*You should carefully consider the risk factors set out below and the other information set out in this Notice before approving the Request. Any of the risks described below could materially and adversely affect the business, financial position or results of operations of the Group and thus the ability of the Company to make payments under the Convertible Bonds and Preference Shares in the Company, if such right to repayment would even arise. In addition, the risks described below are not the only ones faced by the Company and the New Structure involves a number of inherent risks. Additional risks and uncertainties that have not yet been identified or those currently considered immaterial may also affect the Company's business, financial position or results of operations. In each such case, you may lose all or part of your investment in the Convertible Bonds.*

No due diligence has been carried out in connection with the preparation of the offering in relation to the Convertible Bonds or the Company. Given the absence of legal and other form of due diligence, there may exist risks that have not been identified. If any such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the Company's ability to make payments under the Convertible Bonds as well as Preference Shares, if such right to repayment would even arise. Nor has any technical, financial, tax, commercial or environmental due diligence been carried out.

This document illustrates several risk factors both in terms of general risks related to the Group's business activities and material risks related to the Convertible Bonds and the Preference Shares. There may also be other risks not discussed in this document that are not currently known or are not currently considered to be material which may affect the Group's future results, performance and financial position and therefore may affect the Company's ability to meet its obligations under the Convertible Bonds and the Preference Shares, including the ability to complete the Project (as defined below) with profit (or at all). These risk factors are not ranked in order of materiality. Potential investors should carefully consider the information set out in each section of the risk factors and make an independent evaluation before making a decision to participate and become a party to or benefit from the Convertible Bonds and the Preference Shares.

### General risks

#### **The Company is insolvent and may declare bankruptcy**

The Company has endured economic difficulties and problems with the Project (see under "Project risks" below) and has not been able to pay its debts fallen due. In March 2020, the Bonds were issued as a result of a debt restructuring in the Company and no payments (interest or other) have ever been made on the Bonds. The Company is insolvent and the Convertibles structure proposed in this Notice is made in order to avoid bankruptcy. However, there can be no guarantee that the Company will not be declared bankrupt even if the Request is approved by the Bondholders. The Company assess that its current assets, including the assets in the unfinished construction project, will not suffice to cover any part of the Bondholders claim on the Company, neither any claim of any holder of Convertibles.

If the Request is approved, the Bondholders will be allocated Convertibles which entitles them to certain shares of the Net Profit of the Project. However, the Project's profitability cannot be guaranteed and should there be no Net Profit, or should the Project not finish, the holders of Convertibles (or Preference Shares) will not have any claim for payment, and in the event of a bankruptcy, the Convertibles (or Preference Shares) will likely not receive any distribution at all since the Convertibles (or Preference Shares) are subordinated all other obligations of the Company.

#### **No due diligence review has been carried out**

No due diligence review has been carried out in relation to the Company. Consequently, there may be material risks in relation to the Company that have not been identified. If such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds as well as Preference Shares issued after conversion of the Convertible Bonds.

## Risk factors (cont.)



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### Project risks

The Company is part of a group that manages four tenant-owners' associations (Sw. bostadsrättsföreningar), which intend to acquire and construct buildings on the Properties in Lindvallen, Sälen for the granting of tenant-owner's rights (Sw. bostadsrätter) to a total of, according to information from the Company's management, 292 holiday apartments to customers (the "Project"). No amounts will be paid on the Convertibles if the Project does not result in a Net Profit.

The Company has no contractual relationship with the tenant-owners' associations and the control of the majority of the votes in the tenant-owners' associations is not exercised by the Group but by Archiplan AB. Archiplan AB is, is controlled by the same persons that comprise the Company's management. According to the Company's management, the Group intends to sell the Properties to limited liability companies and to transfer the shares in these companies to the tenant-owners' associations. The conditions for such share transfers have not been provided and have thus not been reviewed.

Two of the tenant-owners' associations have entered into construction contracts with Vivid Development AB, reg. no. 559010-3254 for the construction of turnkey apartments (ABT 06) in the first sales phase. According to information from the Company's management, Vivid Development AB has the same beneficial owner as the Company. Vivid Development AB had in turn entered into a construction contract for the construction of the apartments with Splendid Entreprenad AB, reg. no. 559177-7106, on April 26 2021. Splendid Entreprenad AB was declared bankrupt on May 16, 2022. On October 7, 2022, Vivid Development AB therefore entered into a new construction agreement with Hökerum Bygg AB to complete the construction of the Project (see further below under "Construction risks").

The development of the Project is divided into four sale phases. Building permits have been granted for three phases. Applications for building permits for the remaining phase have been submitted to the building committee. The completion of the Project is largely dependent on the ability of the Group to complete the development of the Properties, as well as on other external circumstances, such as the obtaining of building permits and the completion of construction (discussed further below).

Furthermore, the development of the Properties and the completion of the Project, and consequently the realization of the value of the Properties and the Project, requires the obtaining of various permits, including building permits, starting permits, and final notifications for the construction, including necessary permits and financial guarantees for the acceptance of down payments from purchasers. There is a risk that applications and other necessary permits and decisions for the Properties will not be granted as expected or withdrawn. If building permits and/or other necessary permits or decisions are delayed, not granted on the expected terms, or appealed and thus significantly delayed or not be able to be completed at all, the Project may suffer delays or incur additional costs, which may have a material adverse effect on the Group's business.

Moreover, the Company's intention is to better adapt the completion of the Project to market conditions, access to financing and other relevant factors, meaning that there is not set target date for completion that cannot be changed. Consequently, investors in Convertible Bonds may have to wait a significant amount of time for a return, if any, on the Convertible Bonds.

Lastly, the profitability of the Project is dependent on a general ability to dispose the Properties with profit to the tenant-owners' associations. Should it not be possible to dispose the Properties with a profit for any reason, taking into account the costs for the Project, no payments whatsoever will be made to holders of Convertible Bonds or Preference Shares.

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Should any of these risks occur, it could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

## Risk factors (cont.)



### Risks related to the real estate valuation

The valuation of the market price of the Properties upon completion of the Projects is based on the assumption that all planned construction has been completed in accordance with market standards and practices and that there are no latent, environmental or other defects in the Properties. Therefore, the expected future value of the Properties does not correspond to the market value as of the date of issuance of the Convertible Bonds and consequently there is a risk that the stated value of the Properties and the Project will be significantly lower than anticipated and/or that the real property market in Sweden and/or in Sälén will develop negatively, resulting in lower sales and profitability of the Project.

### Risks related to preliminary agreements (Sw. förhandsavtal)

Brf Fjällbäcken 1, Brf Fjällbäcken 2 and Brf Fjällbäcken 3 (the "Tenant-owners' Associations") have entered into several preliminary agreements with buyers for the granting of tenant-owner's rights to apartments in the planned buildings in the Project. In accordance with the preliminary agreements, the Tenant Owners' Associations have received advances from the purchasers. If any of the Tenant-Owners' Associations were to commit a material breach of contract in relation to the preliminary agreements, e.g. by way of delay of the conclusion of tenancy agreement with the buyers, or should the preliminary agreement not fulfil the statutory requirements the buyers may have the right to terminate the preliminary agreements, in which case the respective Tenant-Owners' Association would be obliged to repay the advances for the terminated agreements. The fulfilment of the Tenant-owners' Associations' obligation under the preliminary agreements to let the apartments with tenant-ownership rights and provide access to the completed apartments is mainly dependent on the development of the Project and is subject to the project and construction risks set out in above. The completion of the Project and the apartments have been delayed in relation to what was initially stated in the preliminary agreements, whereby the Tenant-owners' Associations have agreed on a new date for letting and occupancy in supplementary agreements with the purchasers. However, should further delays occur, the purchasers may be entitled to terminate the agreements. If this risk occurs and the preliminary agreements are terminated and the advances are repaid by the Tenant-owners' Associations, it could adversely affect the Group's operations, financial position, income and earnings, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares.

### Construction risk

Construction projects involve certain inherent risks. These risks include construction deficiencies and increased construction costs related to the environmental and geotechnical conditions of the Properties leading to budget overruns. In addition, there is a risk that the construction works are delayed, which may give rise to additional costs for the Project. Following the bankruptcy of Splendid Entreprenad AB, which Vivid Development AB first contracted for the construction of the apartments in the Project, Vivid Development AB has on October 7, 2022 entered into a new construction agreement with Hökerum Bygg AB to complete the completion of the Project. The construction agreement with Hökerum Bygg AB states that Hökerum Bygg AB will not unreservedly be responsible for documents prepared by the previously hired contractor and that Hökerum Bygg AB generally will not be responsible for work performed within the framework of the Project in cases where Hökerum Bygg AB cannot procure the work from the contractor who performed it or can ensure the quality of the work through inspection. There is thus a risk that Vivid Development AB lacks the opportunity to make a claim against Hökerum Bygg AB for the cost and remediation of defects in the construction work performed. The possibilities of receiving compensation for such claims in Splendid Entreprenad AB's bankruptcy are also very limited. If Hökerum Bygg AB is unable to complete the construction work on terms corresponding to the terms of the construction contract with Splendid Entreprenad AB, there is a risk that the Project will be more expensive and thus generate less profit than the Group expects, or that it will generate no profit at all or a loss.

Furthermore, the construction contract between Vivid Development AB and Hökerum Bygg AB is subject to the prime cost principle, entailing that the price for the construction works carried out may vary, and thereby be subject to increased cost of e.g. materials (including raw materials such as metals, wood materials, prefabricated components such as concrete products and liners) and services (including by sub-contractors, installation services providers and other specialist services providers). There is a risk that costs for the Project becomes significantly more expensive, on part of the Group, than originally anticipated as a result of unforeseen price developments.

If one or several of the above described risks occur, the effects may have a material adverse impact on the Group's business, results and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising the Convertible Bonds.

## Risk factors (cont.)



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### Technical risks

Real estate investment and management always involves a technical risk associated with the use of the property, including, but not limited to, construction issues, hidden defects (Sw. dolda fel), damage (including by fire or other natural disasters) and pollution. These types of technical problems can lead to significant unforeseen costs in relation to the Properties. If any of the Properties suffer technical problems in the future, this could significantly increase the costs of such properties, which could have an adverse effect on the Group's business, financial position, results of operations and profits and thereby affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising Convertible Bonds.

### Insurance-related risks

The Company's management states that, to their knowledge, the Group and the Properties are adequately insured, including insurance and guarantees of prepayments under preliminary agreements. However, there is no guarantee that the Group will be able to maintain its insurance coverage on acceptable terms or at all. If the Group is unable to maintain its insurance coverage on acceptable terms or at all, or if future business requirements exceed or fall outside of the Group's insurance coverage, or if the Group's provisions for uninsured costs are insufficient to cover the ultimate costs, there may be an adverse effect on the Company's business (including the financing of its operations), financial position, revenues and earnings and thereby affect the Company's ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Macroeconomic risks

Real estate is an illiquid asset class and real estate transactions take time to complete. The real estate industry is significantly affected by macroeconomic factors such as business cycles, regional economic development, employment levels, production of new homes and premises, changes in infrastructure, population growth, population structure, inflation, interest rates, etc. Market disruptions, particularly in the Nordic real estate market, or negative business cycles in the global market, may affect the demand for the Group's offering of residential and commercial real estate and the ability of buyers to enter into contracts with the Group, which may have a material adverse effect on the Company's business, results of operations and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Disputes

The Company and the Group is currently involved in disputes and have historically been involved in disputes. In addition thereto, given that Splendid Entreprenad AB has been declared bankrupt, Vivid Development AB will most likely have a non-priority claim due to unfulfilled obligations under the construction contract. Splendid Entreprenad AB had provided a security for its obligations under the construction contract, a guarantee commitment from Belstroj AB. However, at this time, Vivid Development AB has not been able to recover any payments from Belstroj AB. If Vivid Development AB does not succeed in recovering the full value of the claims in Splendid Entreprenad AB's bankruptcy or from Belstroj AB, this could have a material adverse effect on the Group's financial position, revenues and earnings. In addition, claims or legal actions may be taken against the Group in the future, which may have significant negative effects on the Group's financial position, operations, revenues, results, performance and market position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Key personnel

The operations of the Company and the Group, as well as the completion of the Project, is dependent on certain key personnel to manage the day-to-day operations. There is a risk that the Group will not succeed in retaining, or hiring new if necessary, relevant management and personnel. Further, the actual costs for retaining and, if necessary, hiring such management and personnel may exceed estimated costs. Such failure to retain, or hire if necessary, management and/or personnel or increased costs for such hiring and retention could adversely affect the business, the income and/or the financial position of the Group and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

## Risk factors (cont.)



### Financing risks

There is a risk that the capital and/or the savings generated from the New Structure and/or the business of the Group and the Company, as well as the potential capital need for the Project is miscalculated and/or not sufficient for the designated operations and completion of the Project, and that additional capital and financing is needed to run the business' day-to-day operations in a properly manner as well as to complete the Project. Currently, the Company and the Group does not generate any revenue. If such capital or financing is not generated or received for the Company and the Group on unfavourable terms it could adversely affect the business, the income and/or the financial position of the Company and the Group, as well as the prospects of completing the Project, and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Tax-related risks

The Company is expected to conduct its business in accordance with its own interpretation of applicable tax rules and applicable requirements and decisions. There is a risk that the Company's and/or its advisors' interpretation and application of laws, regulations, and case law has not been, or in the future will not be, correct or that such laws, regulations and case law will change, possibly with retroactive effect. If such an event were to occur, the Company's tax liabilities could increase, which would have an adverse effect on the Company's results and financial position. Revisions to tax law may, for example, result in the denial of interest deductions, the imposition of additional taxes on the direct or indirect sale of property and/or the forfeiture of tax losses carried forward, which could affect the Company's future results and financial position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

Furthermore, the outstanding amounts under the Company's bond loan will be written down by approximately 99 per cent following the Written Procedure. A write-down of a loan may under certain circumstances constitute taxable revenue under Swedish law. Since the Company is insolvent, the Company assesses that the write-down will be free of tax as part of a private composition. However, the Company does not make a statement or guarantee that the Swedish Tax Agency will make the same assessment and there is consequently a risk that the Swedish Tax Agency may decide that all amounts that are subject to the write-down are taxable and thus subject to income tax, which would for example reduce the, if any, potential Net Profit that may be payable under the Convertibles and the Preference Shares. Furthermore, future payments on the Convertible Bonds or Preference Shares (as applicable) will likely be subject to capital gains taxation.

There are also additional tax risks for the Company and the Group related to the proposal in the Written Procedure concerning the Convertible Bonds. A negative decision from the Swedish tax Agency may lead to adverse negative consequences for the Company and may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

In addition, potential holders of Convertible Bonds and Preference Shares not domiciled in Sweden may be subject to Swedish withholding tax on proceeds payable under such instruments, which may have tax implications for these holders. Moreover, each holder should carefully analyse its own tax exposure and tax consequences as a result of its holdings of the current bonds of the Company and the conversion to Convertible Bonds and Preference Shares.

## Risk factors (cont.)



### Risks related to subordination

Other Group companies have raised financing through loans. For example, the Company's subsidiary Borg Finans AB, has raised a maximum SEK 250,000,000 secured direct loan (the "Loan"), under which an amount of approximately SEK 234,000,000 is currently outstanding. In the event of insolvency, liquidation or a similar event relating to any of the Company's subsidiaries, the creditor under the Loan would be entitled to payment in full out of the assets of such subsidiary before the Company, as a shareholder, would be entitled to any payments. The Company makes the assessment that the current assets within the Project and the Group will not suffice to repay the direct loan in the event of a default situation.

The Convertible Bonds are structurally subordinated to the Direct Loan and also subordinated to the Company's and the Group's other current and future potential liabilities. There is a risk that the Company and its assets would not be protected from actions by other creditors, whether under bankruptcy law, by contract or otherwise. In addition, defaults by, or the insolvency of, certain subsidiaries of the Group may result in the obligation of the Group to make payments under financial or performance guarantees in respect of such companies' obligations or the occurrence of cross defaults on certain borrowings of the Group. This may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds. In the event of insolvency of the Company and/or the Group, the Convertible Bonds and the Preference Shares would likely not receive any distribution at all.

### Risks related to the Convertible Bonds

#### No preferential rights between different series of Convertible bonds

As of the date of this written procedure, certain bonds (SE0014111431, SE0014111449 and NO0010877426) have better preferential rights than the other series of the Company's bonds. The right means preferential rights to receive funds from the Company's assets in the event of, for example, the Company's bankruptcy. Such priority regarding preferential rights will no longer apply on the Convertible Bonds or Preference Shares issued by exercising Convertible Bonds. This means that all holders of Convertible Bonds as well as Preference Shares will have the same rights in connection with e.g. a bankruptcy of the Company. This may affect the holders of bonds with ISIN SE0014111431, SE0014111449 and NO0010877426 in the event of e.g. a bankruptcy, affect their potential return after a bankruptcy has been concluded.

#### Technical risks relating to the securities and security depositories

The Convertible Bonds will constitute Swedish debt instruments and will be issued in series of both SE-ISIN and NO-ISIN. The SE-ISIN Convertible Bonds will be affiliated via Euroclear Sweden AB (Euroclear) and the NO-ISIN Convertible Bonds will be affiliated via Verdipapirscentralen ASA (VPS).

Any Preference Shares issued by exercising the Convertible Bonds will be affiliated with the Company's share register kept by Euroclear. Hence, any holder of Convertible Bonds who wish to exercise the conversion rights of the Conversion Bonds needs to ensure that it has a securities account or a securities depository account with a bank that is connected to Euroclear, i.e. an account that is able to hold Swedish shares that are affiliated with Euroclear. Any holder of Convertible Bonds who wishes to exercise the conversion right but does not currently have an account that is able to hold Swedish shares that are affiliated with Euroclear Sweden AB, will need to open a securities account or a securities depository account with a bank that is connected to Euroclear.

As several jurisdictions will be involved, with rules and regulations that are constantly changing and developing, there can be no guarantee that the technical requirements of the security depositories always will be compliant with the terms and conditions of the Convertible Bonds.

The considerations described above could inter alia affect the possibility to successfully effect conversion from Convertible Bonds to Preference Shares as well as other items that may affect the possibility to e.g. request conversion of the Convertible Bonds. Should any of these effects occur, it may have an adverse effect on an investor's possibility to effectively exercise its rights under the Convertible Bonds as well as any Preference Shares that are issued by exercising the Convertible Bonds.

## Risk factors (cont.)



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### Liquidity risks of the Convertible Bonds and Preference Shares

The investor's ability to transfer the Convertible Bond, or any Preference Shares issued by exercising the Convertible Bonds, to another investor may be limited by the absence of an active trading market and there can be no assurance that an active trading market will develop or, if developed, be maintained in respect of such securities. If an active market is not developed or maintained, the price and liquidity of the Convertible Bonds and Preference Shares may be adversely affected. As a result, it may be difficult or impossible to sell the rights under the Convertible Bonds and Preference Shares (at all or on acceptable terms). The lack of liquidity may have a negative impact on the market value of the Convertible Bonds and Preference Shares. Furthermore, the nominal value of the Convertible Bonds cannot be compared indicatively to the market price of the Convertible Bonds.

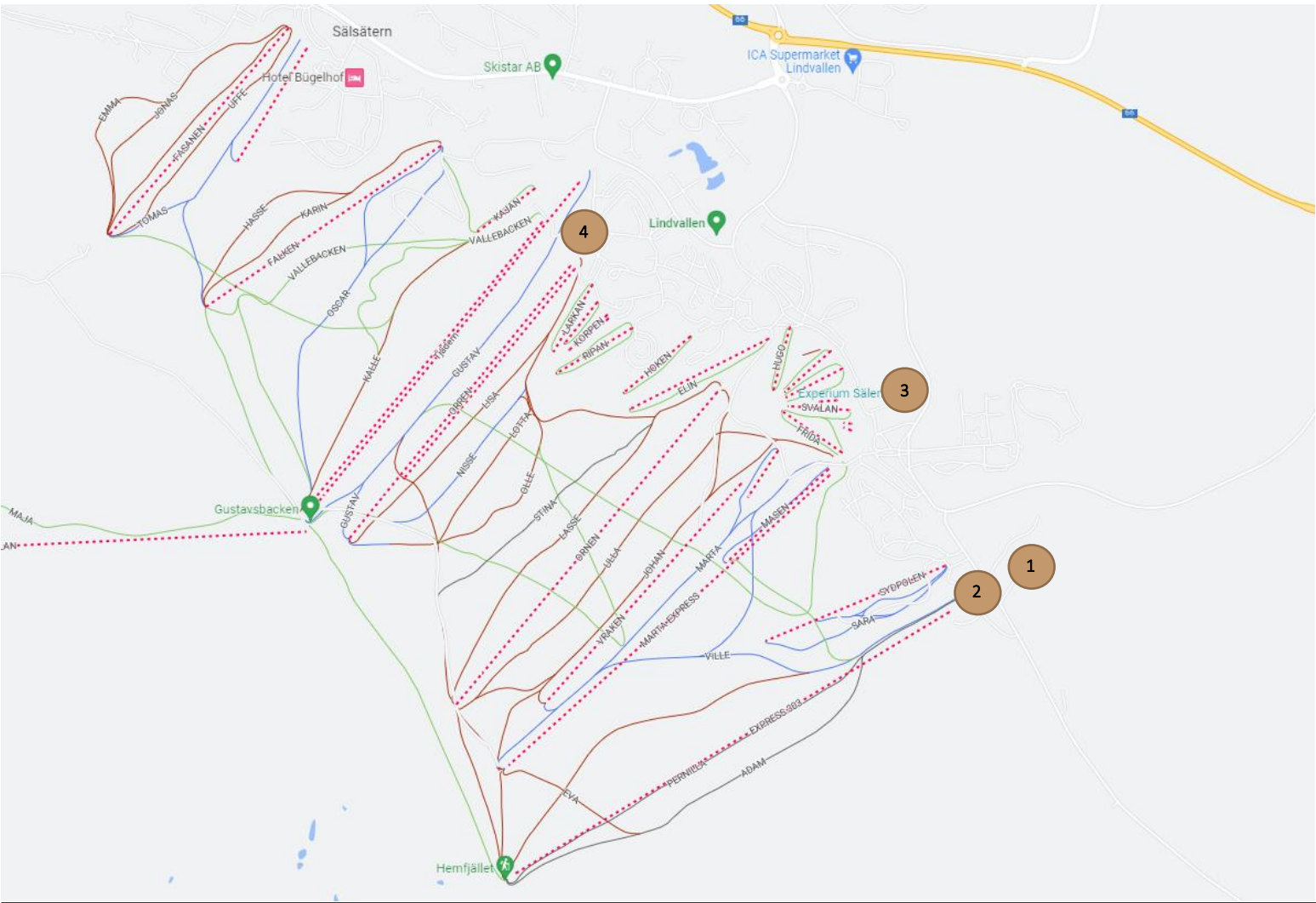
### Currency risks

The nominal amount under the Convertible Bonds as well as any payments relating to the completion of the Project will be denominated in SEK. If the Investors measure their investment return by reference to a currency other than SEK, an investment in the Convertible Bonds will involve foreign currency-related risks due to, among other things, imminent significant changes in the value of SEK in terms of the currency against which the Investors measure the return on their investments. This may result in a reduction of the effective return on the Convertible Bonds and may lead to a loss for the Investors when the return on the Convertible Bonds is converted into the currency through which the Investors measure the return on their investments. As a result, there is a risk that the Investors may receive less interest or capital than expected.

### Risks related to limited influence of the holders of Convertibles and Preference Shares

The Convertibles will not have any voting rights in the Company or other way of asserting influence over the Company's affairs. If the Convertibles are converted to Preference Shares, such Preference Shares will entitle to the rights associated with such shares under the Swedish Companies Act and the articles of association of the Company. The Preference Shares will entitle to one (1) vote each at general meetings of the Company and the ordinary shares will entitle to ten (10) votes per share at general meetings of the Company. It is estimated that, on a fully converted basis, the Preference Shares would amount to approximately 42% of the capital and approximately 7% of the votes in the Company. Consequently, it is estimated that, on a fully converted basis, the ordinary shares would entitle to approximately 58% of the capital and approximately 93% of the votes. All ordinary shares in the Company are currently held indirectly by two private individuals with a family relation. These persons consequently now have, and will on a fully converted basis, have a controlling interest in the Company. These persons will thus be able to exercise significant influence over the Company and substantial control over matters voted on by the Company's shareholders. The ability of the Preference Shares to exercise influence in the Company through their voting rights, if converted from Convertibles, is thus limited. There is a risk that these controlling shareholders will exercise their voting rights in a manner which is not in accordance with the interests of the holders of Preference Shares, which would adversely affect the holders of Preference Shares.

# The project – location in Lindvallen



- 1 Project Fjällbäcken
- 2 Söderåstorget
- 3 Experiumtorget
- 4 Gustavtorget





## Destination Sälen



### Skistar in Sälen

- Skistar, which operates the ski system in Lindvallen and Sälen, has during the autumn presented its future plans for the area, which include more lifts and slopes
- It is also planned to capacity- and wind-proof the lift and slope area
- The plans include the area directly adjacent to Söderåsen and Fjällbäcken, which is very positive for the project
- Skistar's film about "Sälen 2030" where they explain several of their future plans for the area can be found on their Youtube channel or on the link in the footnote <sup>1</sup>
- Skistar is also planning for continued development of their range of summer activities to further strengthen the destination
- Skistar's plans for Sälen and Lindvallen can be read on their website: <https://www.skistar.com/sv/corporate/om-skistar/skistar-2030/>



Image from Skistar's Youtube, project Fjällbäcken is in close proximity to Söderåsen, which is under the lower left part of the picture.

<sup>1</sup> Skistar.se & <https://www.youtube.com/watch?v=4bCqMgfasDo>

## Destination Sälen



### Sälen in brief

- Sälen is one of Sweden's most visited destinations
- Sälen offers a broad spectrum of activities, both in the winter and summer season
- In the winter, skiing and cross-country is the dominating activity and, in the summer, it is cycling and hiking
- Sälen is profiling as a destination for 365 days per year and is in continuous development to develop their summer and winter activities to be a competitive destination for tourists
- There are several companies that are putting efforts into Sälen, among these are restaurants, transportation- and service companies, building companies, tourist- and event companies
- The largest employer in Sälen, Skistar, is also expanding its business and keeps developing its business in the region
- Skistar owns and operates most of the slopes in Sälen. They also own and operate vacation homes and apartments for rent
- There have been several firms that have been active in building projects in Sälen, among others has PEAB and Skistar



### Sälen in numbers

- 126 lifts
- 186 slopes
- More than 2,2 million skiing days
- 250 km long distance track for skiing
- 550 km of hiking and biking trails
- 55 000 commercial beds
- Over 5 million guest nights
- 75 restaurants
- 8 White Guide restaurants
- 1 airport



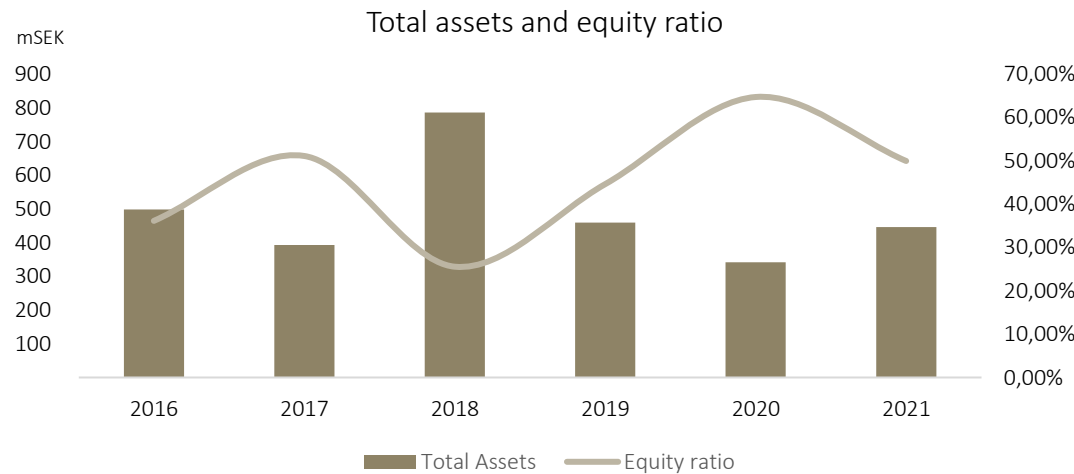
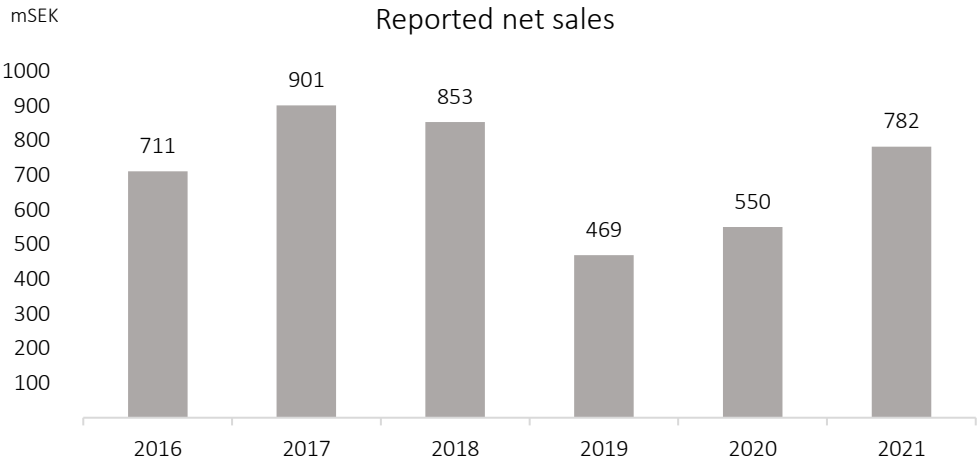
# Partners



## Hökerum Bygg AB - Contractor



- Hökerum Bygg AB is a part of Familjen Ståhl Invest i Ulricehamn AB, which is owned by Fredrik Ståhl
- Hökerum is signed as the general contractor for the Fjällbäcken project in stages 1 – 3
- The construction is ongoing and in Nov-Dec 2022 preparatory ground work and the casting of base plates was carried out
- Hökerum has extensive experience in developing successful projects in several places around Sweden
- Hökerum has a major focus on ESG and sustainability, which will be reflected in project Fjällbäcken
- Hökerum is a financially strong company and for 2021 the company had approx. SEK 450m in total assets and an equity ratio of approx. 50 %
- Hökerum has for the latest years been growing the reported net sales, and for 2021 the reported net sales were approx. SEK 782m



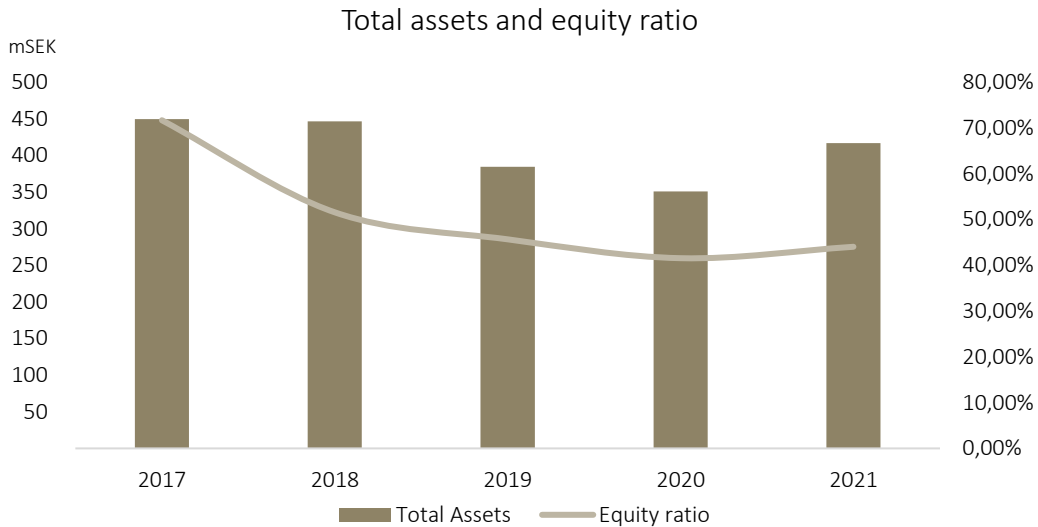
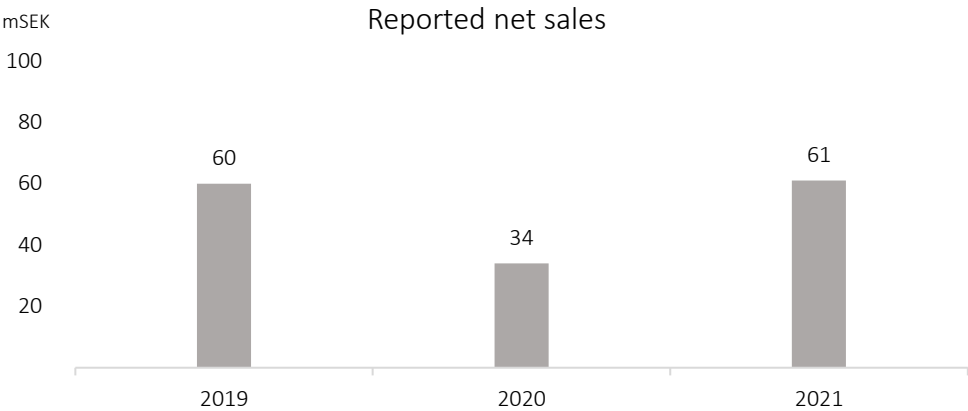
# Partners



Grundingen Fastighets AB – Project manager

## GRUNDINGEN

- Grundingen Fastighets AB is a Gothenburg-based real estate developer with strong ownership and good finances
- Grundingen acts as project manager for project Fjällbäcken and has a close relationship with Hökerum from previous and ongoing projects in its own portfolio
- Grundingen has broad experience in project development with several ongoing projects in e.g. Gothenburg, Norrköping and Stockholm
- Grundingen contributes with expertise and will lead the project together with Hökerum as contractor and Vivid as client





## Selection of images from the Fjällbäcken project (renderings)





## Selection of images from ongoing construction at project Fjällbäcken





Selection of images from ongoing construction at project Fjällbäcken







# Investerarpresentation

Columbidæ Properties Holding AB (publ)

Skriftligt Förfarande

Mars 2023

Strikt konfidentiellt



# Disclaimer



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## Aktualitet

Detta dokument är daterat den 17 mars 2023. Bolaget och dess representanter samt rådgivare kan inte garantera att det inte har skett ändringar i Koncernens verksamhet sedan detta datum och ingen av Bolaget och dess representanter samt rådgivare åtar sig att granska, bekräfta, uppdatera eller korrigera någon information i detta dokument. Detta dokument kan emellertid ändras, kompletteras eller korrigeras utan särskilt meddelande därom.

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- 4. Kommentarer från ledningen
- 5. Sammanfattning
- 6. Bakgrund
- 8. Nuvarande status
- 9. Vägen framåt
- 11. Tidsplan
- 12. Förslaget
- 13. Röstningsinformation
- 14. Riskfaktorer
- 21. Appendix



## Kommentarer från ledningen



Kära Investerarare,

Hårt arbete har gett resultat och vi har nu återupptagit byggnationen i projekt Fjällbäcken. Vi har inte bara kontrakterat en stark byggentreprenör utan också stärkt projektorganisationen genom strategiska samarbeten för att öka driftsäkerheten.

Hökerum Bygg AB har kontrakterats som byggentreprenör för projektet och har under slutet av 2022 påbörjat arbetet med gjutning av plattor för ytterligare byggnader. Hökerum är ett välrenommerat byggbolag med ett starkt track record och solid balansräkning. Mer information om Hökerum, deras ledning samt tidigare projekt finner ni på deras hemsida: <https://www.hokerumbygg.se/>

Grundingen Fastighets AB agerar projektledare för projekt Fjällbäcken. Grundingen har god erfarenhet av projektutveckling och har flertalet pågående projekt i bl.a. Göteborg, Norrköping och Stockholm. Mer information om Grundingen, deras ledning samt projekt finner ni på deras hemsida: <https://grundingen.com/>

Även om byggnationen nu pågår för fullt är projektet kraftigt försenat, främst beroende på att den tidigare byggentreprenören gick i konkurs. Mot bakgrund av att projekt Fjällbäcken inte är färdigställt behöver vi besluta oss om en ny väg framåt. Vi föreslår en konvertering till preferensaktier, vilket vi bedömer skapar bäst förutsättningar för projektets färdigställande. Det innebär även en möjlighet för obligationsinnehavarna att ta del av vinsterna, enligt föreslagna preferensvillkor.

Vi ser nu ljus på framtiden för projektet och det är inspirerande att byggnationen är igång igen. Mycket glädjande för både projekt Fjällbäcken och alla lägenhetsköpare är också Skistars nyligen presenterade framtidsplaner för Sälen. Satsningar och utbyggnader ligger med fokus på Lindvallen och i synnerhet området kring Söderåstorget som vetter mot Fjällbäcken.

Vi tackar för Ert tålamod under denna processen och vill spegla detta med ett förslag där även Ni har en vinstdelningsmekanism efter att Ni återfått Ert investerade kapital jämte ränta. Detta gör att vi har samma gemensamma målsättning med projektet och vi ber Er därav ödmjukast att godkänna detta förslag.

Med vänliga hälsningar

Lisa Grahm Borg & Håkan Borg



**Lisa Grahm Borg**  
Ägare



**Håkan Borg**  
Ägare



Sammanfattning

I mars 2020 genomfördes en omstrukturering av Bolagets utestående obligationer genom konvertering till en ny Obligationsemission i Gemma Properties Holding AB, sedan dess namnändrat till Columbidae Properties Holding AB ("**Bolaget**", eller koncernen "**Vivid**").

Ägarna tillförde Koncernen i samband med detta bostadsrättsprojektet Fjällbäcken i syfte att skapa återbetalningsförmåga till Obligationerna. Efter färdigställande av projektet skulle vinsterna delas ut till Emittenten, för att i sin tur återbetala Obligationerna.

I maj 2022 drabbas dock projektet av ett stort bakslag då byggentreprenören försattes i konkurs, med kraftiga förseningar som följd. Vivid har nu kontrakterat en ny byggentreprenör, uppdaterat tidsplaner och har per november 2022 återupptagit byggnationen.

Mot bakgrund av förseningarna och att projektet behöver färdigställas i sin helhet för att skapa återbetalningsförmåga föreslår Bolaget en konvertering av Obligationerna till Konvertibler.

Den föreslagna justeringen av kapitalstrukturen ger projektet;

- Möjlighet till traditionellt byggnadskreditiv
- Minskade finansieringskostnader och ökad projektvinst
- Ökad sannolikhet för full återbetalning och vinstdelning därutöver



Förslaget i korthet (Se Notice of Written Procedure för fullständiga villkor)

Obligationssinnehavarna ombeds härmed att godkänna följande ("Förslaget"):

Att det nominella beloppet för Obligationerna, inkl upplupen ränta, skrivs ner med 99% respektive 98,9%\* (eller ett belopp motsvarande ca SEK 356 502 680). Att Obligationerna kvittas mot Konvertibler emitterade av Bolaget (Konvertiblerna kan därefter konverteras till Preferensaktier med samma ekonomiska rättigheter). (Ex. Om en investerares nominella belopp, inkl upplupen ränta, är SEK 100 000 erhåller investeraren 1 000 Konvertibler 1 100 om Premiumobligationer).

I samband med färdigställande och avyttrande av projekt Fjällbäcken berättigar Konvertiblerna och eventuella Preferensaktier till

- a) 90% av nettovinsten för projekt Fjällbäcken (efter kostnader, skatt och full återbetalning av Direktlånet) upp till totalt SEK 400 000 000 och
- b) 25% av nettovinsten i Projekt Fjällbäcken (efter kostnader, skatt och full återbetalning av Direktlånet) avseende eventuellt belopp som överstiger SEK 400 000 000

*\* Nedskrivningen av obligationer med ISIN SE0014111431 (EUR), NO0010877426 (NOK) och SE0014111449 (SEK) ("Premiumobligationerna") är 0,1% mindre än nedskrivningen av övriga obligationer, vilket resulterar i att varje Premiumobligation kommer att tilldelas 10% mer konvertibler i förhållande till dess nuvarande nominella belopp, inkl. upplupen ränta, än övriga obligationer. Premien utgår som kompensation för att Premiumobligationerna förlorar sin prioritet över övriga obligationer i föreslagen konvertibelstruktur.*

Potentiella utfall vid olika scenarier

	Låg <sup>1</sup>	Medel <sup>2</sup>	Hög <sup>3</sup>
Inflöde	1.097.769.586	1.128.821.500	1.309.865.395
Utflyde	-885.760.720	-826.685.920	-779.380.699
Marginal	212.008.866	302.135.580	530.484.696
Återbetalning till investerare	190.807.979	271.922.022	392.621.174

<sup>1</sup> Scenario Låg baseras på att försäljningspris enligt sida 8 samt med aktuella byggpriser i den pågående byggnationen. <sup>2</sup> Scenario Medel är baserat på att försäljningspriset ökar till 75 000 kr per kvm inkl. föreningslån för etapp 4, att byggkostnaden sjunker med 2000 kr per kvm från och med etapp 2 samt minskade finansieringskostnader. <sup>3</sup> Scenario Hög är baserat på att försäljningspriset ökar till 94 500 kr per kvm inkl. föreningslån för halva etapp 3 och hela etapp 4, att byggkostnaden sjunker med 4000 kr per kvm från och med etapp 2 och med 6000 per kvm för halva etapp 3 och hela etapp 4 samt minskade finansieringskostnader.

## Bakgrund



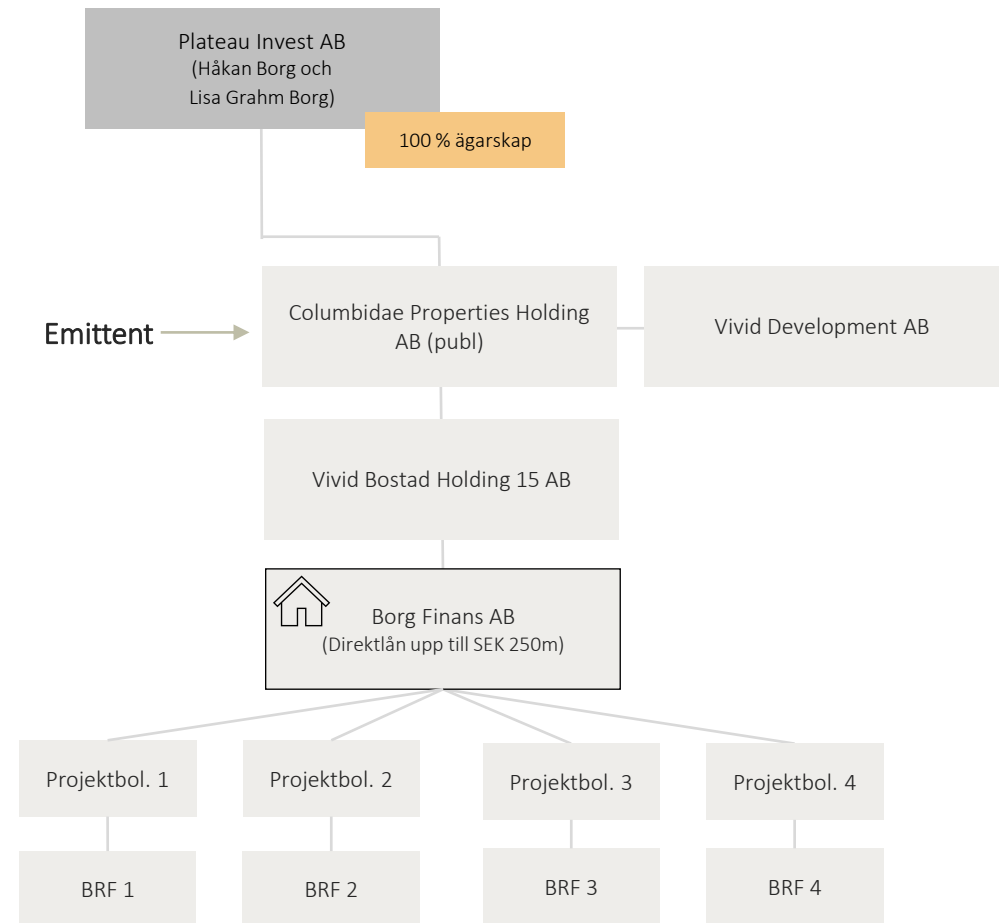
### Omstrukturering

- I mars 2020 genomfördes en omstrukturering av Bolagets utestående finansieringar. De tidigare obligationsemissionerna till Gemma Utveckling 2016 AB, Gemma Utveckling 2017 AB och Gemma Properties Holding AB konverterades in till en ny obligationsemission i Gemma Properties Holding AB, sedan dess namnändrat till Columbidæ Properties Holding AB.
- Ägarna tillförde Koncernen i samband med detta bostadsrättsprojektet Fjällbäcken i syfte att skapa återbetalningsförmåga till obligationerna. Efter färdigställande av projektet skulle vinsterna delas ut till Emittenten, för att i sin tur återbetala obligationerna.
- Projektet omfattar totalt ca 292 lägenheter och avses genomföras i fyra etapper, där respektive etapp blir en bostadsrättsförening. Marken är uppdelad i 39 tomter, där avsikten är att bygga 38 flerbostadshus (ett per tomt) samt en gemensam pool och padelbana.

### Finansiering

- I samband med omstruktureringen tog Vivid upp ett lån om SEK 62,2m (s.k. "SSF") i syfte att refinansiera krediter, tillträda vissa tomter i Fjällbäcken samt finansiera den initiala utvecklingen av projektet. I enlighet med ursprunglig plan har SSF:en återbetalats genom försäljning av tomter i Tandådalen.
- I augusti 2021 godkände obligationsinnehavarna genom ett Skriftligt Förfarande att intäkterna från försäljningen av tomter i Högmora ("Högmorafastigheterna") fick användas till att finansiera fortsatt utveckling och byggnation i projekt Fjällbäcken.
- Vivid tecknade även avtal om byggnadskreditiv med Kreditfonden och genomförde initiala avrop för att finansiera ytterligare förvärv av tomter samt vidare byggnation i projekt Fjällbäcken.
- Byggnadskreditivet har sedermera ersatts av ett Direktlån med en ram upp till SEK 250m som tillsammans med försäljningsintäkterna gör etapperna 1 – 3 fullfinansierade.

### Koncernstruktur





## Bakgrund



### Byggnation

- Vivid tecknade ett totalentreprenadavtal med Splendid Entreprenad AB. Byggbolaget mötte den prisbild och tidsplan som finansieringen tillät. Avtalet var tecknat med fastpris vilket gav god förutsägbarhet för projektet.
- Byggnationen påbörjades med omfattande markarbete och efterföljande gjutning av bottenplattor för de första husen i etapp 1. Stommar levereras och de två första flerbostadshusen byggs upp.
- I maj 2022 drabbas dock projektet av ett stort bakslag då Splendid Entreprenad AB försätts i konkurs.
- Följderna av konkursen blir främst kraftiga förseningar, att fordringar blir låsta och att avtalad tidsplan med lägenhetsköpare löper ut.

### Nya avtal

- Vivid inledde snabbt arbetet med att kontraktera ett nytt byggbolag för projektet. Redan i augusti 2022 var ett nytt totalentreprenadavtal signerat och valet föll på Hökerum Bygg AB.
- Hökerum Bygg AB är ett finansiellt starkt och välrenommerat byggbolag (se mer info om Hökerum Bygg på sid 24 i Investerarpresentationen).
- I syfte att stärka upp styrning och uppföljning av projektet har Vivid även kontrakterat Grundingen Fastighets AB som projektledare för projekt Fjällbäcken.
- Grundingen har god erfarenhet av projektutveckling och etablerat samarbete med Hökerum Bygg i flera andra pågående projekt i egen portfölj (se mer info om Grundingen på sid 21 i Investerarpresentationen).



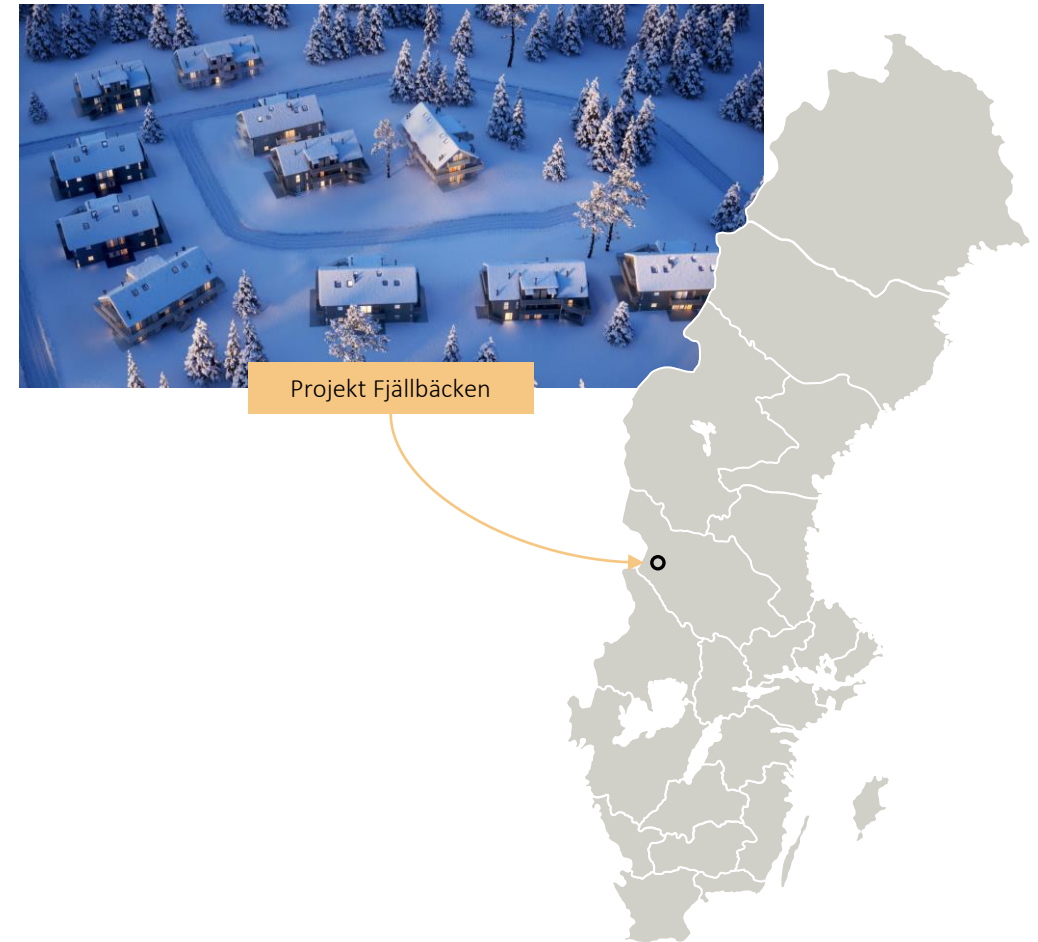
## Nuvarande status

### Projektet i korthet

- Hökerum Bygg har tillsammans med Grundingen och Vivid uppdaterat kalkyler och tidsplaner. Underentreprenörer är upphandlade och byggnationen återupptogs i November 2022 med markarbete och gjutning av nya plattor.
- Stommar har rests för ytterligare två flerbostadshus, samtidigt som de två första husen färdigställs och plattor gjuts för efterföljande hus.
- Kapitalresningen till Direktlånet om upp till SEK 250m håller på att avslutas och tillsammans med försäljningsintäkterna är etapperna 1 – 3 därmed fullfinansierade. I takt med att etapperna färdigställs och slutbetalas kommer intäkterna användas till fortsatt utveckling och byggnation på efterföljande etapper, vilket gör att ingen ytterligare finansiering behövs.
- Tilläggsavtal är signerade med de tidigare lägenhetsköparna vilket innebär att förhandsavtalen är bindande med uppdaterade och nu gällande tidsplaner. Nya lägenheter säljs också löpanden och förnärvarande har ca 147 lägenheter sålts.

Etapp	Antal lägenheter	Ca antal kvm per etapp	Medelförsäljningspris per kvm <sup>1</sup>	Sålda	Första tillträde
1	56	3 617	61 820 SEK	91 %	H2 2023
2	68	3 462	65 156 SEK	85 %	H1 2024
3	94	4 965	66 578 SEK	40 %	H1 2024
4	74	3 687	n/a	n/a	TBD
<i>Totalt</i>	<i>292</i>	<i>15 731</i>			

<sup>1</sup> Inklusive föreningslån.



### Läget

- Förnärvarande pågår byggnation i etapp 1 och etapp 2 startas upp i närtid. Arbetet med Hökerum Bygg och Grundingen fungerar mycket bra, med ett gemensamt mål om att skapa lägenheter av högsta kvalitet i ett av svenska fjällens kanske mest attraktiva lägen.
- Sedan projektet påbörjades har områden tagit stora kliv i attraktivitet, från en redan hög nivå, i och med Skistars satsningar i Sälen. Satsningar och utbyggnader ligger med fokus på Lindvallen och i synnerhet området kring Söderåstorget som vetter mot Fjällbäcken.
- Skistar planerar för nya liftar och nedfarter, samt utökat utbud av sommaraktiviteter för att göra Sälen till mer av en året runt-destination (se mer info om satsningarna på sid 18 i Investerarpresentationen).

### Försäljning

- Svenska fjällen växer sig starkare och intresset för fritidsbostäder på de stora skidorterna har ökat kraftigt över de senaste åren, vilket också speglats i prisutvecklingen.
- Genom tilläggsavtalen och den senaste nyförsäljningen har intäkterna i princip säkrats för etapp 1 och etapp 2. I tillägg har snart ca hälften av lägenheterna sålts i etapp 3.
- Även om prisutvecklingen varit positiv bedömer Vivid att det fortsatt finns stor potential i prisutvecklingen pga att rådande omvärldsläge gjort marknaden mer avvaktande.
- Att halva etapp 3 och hela etapp 4 kvarstår att sälja ser därför Vivid närmast som en styrka då det ger möjlighet att ev. öka försäljningsintäkterna och vinsterna för den senare delen av projektet.



### Strategi

- Planen är att strategiskt släppa mindre etapper av lägenheter, vältajmat när marknaden är som starkast. Syftet är att begränsa utbudet och därigenom kunna hålla uppe prisnivåerna.
- Prisnivåerna för både byggnation och material bedömer Vivid har en nedåtgående trend. Entreprenadavtalet är skrivet med rörligt pris vilket gör att vinster kan göras genom minskade kostnader.
- Att arbeta metodiskt och inte forcera projektet innebär stora möjligheter på både kostnads- och intäktsidan.



Konvertering

- Vivid föreslår en konvertering av den utestående obligationsskulden, inklusive ackumulerad ränta, per den 19 mars 2023 (motsvarande SEK 360 103 717,5 till konvertibler. Konvertiblerna kan på begäran av innehavaren av sådana instrument konverteras till preferensaktier i Emittenten.
- Konvertiblerna och preferensaktierna är tillsammans, vid Fjällbäckens slutförande, berättigade till:
  - (i) 90 % av nettovinsten från projektet Fjällbäcken, upp till ett belopp på SEK 360m (dvs. upp till en nettovinst på SEK 400m); och
  - (ii) 25 % av Nettovinsten från Fjällbäckenprojektet överstigande SEK 400m.

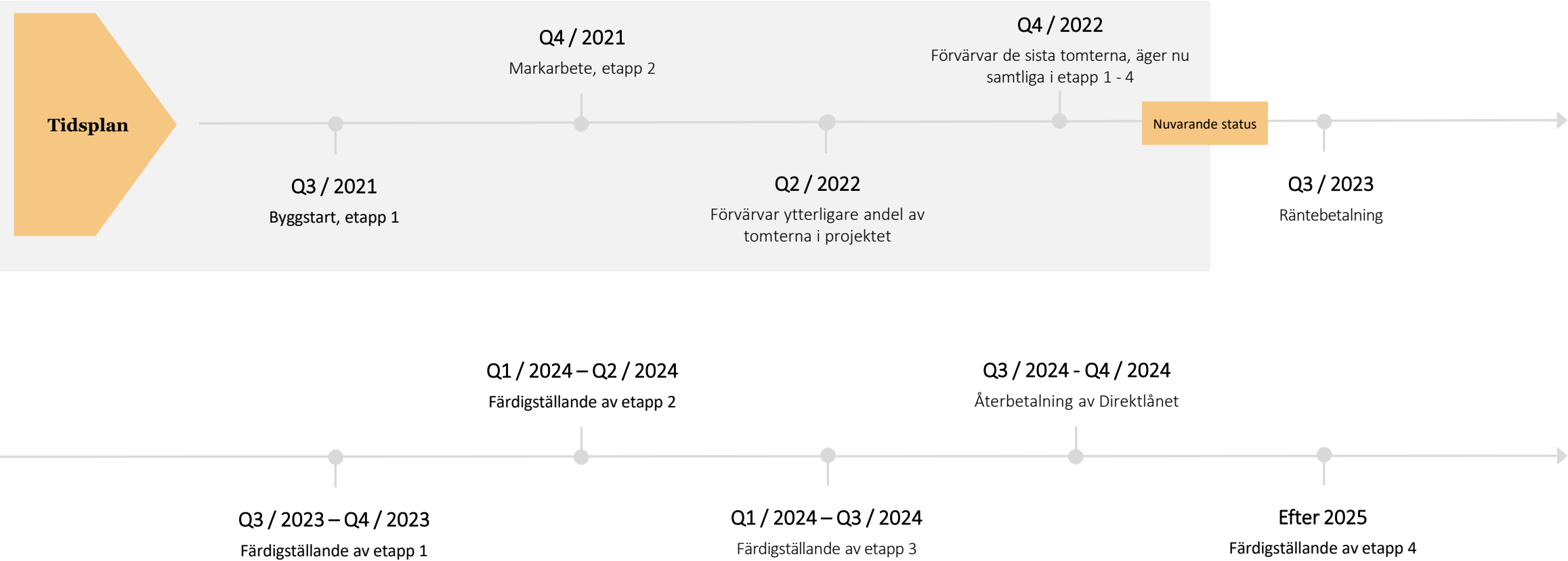
Potentiella utfall vid olika scenarier

	Låg <sup>1</sup>	Medel <sup>2</sup>	Hög <sup>3</sup>
Inflöde	1.097.769.586	1.128.821.500	1.309.865.395
Utflöde	-885.760.720	-826.685.920	-779.380.699
Marginal	212.008.866	302.135.580	530.484.696
Återbetalning till investerare	190.807.979	271.922.022	392.621.174

- Vid scenario Låg och Medel erhåller investerarna 90 % av marginalen
- Vid scenario Hög erhåller investerarna 360m (ackumulerad obligationsskuld per 2023-03-19) samt 25 % av överskjutande vinst



<sup>1</sup> Scenario Låg baseras på att försäljningspris enligt sida 8 samt med aktuella byggpriser i den pågående byggnationen. <sup>2</sup> Scenario Medel är baserat på att försäljningspriset ökar till 75 000 kr per kvm inkl. föreningslån för etapp 4, att byggkostnaden sjunker med 2000 kr per kvm från och med etapp 2 samt minskade finansieringskostnader. <sup>3</sup> Scenario Hög är baserat på att försäljningspriset ökar till 94 500 kr per kvm inkl. föreningslån för halva etapp 3 och hela etapp 4, att byggkostnaden sjunker med 4000 kr per kvm från och med etapp 2 och med 6000 per kvm för halva etapp 3 och hela etapp 4 samt minskade finansieringskostnader.



### Förslaget i korthet (Se Notice of Written Procedure för fullständiga villkor)

Obligationsinnehavarna ombeds härmed att godkänna följande ("Förslaget"):

Att det nominella beloppet för Obligationerna, inkl upplupen ränta, skrivs ner med 99% respektive 98,9%\* (eller ett belopp motsvarande ca SEK 356 502 680). Att Obligationerna kvittas mot Konvertibler emitterade av Bolaget (Konvertiblerna kan därefter konverteras till Preferensaktier med samma ekonomiska rättigheter). (Ex. Om en investerares nominella belopp, inkl upplupen ränta, är SEK 100 000 erhåller investeraren 1 000 Konvertibler 1 100 om Premiumobligationer).

I samband med färdigställande och avyttrande av projekt Fjällbäcken berättigar Konvertiblerna och eventuella Preferensaktier till

- 90% av nettovinsten för projekt Fjällbäcken (efter kostnader, skatt och full återbetalning av Direktlånet) upp till totalt SEK 400 000 000 och
- 25% av nettovinsten i Projekt Fjällbäcken (efter kostnader, skatt och full återbetalning av Direktlånet) avseende eventuellt belopp som överstiger SEK 400 000 000

*\* Nedskrivningen av obligationer med ISIN SE0014111431 (EUR), NO0010877426 (NOK) och SE0014111449 (SEK) ("Premiumobligationerna") är 0,1% mindre än nedskrivningen av övriga obligationer, vilket resulterar i att varje Premiumobligation kommer att tilldelas 10% mer konvertibler i förhållande till dess nuvarande nominella belopp, inkl. upplupen ränta, än övriga obligationer. Premien utgår som kompensation för att Premiumobligationerna förlorar sin prioritet över övriga obligationer i föreslagen konvertibelstruktur.*

### Konsekvens av att inte godta förslaget

- Eftersom Vivid inte har tillräckliga medel för att återbetala Obligationerna vid tillämpliga förfallodagar (är 19 respektive 24 mars 2023), skulle Bolaget försättas i konkurs om Obligationerna påskyndas mot betalning.
- Vid en konkurs kommer Direktlånet på upp till SEK 250m som finansierar utveckling och byggnation i Fjällbäckenprojektet att prioriteras framför Obligationerna då Obligationerna är strukturellt efterställda i förhållande till Direktlånet (se under riskfaktorn "Risks related to subordination" nedan) och Direktlånet är säkrat genom inteckningar i pantbrev i Projektfastigheterna.
- Per den 19 mars 2023 anses Bolagets värde vara lägre än de utestående beloppen under Direktlånet, vilket innebär att det inte skulle ske någon återbetalning till Obligationerna



### Tidslinje och röstningsförfarande

Agenten måste till adressen som anges nedan ha mottagit rösterna per post, ombud eller e-post senast klockan 16.00 (CEST) den 5 april 2023. Röster som mottages därefter kommer ej att beaktas.

Röster ska skickas till Agenten, Intertrust (Sweden) AB:

#### **Adress för att skicka svar**

*Genom post:*

*Intertrust (Sweden) AB*

*Attn: Kristofer Nivenius, P.O. Box 16285, 103 25 Stockholm*

*Genom ombud:*

*Intertrust (Sweden) AB*

*Attn: Kristofer Nivenius, Sveavägen 9, 10e våningen, 111 57 Stockholm*

*Via e-mail:*

*trustee@intertrustgroup.com*

### Kvorum och majoritet

I enlighet med Klausul 16.1.9 i villkoren för Obligationerna kommer ett kvorum avseende det Skriftliga Förfarandet endast att föreligga om en Obligationsinnehavare (eller flera Obligationsinnehavare) som representerar minst femtio (50) procent av det Justerade Nominella Beloppet (Adjusted Nominal Amount) svarar på Förslaget.

Om kvorum inte föreligger ska ombudet inleda ett andra Skriftligt Förfarande, förutsatt att Emittenten inte har dragit tillbaka det aktuella Förslaget. Inget krav på kvorum kommer att gälla för ett sådant andra Skriftligt Förfarande. Röstningsblanketter som tillhandahålls senast kl. 16.00 (CEST) den 5 april 2023 avseende det Skriftliga Förfarandet ska även förbli giltiga för ett efterföljande andra Skriftligt Förfarande.

Minst sextiosex och två tredjedelar (66 2/3) procent av det Justerade Nominella Beloppet som Obligationsinnehavarna svarar för i det Skriftliga Förfarandet måste enligt Klausul 16.1.7 samtycka till Förslaget för att det ska godkännas.

*You should carefully consider the risk factors set out below and the other information set out in this Notice before approving the Request. Any of the risks described below could materially and adversely affect the business, financial position or results of operations of the Group and thus the ability of the Company to make payments under the Convertible Bonds and Preference Shares in the Company, if such right to repayment would even arise. In addition, the risks described below are not the only ones faced by the Company and the New Structure involves a number of inherent risks. Additional risks and uncertainties that have not yet been identified or those currently considered immaterial may also affect the Company's business, financial position or results of operations. In each such case, you may lose all or part of your investment in the Convertible Bonds.*

No due diligence has been carried out in connection with the preparation of the offering in relation to the Convertible Bonds or the Company. Given the absence of legal and other form of due diligence, there may exist risks that have not been identified. If any such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the Company's ability to make payments under the Convertible Bonds as well as Preference Shares, if such right to repayment would even arise. Nor has any technical, financial, tax, commercial or environmental due diligence been carried out.

This document illustrates several risk factors both in terms of general risks related to the Group's business activities and material risks related to the Convertible Bonds and the Preference Shares. There may also be other risks not discussed in this document that are not currently known or are not currently considered to be material which may affect the Group's future results, performance and financial position and therefore may affect the Company's ability to meet its obligations under the Convertible Bonds and the Preference Shares, including the ability to complete the Project (as defined below) with profit (or at all). These risk factors are not ranked in order of materiality. Potential investors should carefully consider the information set out in each section of the risk factors and make an independent evaluation before making a decision to participate and become a party to or benefit from the Convertible Bonds and the Preference Shares.

### **General risks**

#### **The Company is insolvent and may declare bankruptcy**

The Company has endured economic difficulties and problems with the Project (see under "Project risks" below) and has not been able to pay its debts fallen due. In March 2020, the Bonds were issued as a result of a debt restructuring in the Company and no payments (interest or other) have ever been made on the Bonds. The Company is insolvent and the Convertibles structure proposed in this Notice is made in order to avoid bankruptcy. However, there can be no guarantee that the Company will not be declared bankrupt even if the Request is approved by the Bondholders. The Company assess that its current assets, including the assets in the unfinished construction project, will not suffice to cover any part of the Bondholders claim on the Company, neither any claim of any holder of Convertibles.

If the Request is approved, the Bondholders will be allocated Convertibles which entitles them to certain shares of the Net Profit of the Project. However, the Project's profitability cannot be guaranteed and should there be no Net Profit, or should the Project not finish, the holders of Convertibles (or Preference Shares) will not have any claim for payment, and in the event of a bankruptcy, the Convertibles (or Preference Shares) will likely not receive any distribution at all since the Convertibles (or Preference Shares) are subordinated all other obligations of the Company.

#### **No due diligence review has been carried out**

No due diligence review has been carried out in relation to the Company. Consequently, there may be material risks in relation to the Company that have not been identified. If such risks were to occur, it could have a material adverse effect on the Company's business, results of operations and financial position which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds as well as Preference Shares issued after conversion of the Convertible Bonds.

## Riskfaktorer (forts.)



### Project risks

The Company is part of a group that manages four tenant-owners' associations (Sw. bostadsrättsföreningar), which intend to acquire and construct buildings on the Properties in Lindvallen, Sälén for the granting of tenant-owner's rights (Sw. bostadsrätter) to a total of, according to information from the Company's management, 292 holiday apartments to customers (the "Project"). No amounts will be paid on the Convertibles if the Project does not result in a Net Profit.

The Company has no contractual relationship with the tenant-owners' associations and the control of the majority of the votes in the tenant-owners' associations is not exercised by the Group but by Archiplan AB. Archiplan AB is, is controlled by the same persons that comprise the Company's management. According to the Company's management, the Group intends to sell the Properties to limited liability companies and to transfer the shares in these companies to the tenant-owners' associations. The conditions for such share transfers have not been provided and have thus not been reviewed.

Two of the tenant-owners' associations have entered into construction contracts with Vivid Development AB, reg. no. 559010-3254 for the construction of turnkey apartments (ABT 06) in the first sales phase. According to information from the Company's management, Vivid Development AB has the same beneficial owner as the Company. Vivid Development AB had in turn entered into a construction contract for the construction of the apartments with Splendid Entreprenad AB, reg. no. 559177-7106, on April 26 2021. Splendid Entreprenad AB was declared bankrupt on May 16, 2022. On October 7, 2022, Vivid Development AB therefore entered into a new construction agreement with Hökerum Bygg AB to complete the construction of the Project (see further below under "Construction risks").

The development of the Project is divided into four sale phases. Building permits have been granted for three phases. Applications for building permits for the remaining phase have been submitted to the building committee. The completion of the Project is largely dependent on the ability of the Group to complete the development of the Properties, as well as on other external circumstances, such as the obtaining of building permits and the completion of construction (discussed further below).

Furthermore, the development of the Properties and the completion of the Project, and consequently the realization of the value of the Properties and the Project, requires the obtaining of various permits, including building permits, starting permits, and final notifications for the construction, including necessary permits and financial guarantees for the acceptance of down payments from purchasers. There is a risk that applications and other necessary permits and decisions for the Properties will not be granted as expected or withdrawn. If building permits and/or other necessary permits or decisions are delayed, not granted on the expected terms, or appealed and thus significantly delayed or not be able to be completed at all, the Project may suffer delays or incur additional costs, which may have a material adverse effect on the Group's business.

Moreover, the Company's intention is to better adapt the completion of the Project to market conditions, access to financing and other relevant factors, meaning that there is not set target date for completion that cannot be changed. Consequently, investors in Convertible Bonds may have to wait a significant amount of time for a return, if any, on the Convertible Bonds.

Lastly, the profitability of the Project is dependent on a general ability to dispose the Properties with profit to the tenant-owners' associations. Should it not be possible to dispose the Properties with a profit for any reason, taking into account the costs for the Project, no payments whatsoever will be made to holders of Convertible Bonds or Preference Shares.

Should any of these risks occur, it could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

## Riskfaktorer (forts.)



### Risks related to the real estate valuation

The valuation of the market price of the Properties upon completion of the Projects is based on the assumption that all planned construction has been completed in accordance with market standards and practices and that there are no latent, environmental or other defects in the Properties. Therefore, the expected future value of the Properties does not correspond to the market value as of the date of issuance of the Convertible Bonds and consequently there is a risk that the stated value of the Properties and the Project will be significantly lower than anticipated and/or that the real property market in Sweden and/or in Sälen will develop negatively, resulting in lower sales and profitability of the Project.

### Risks related to preliminary agreements (Sw. förhandsavtal)

Brf Fjällbäcken 1, Brf Fjällbäcken 2 and Brf Fjällbäcken 3 (the "Tenant-owners' Associations") have entered into several preliminary agreements with buyers for the granting of tenant-owner's rights to apartments in the planned buildings in the Project. In accordance with the preliminary agreements, the Tenant Owners' Associations have received advances from the purchasers. If any of the Tenant-Owners' Associations were to commit a material breach of contract in relation to the preliminary agreements, e.g. by way of delay of the conclusion of tenancy agreement with the buyers, or should the preliminary agreement not fulfil the statutory requirements the buyers may have the right to terminate the preliminary agreements, in which case the respective Tenant-Owners' Association would be obliged to repay the advances for the terminated agreements. The fulfilment of the Tenant-owners' Associations' obligation under the preliminary agreements to let the apartments with tenant-ownership rights and provide access to the completed apartments is mainly dependent on the development of the Project and is subject to the project and construction risks set out in above. The completion of the Project and the apartments have been delayed in relation to what was initially stated in the preliminary agreements, whereby the Tenant-owners' Associations have agreed on a new date for letting and occupancy in supplementary agreements with the purchasers. However, should further delays occur, the purchasers may be entitled to terminate the agreements. If this risk occurs and the preliminary agreements are terminated and the advances are repaid by the Tenant-owners' Associations, it could adversely affect the Group's operations, financial position, income and earnings, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares.

### Construction risk

Construction projects involve certain inherent risks. These risks include construction deficiencies and increased construction costs related to the environmental and geotechnical conditions of the Properties leading to budget overruns. In addition, there is a risk that the construction works are delayed, which may give rise to additional costs for the Project. Following the bankruptcy of Splendid Entreprenad AB, which Vivid Development AB first contracted for the construction of the apartments in the Project, Vivid Development AB has on October 7, 2022 entered into a new construction agreement with Hökerum Bygg AB to complete the completion of the Project. The construction agreement with Hökerum Bygg AB states that Hökerum Bygg AB will not unreservedly be responsible for documents prepared by the previously hired contractor and that Hökerum Bygg AB generally will not be responsible for work performed within the framework of the Project in cases where Hökerum Bygg AB cannot procure the work from the contractor who performed it or can ensure the quality of the work through inspection. There is thus a risk that Vivid Development AB lacks the opportunity to make a claim against Hökerum Bygg AB for the cost and remediation of defects in the construction work performed. The possibilities of receiving compensation for such claims in Splendid Entreprenad AB's bankruptcy are also very limited. If Hökerum Bygg AB is unable to complete the construction work on terms corresponding to the terms of the construction contract with Splendid Entreprenad AB, there is a risk that the Project will be more expensive and thus generate less profit than the Group expects, or that it will generate no profit at all or a loss.

Furthermore, the construction contract between Vivid Development AB and Hökerum Bygg AB is subject to the prime cost principle, entailing that the price for the construction works carried out may vary, and thereby be subject to increased cost of e.g. materials (including raw materials such as metals, wood materials, prefabricated components such as concrete products and liners) and services (including by sub-contractors, installation services providers and other specialist services providers). There is a risk that costs for the Project becomes significantly more expensive, on part of the Group, than originally anticipated as a result of unforeseen price developments.

If one or several of the above described risks occur, the effects may have a material adverse impact on the Group's business, results and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising the Convertible Bonds.

## Riskfaktorer (forts.)



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### Technical risks

Real estate investment and management always involves a technical risk associated with the use of the property, including, but not limited to, construction issues, hidden defects (Sw. dolda fel), damage (including by fire or other natural disasters) and pollution. These types of technical problems can lead to significant unforeseen costs in relation to the Properties. If any of the Properties suffer technical problems in the future, this could significantly increase the costs of such properties, which could have an adverse effect on the Group's business, financial position, results of operations and profits and thereby affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and any Preference Shares issued by exercising Convertible Bonds.

### Insurance-related risks

The Company's management states that, to their knowledge, the Group and the Properties are adequately insured, including insurance and guarantees of prepayments under preliminary agreements. However, there is no guarantee that the Group will be able to maintain its insurance coverage on acceptable terms or at all. If the Group is unable to maintain its insurance coverage on acceptable terms or at all, or if future business requirements exceed or fall outside of the Group's insurance coverage, or if the Group's provisions for uninsured costs are insufficient to cover the ultimate costs, there may be an adverse effect on the Company's business (including the financing of its operations), financial position, revenues and earnings and thereby affect the Company's ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Macroeconomic risks

Real estate is an illiquid asset class and real estate transactions take time to complete. The real estate industry is significantly affected by macroeconomic factors such as business cycles, regional economic development, employment levels, production of new homes and premises, changes in infrastructure, population growth, population structure, inflation, interest rates, etc. Market disruptions, particularly in the Nordic real estate market, or negative business cycles in the global market, may affect the demand for the Group's offering of residential and commercial real estate and the ability of buyers to enter into contracts with the Group, which may have a material adverse effect on the Company's business, results of operations and financial position, which could affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Disputes

The Company and the Group is currently involved in disputes and have historically been involved in disputes. In addition thereto, given that Splendid Entreprenad AB has been declared bankrupt, Vivid Development AB will most likely have a non-priority claim due to unfulfilled obligations under the construction contract. Splendid Entreprenad AB had provided a security for its obligations under the construction contract, a guarantee commitment from Belstroj AB. However, at this time, Vivid Development AB has not been able to recover any payments from Belstroj AB. If Vivid Development AB does not succeed in recovering the full value of the claims in Splendid Entreprenad AB's bankruptcy or from Belstroj AB, this could have a material adverse effect on the Group's financial position, revenues and earnings. In addition, claims or legal actions may be taken against the Group in the future, which may have significant negative effects on the Group's financial position, operations, revenues, results, performance and market position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Key personnel

The operations of the Company and the Group, as well as the completion of the Project, is dependent on certain key personnel to manage the day-to-day operations. There is a risk that the Group will not succeed in retaining, or hiring new if necessary, relevant management and personnel. Further, the actual costs for retaining and, if necessary, hiring such management and personnel may exceed estimated costs. Such failure to retain, or hire if necessary, management and/or personnel or increased costs for such hiring and retention could adversely affect the business, the income and/or the financial position of the Group and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.



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### Financing risks

There is a risk that the capital and/or the savings generated from the New Structure and/or the business of the Group and the Company, as well as the potential capital need for the Project is miscalculated and/or not sufficient for the designated operations and completion of the Project, and that additional capital and financing is needed to run the business' day-to-day operations in a properly manner as well as to complete the Project. Currently, the Company and the Group does not generate any revenue. If such capital or financing is not generated or received for the Company and the Group on unfavourable terms it could adversely affect the business, the income and/or the financial position of the Company and the Group, as well as the prospects of completing the Project, and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

### Tax-related risks

The Company is expected to conduct its business in accordance with its own interpretation of applicable tax rules and applicable requirements and decisions. There is a risk that the Company's and/or its advisors' interpretation and application of laws, regulations, and case law has not been, or in the future will not be, correct or that such laws, regulations and case law will change, possibly with retroactive effect. If such an event were to occur, the Company's tax liabilities could increase, which would have an adverse effect on the Company's results and financial position. Revisions to tax law may, for example, result in the denial of interest deductions, the imposition of additional taxes on the direct or indirect sale of property and/or the forfeiture of tax losses carried forward, which could affect the Company's future results and financial position. This could in turn affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

Furthermore, the outstanding amounts under the Company's bond loan will be written down by approximately 99 per cent following the Written Procedure. A write-down of a loan may under certain circumstances constitute taxable revenue under Swedish law. Since the Company is insolvent, the Company assesses that the write-down will be free of tax as part of a private composition. However, the Company does not make a statement or guarantee that the Swedish Tax Agency will make the same assessment and there is consequently a risk that the Swedish Tax Agency may decide that all amounts that are subject to the write-down are taxable and thus subject to income tax, which would for example reduce the, if any, potential Net Profit that may be payable under the Convertibles and the Preference Shares. Furthermore, future payments on the Convertible Bonds or Preference Shares (as applicable) will likely be subject to capital gains taxation.

There are also additional tax risks for the Company and the Group related to the proposal in the Written Procedure concerning the Convertible Bonds. A negative decision from the Swedish tax Agency may lead to adverse negative consequences for the Company and may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds.

In addition, potential holders of Convertible Bonds and Preference Shares not domiciled in Sweden may be subject to Swedish withholding tax on proceeds payable under such instruments, which may have tax implications for these holders. Moreover, each holder should carefully analyse its own tax exposure and tax consequences as a result of its holdings of the current bonds of the Company and the conversion to Convertible Bonds and Preference Shares.

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### Risks related to subordination

Other Group companies have raised financing through loans. For example, the Company's subsidiary Borg Finans AB, has raised a maximum SEK 250,000,000 secured direct loan (the "Loan"), under which an amount of approximately SEK 234,000,000 is currently outstanding. In the event of insolvency, liquidation or a similar event relating to any of the Company's subsidiaries, the creditor under the Loan would be entitled to payment in full out of the assets of such subsidiary before the Company, as a shareholder, would be entitled to any payments. The Company makes the assessment that the current assets within the Project and the Group will not suffice to repay the direct loan in the event of a default situation.

The Convertible Bonds are structurally subordinated to the Direct Loan and also subordinated to the Company's and the Group's other current and future potential liabilities. There is a risk that the Company and its assets would not be protected from actions by other creditors, whether under bankruptcy law, by contract or otherwise. In addition, defaults by, or the insolvency of, certain subsidiaries of the Group may result in the obligation of the Group to make payments under financial or performance guarantees in respect of such companies' obligations or the occurrence of cross defaults on certain borrowings of the Group. This may adversely affect the ability to complete the Project with any profit (or at all) and thereby affect an investor's potential return on the Convertible Bonds and Preference Shares issued by exercising the Convertible Bonds. In the event of insolvency of the Company and/or the Group, the Convertible Bonds and the Preference Shares would likely not receive any distribution at all.

### Risks related to the Convertible Bonds

#### No preferential rights between different series of Convertible bonds

As of the date of this written procedure, certain bonds (SE0014111431, SE0014111449 and NO0010877426) have better preferential rights than the other series of the Company's bonds. The right means preferential rights to receive funds from the Company's assets in the event of, for example, the Company's bankruptcy. Such priority regarding preferential rights will no longer apply on the Convertible Bonds or Preference Shares issued by exercising Convertible Bonds. This means that all holders of Convertible Bonds as well as Preference Shares will have the same rights in connection with e.g. a bankruptcy of the Company. This may affect the holders of bonds with ISIN SE0014111431, SE0014111449 and NO0010877426 in the event of e.g. a bankruptcy, affect their potential return after a bankruptcy has been concluded.

#### Technical risks relating to the securities and security depositories

The Convertible Bonds will constitute Swedish debt instruments and will be issued in series of both SE-ISIN and NO-ISIN. The SE-ISIN Convertible Bonds will be affiliated via Euroclear Sweden AB (Euroclear) and the NO-ISIN Convertible Bonds will be affiliated via Verdipapirscentralen ASA (VPS).

Any Preference Shares issued by exercising the Convertible Bonds will be affiliated with the Company's share register kept by Euroclear. Hence, any holder of Convertible Bonds who wish to exercise the conversion rights of the Conversion Bonds needs to ensure that it has a securities account or a securities depository account with a bank that is connected to Euroclear, i.e. an account that is able to hold Swedish shares that are affiliated with Euroclear. Any holder of Convertible Bonds who wishes to exercise the conversion right but does not currently have an account that is able to hold Swedish shares that are affiliated with Euroclear Sweden AB, will need to open a securities account or a securities depository account with a bank that is connected to Euroclear.

As several jurisdictions will be involved, with rules and regulations that are constantly changing and developing, there can be no guarantee that the technical requirements of the security depositories always will be compliant with the terms and conditions of the Convertible Bonds.

The considerations described above could inter alia affect the possibility to successfully effect conversion from Convertible Bonds to Preference Shares as well as other items that may affect the possibility to e.g. request conversion of the Convertible Bonds. Should any of these effects occur, it may have an adverse effect on an investor's possibility to effectively exercise its rights under the Convertible Bonds as well as any Preference Shares that are issued by exercising the Convertible Bonds.

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### Liquidity risks of the Convertible Bonds and Preference Shares

The investor's ability to transfer the Convertible Bond, or any Preference Shares issued by exercising the Convertible Bonds, to another investor may be limited by the absence of an active trading market and there can be no assurance that an active trading market will develop or, if developed, be maintained in respect of such securities. If an active market is not developed or maintained, the price and liquidity of the Convertible Bonds and Preference Shares may be adversely affected. As a result, it may be difficult or impossible to sell the rights under the Convertible Bonds and Preference Shares (at all or on acceptable terms). The lack of liquidity may have a negative impact on the market value of the Convertible Bonds and Preference Shares. Furthermore, the nominal value of the Convertible Bonds cannot be compared indicatively to the market price of the Convertible Bonds.

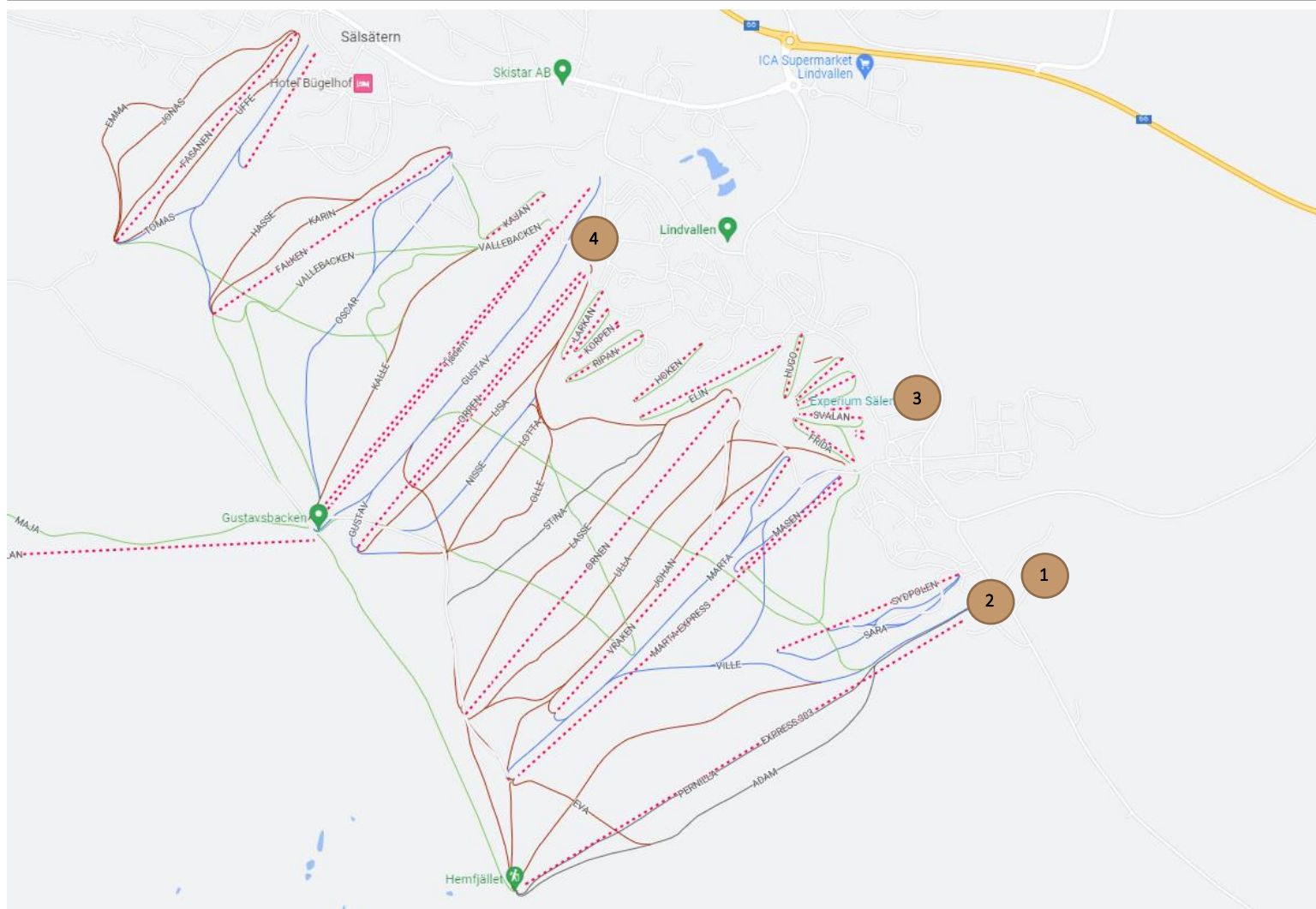
### Currency risks

The nominal amount under the Convertible Bonds as well as any payments relating to the completion of the Project will be denominated in SEK. If the Investors measure their investment return by reference to a currency other than SEK, an investment in the Convertible Bonds will involve foreign currency-related risks due to, among other things, imminent significant changes in the value of SEK in terms of the currency against which the Investors measure the return on their investments. This may result in a reduction of the effective return on the Convertible Bonds and may lead to a loss for the Investors when the return on the Convertible Bonds is converted into the currency through which the Investors measure the return on their investments. As a result, there is a risk that the Investors may receive less interest or capital than expected.

### Risks related to limited influence of the holders of Convertibles and Preference Shares

The Convertibles will not have any voting rights in the Company or other way of asserting influence over the Company's affairs. If the Convertibles are converted to Preference Shares, such Preference Shares will entitle to the rights associated with such shares under the Swedish Companies Act and the articles of association of the Company. The Preference Shares will entitle to one (1) vote each at general meetings of the Company and the ordinary shares will entitle to ten (10) votes per share at general meetings of the Company. It is estimated that, on a fully converted basis, the Preference Shares would amount to approximately 42% of the capital and approximately 7% of the votes in the Company. Consequently, it is estimated that, on a fully converted basis, the ordinary shares would entitle to approximately 58% of the capital and approximately 93% of the votes. All ordinary shares in the Company are currently held indirectly by two private individuals with a family relation. These persons consequently now have, and will on a fully converted basis, have a controlling interest in the Company. These persons will thus be able to exercise significant influence over the Company and substantial control over matters voted on by the Company's shareholders. The ability of the Preference Shares to exercise influence in the Company through their voting rights, if converted from Convertibles, is thus limited. There is a risk that these controlling shareholders will exercise their voting rights in a manner which is not in accordance with the interests of the holders of Preference Shares, which would adversely affect the holders of Preference Shares.

## Projektet – läget i Lindvallen



1 Projekt Fjällbäcken

2 Söderåstorget

3 Experiumtorget

4 Gustavstorget



### Skistar i Sälen

- Skistar som driver skidsystemet i Lindvallen och Sälen har under hösten presenterat deras framtidsplaner för området, vilka inkluderar fler liftar och nedfarter
- Man planerar även att kapacitets- och vindsäkra lift- och nedfartsområdet
- Planerna inkluderar området i direkt anslutning till Söderåsen och Fjällbäcken, vilket är mycket positivt för projektet
- Skistars film om "Sälen 2030" där de förklarar flera av deras framtidsplaner för området går att finna på deras Youtube-kanal eller på länken i fotnoten <sup>1</sup>
- Skistar planerar även för fortsatt utveckling av deras utbud av sommaraktiviteter för att ytterligare stärka destinationen
- Skistars planer för Sälen och Lindvallen finns att läsa på deras hemsida: <https://www.skistar.com/sv/corporate/om-skistar/skistar-2030/>



Bild från Skistars Youtube, projekt Fjällbäcken ligger i nära anslutning till Söderåsen vilket är under nedre vänstra delen av bilden.

<sup>1</sup> Skistar.se & <https://www.youtube.com/watch?v=4bCqMgfasDo>



## Destination - Sälen



### Sälen i korthet

- Sälen är en av Sveriges mest besökta turistdestinationer
- Sälen erbjuder ett brett spektrum av aktiviteter, både för vinter och sommarsäsong
- På vintern är skidåkning och längdåkning de dominerande aktiviteterna och på sommaren är det cykling och vandring
- Sälen profilerar sig som destination 365 dagar om året och är i ständig utveckling för att utöka sin sommar- och vinterverksamhet till att bli en konkurrenskraftig destination för turister
- Det finns flera företag som satsar på Sälen, bland dessa finns restauranger, transport- och serviceföretag, byggföretag samt turist- och eventföretag
- Skistar som är den största arbetsgivaren i Sälen utökar också sin verksamhet och fortsätter att utveckla sin verksamhet i regionen
- Skistar äger och driver de flesta nedfarterna i Sälen. De äger och driver även fritidshus och lägenheter för uthyrning
- Det har de senaste åren varit flera företag som har varit aktiva med byggprojekt i Sälen, bland annat PEAB och Skistar



### Sälen i siffror

- 126 liftar
- 186 nedfarter
- Fler än 2,2 miljoner skiddagar
- 250 km längdspår
- 550 km vandrings- och cykelleder
- 55 000 kommersiella bäddar
- Över 5 miljoner gästnätter
- 75 restauranger
- 8 White Guide restauranger
- 1 flygplats



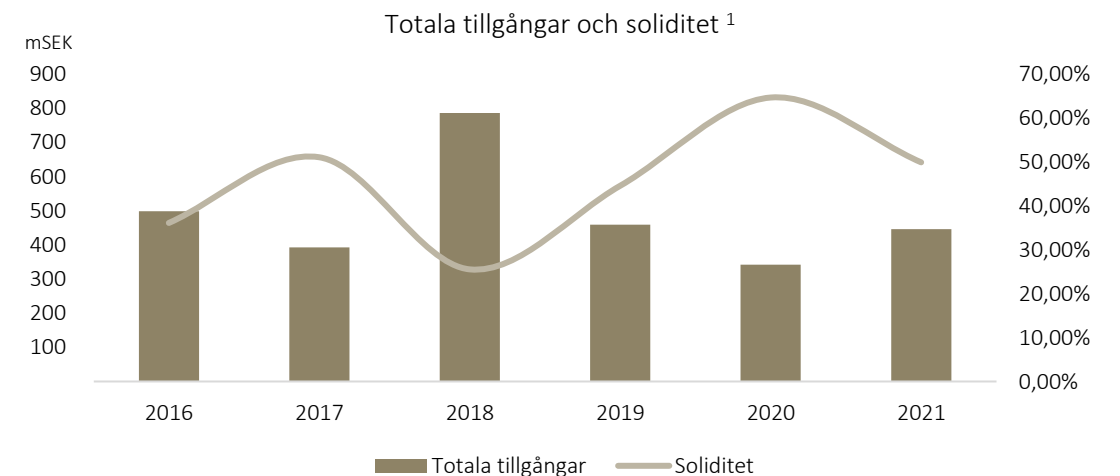
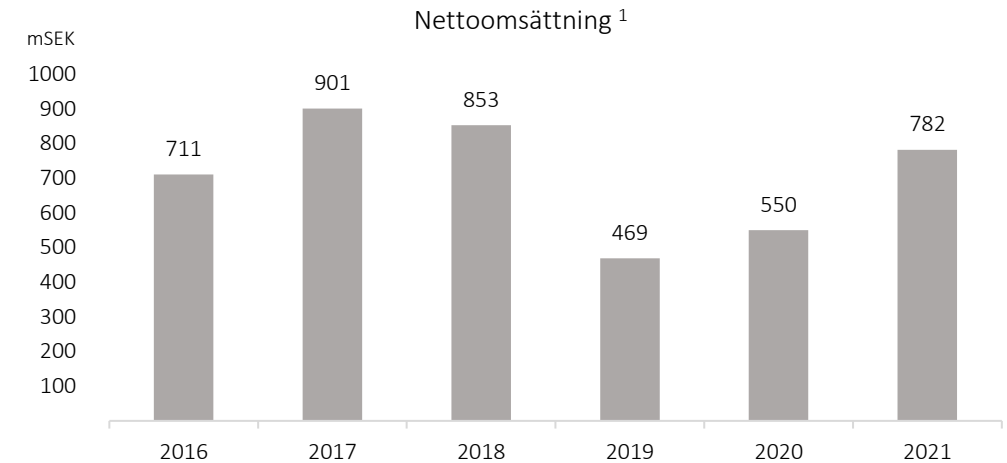
## Partners



### Hökerum Bygg AB - Byggentreprenör



- Hökerum Bygg AB är en del av Familjen Ståhl Invest i Ulricehamn AB som ägs av Fredrik Ståhl
- Hökerum har kontrakterats som totalentreprenör för projekt Fjällbäcken i etapperna 1 – 3
- Byggnationen är igång och i nov-dec 2022 genomfördes markarbeten och gjutning av bottenplattor
- Hökerum har lång erfarenhet av att bygga och utveckla framgångsrika projekt på flera platser runt om i Sverige
- Hökerum håller stort fokus inom ESG och hållbarhet, vilket kommer att återspeglas i projekt Fjällbäcken
- Hökerum är ett finansiellt starkt bolag med ca SEK 450m i balansomslutning och en soliditet på ca 50 % för 2021
- Hökerum har de senaste åren ökat den redovisade nettoomsättningen och för 2021 uppgick den till ca SEK 782m



<sup>1</sup> Value8

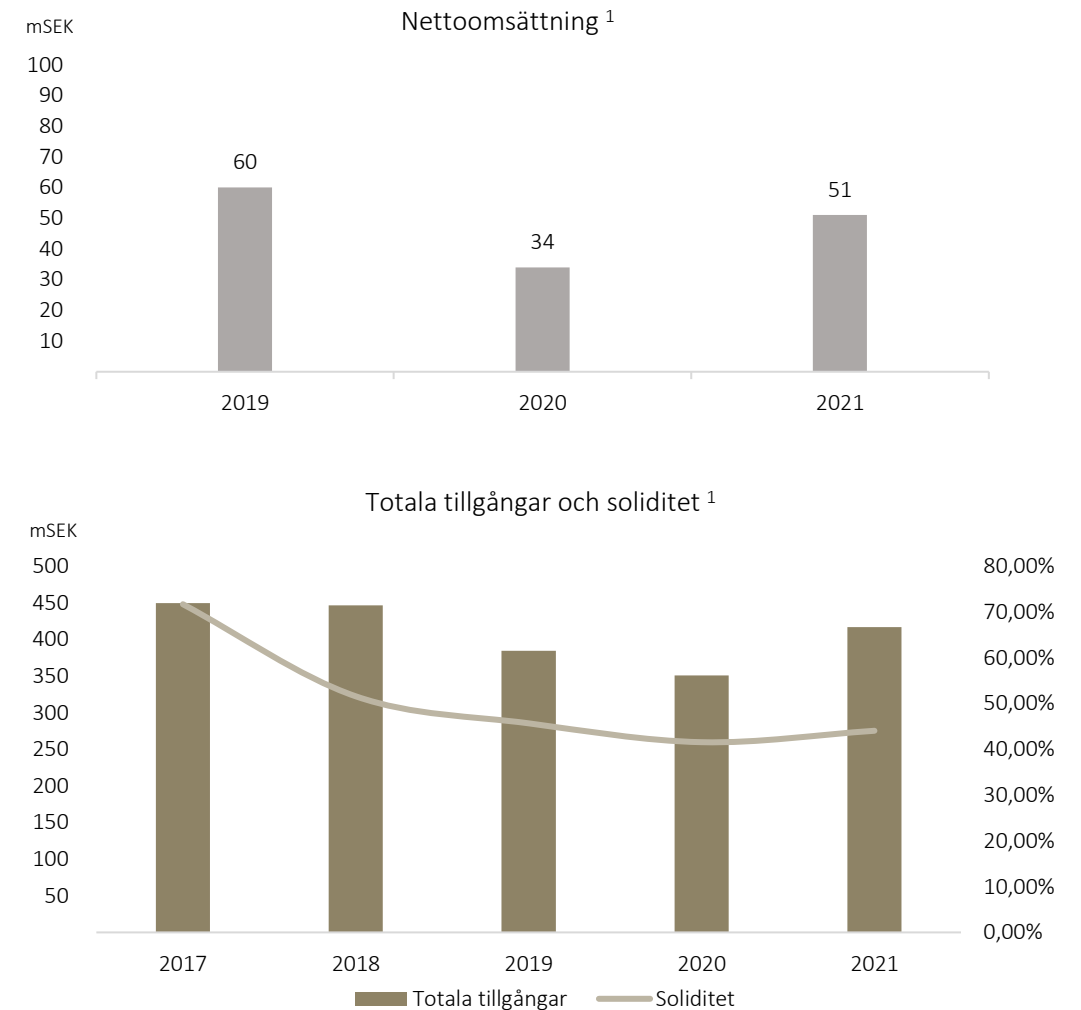
## Partners



Grundingen Fastighets AB – Projektledare

### GRUNDINGEN

- Grundingen Fastighets AB är en Göteborgsbaserad fastighetsutvecklare med en stark ägarbas och god ekonomi
- Grundingen fungerar som projektledare för projekt Fjällbäcken och har en tät relation med Hökerum från tidigare och pågående projekt i egen portfölj
- Grundingen har bred erfarenhet av projektutveckling med flertalet pågående projekt i bl.a. Göteborg, Norrköping och Stockholm
- Grundingen bidrar med kompetens och kommer att leda projektet tillsammans med Hökerum som byggherre och Vivid som byggherre



<sup>1</sup> Value8



## Appendix: Urval av bilder från projekt Fjällbäcken (renderingar)





## Appendix: Urval av bilder från pågående byggnation vid projekt Fjällbäcken





## Appendix: Urval av bilder från pågående byggnation vid projekt Fjällbäcken

