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## **Borgo AB (publ)**

### **Tender Information Document in respect of a tender offer for outstanding SEK notes due in 2024 and 2025**

Borgo AB (publ), Reg. No. 559153-2303 (the “Issuer” or “Borgo”) is offering holders (the “Holders”) of certain of the Issuer’s outstanding SEK senior unsecured floating rate notes and the SEK senior unsecured fixed rate notes outlined below issued under the Issuer’s Medium Term Note and Covered Bond Programme (the “Notes”) to tender the Notes for purchase by the Issuer for cash (the “Tender Offer”) up to a nominal amount equal to the Transaction Cap (as defined below), at the terms set out below. The Issuer has appointed Skandinaviska Enskilda Banken AB (publ) (“SEB”) to act as dealer manager (the “Dealer Manager”) in connection with the Tender Offer.

#### **Purchase Price**

Subject to the terms and conditions set out in this tender information document and the applicable minimum denomination in respect of the Notes, the Issuer offers to purchase the Notes at the purchase prices set out below (the “Purchase Price”).

#### **Acceptance Priority / Description of the Notes / ISIN / Minimum Denomination / Purchase Price**

Priority 1 / SEK 500,000,000 Fixed due November 2024 / SE0013360831 / SEK 2,000,000 / 100%

Priority 2 / SEK 1,750,000,000 FRN due February 2025 / SE0013360633 / SEK 2,000,000 / 99.60%

The Issuer will also pay an amount equal to any accrued and unpaid interest on the Notes on the Settlement Date (as defined below) in accordance with the terms and conditions of the Notes.

#### **Deadline**

The Tender Offer expires at 12:00 CET on 13 March 2024, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (“Expiration Date”). The Issuer will announce the results and (acting in its sole and absolute discretion) whether any Notes will be accepted for purchase pursuant to the Tender Offer as soon as reasonably practicable after the Expiration Date. Settlement of the Tender Offer is expected to occur at or around 15 March 2024 (the “Settlement Date”). Settlement pursuant to the Tender Offer will occur as a secondary trade via the Dealer Manager. The Issuer intends to cancel any Notes purchased pursuant to the Tender Offer. The Issuer will announce final results of the Tender Offer as soon as practically possible following the Expiration Date.

#### **Purpose of the Tender Offer**

The Tender Offer is being made as part of the Issuer’s commitments to exercise active management of its balance sheet and to provide the Holders with liquidity.

#### **Transaction Cap**

The tendered amount of Notes accepted by the Issuer will be capped at the aggregate sum of SEK 750,000,000 (the “Transaction Cap”), subject to the Issuer’s sole discretion of increasing, decreasing or removing the Transaction Cap. If the Issuer decides to accept for purchase valid tender instructions made pursuant to the Tender Offer and the aggregate nominal amount of Notes validly tendered pursuant to the

Tender Offer is greater than the Transaction Cap, the Issuer will accept such Notes for purchase on the principles described under Priority Scaling below, subject to the minimum denomination of the respective Notes.

### **Priority Scaling**

In the event of any scaling in the acceptance of Notes to be purchased the Issuer will:

Firstly, accept tender instructions from Investors tendering Priority 1 Notes in full and where the aggregate sum of tendered notes across both Priority 1 and Priority 2 Notes is less than the Transaction Cap accept these in full.

Secondly, where tender instructions for the aggregate sum of Priority 1 and Priority 2 Notes exceeds the Transaction Cap, accept Priority 1 Notes in full and accept Priority 2 Notes up to the Transaction Cap, at its own discretion, choose which tender instructions for Priority 2 Notes to finally accept and repurchase.

The acceptance of tender instructions of Notes will be rounded to a multiple of the minimum denomination for the respective Notes and any scaling made by the Issuers are binding on all Noteholders who validly tendered their Notes. As a result of the priority waterfall, fewer of the Priority 2 Notes may be accepted pursuant to the Tender Offer.

### **Participation**

Only Holders who are clients of, and can execute a secondary trade upon settlement with SEB with all required know your customer (KYC) and similar documentation in place to the satisfaction of the Dealer Manager may participate in this Tender Offer and Holders must contact the Dealer Manager to participate in the Tender Offer. Any Holder whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Notes pursuant to the Tender Offer.

Holders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial, legal and regulatory consequences of participating in the Tender Offer.

Holders who do not participate in the Tender Offer, or whose Notes are not accepted for purchase by the Issuer, will continue to hold their Notes subject to the terms and conditions of the Notes. The Issuer reserves its right to cancel, amend or extend the Tender Offer at any time.

To participate in the Tender Offer please contact the Dealer Manager at the details below.

### **Contact Information**

#### **Dealer Manager**

Skandinaviska Enskilda Banken AB (publ)

Telephone: +44 7818 426 149

Email: [liabilitymanagementdcm@seb.se](mailto:liabilitymanagementdcm@seb.se)

#### **The Issuer**

Borgo AB (publ)

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**DISCLAIMER**

Neither this announcement nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and the Dealers Manager or any of their affiliates are such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.