IMPORTANT NOTICE

THE PROSPECTUS IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QIBS (AS DEFINED HEREIN) IN RELIANCE ON RULE 144A OR (2) PERSONS OUTSIDE OF THE UNITED STATES.

IMPORTANT: You must read the following before continuing. The following applies to the prospectus (the "**Prospectus**") following this page, and you are therefore advised to read this page carefully before reading, accessing or making any other use of the Prospectus. In accessing the Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from the Company or any Managers (each as defined in the Prospectus) as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached Prospectus is intended for you only and you agree you will not forward this electronic transmission or the attached Prospectus to any other person.

The Prospectus has been prepared solely in connection with the proposed offering to certain institutional and professional investors of the Offer Shares (as defined in the Prospectus).

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA, JAPAN, SOUTH AFRICA OR THE UNITED STATES, OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO, IN EACH CASE, SUBJECT TO CERTAIN EXCEPTIONS. THE OFFER SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, (THE "**SECURITIES ACT**"), OR UNDER THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION, AND THE OFFER SHARES MAY ONLY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE OFFER SHARES BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES ARE BEING OFFERED PURSUANT TO, AND IN ACCORDANCE WITH, REGULATION S UNDER THE SECURITIES ACT AND APPLICABLE SECURITIES REGULATIONS IN EACH JURISDICTION IN WHICH THE OFFER SHARES ARE OFFERED. PROSPECTIVE INVESTORS IN THE OFFER SHARES ARE HEREBY NOTIFIED THAT SELLERS OF THE OFFER SHARES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A, OR ANOTHER EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

THE ATTACHED PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED TO ACCESS THE ATTACHED PROSPECTUS OR USE IT FOR ANY PURPOSE AND WILL NOT BE ABLE TO PURCHASE ANY OFFER SHARES.

Confirmation of your representation: In order to be eligible to view the attached Prospectus or make an investment decision with respect to the Offer Shares, prospective investors must be either (1) qualified institutional buyers ("**QIBs**") (within the meaning of Rule 144A as defined herein), or in a transaction not subject to, the registration requirements of the U.S. Securities Act or (2) located outside the United States in compliance of Regulation S. The Prospectus is being sent to you at your request, and by accessing the Prospectus you shall be deemed to have represented to the Company and Managers that (1) you and any customers you represent are either (a) QIBs, (b) located outside of the United States (and, if the latter, the electronic mail address that you have provided and to which this e-mail has been delivered is not located in the United States, its territories and possessions, any state of the United States or the District of Columbia), (c) if you are in the United Kingdom, are a Relevant Person, and if you are acting on behalf of persons or entities in the United Kingdom, you are acting solely on behalf of persons who are Relevant Persons, (d) if you are in any member state of the EEA other than Norway and Sweden, are a Qualified Investor and, such persons are solely Qualified Investors to the extent that you are acting on behalf of persons or entities in the EEA or (e) are an institutional investor that is otherwise eligible to receive the Prospectus, and (2) you consent to delivery of such Prospectus by electronic transmission.

The Prospectus is only being distributed to and is only directed at, and any investment or investment activity to which the document relates is available only to, and will be engaged in only with (i) persons falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) high net worth bodies, corporate, unincorporated associations and partnerships and trustees of high value trusts falling within Article 49(2)(a) to (d) of the Order, (iii) are outside of the United Kingdom and/or (iv) other persons to whom such investment or investment activity may lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on the Prospectus or any of its contents.

In addition, this electronic transmission and the attached Prospectus are directed only at persons in member states of the European Economic Area, other than Norway and Sweden, who are "**Qualified Investors**" within the meaning of Article 2(e) of the EU Prospectus Regulation. "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and includes any relevant implementing measure in each relevant member state of the European Economic Area.

You are reminded that the Prospectus has been delivered to you on the basis that you are a person into whose possession the Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Prospectus to any other person.

The materials relating to this offering do not constitute and may be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer, and the Managers or any affiliate of the Managers is a licensed broker or dealer in the relevant jurisdiction, the offering shall be deemed to be made by the Managers or such affiliate on behalf of the Company in such jurisdiction.

The attached Prospectus has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Company, any Manager, any person who controls any of them or any director, officer, employee or agent of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Prospectus distributed to you in electronic format and the hard copy version available to you.

None of the Managers, or any of their respective affiliates, or any of its or their respective directors, officers, employees or agents accepts any responsibility whatsoever for the contents of the Prospectus or for any statement made or purported to be made by it, or on its behalf, in connection with the Company or the offering of the Offer Shares. The Managers and any of their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract, or otherwise which they might otherwise have in respect of such Prospectus or any such statement.

Public Property Invest ASA

(A public limited company incorporated under the laws of Norway)

Initial public offering of shares with an indicative price range of NOK 14.5 to NOK 21 per share

Listing of the Company's shares on the Oslo Stock Exchange

This prospectus (the "**Prospectus**") has been prepared in connection with the initial public offering (the "**Offering**") of shares in Public Property Invest ASA, a public limited liability company incorporated under the laws of Norway (the "**Company**", and together with its consolidated subsidiaries, the "**Group**" or "**PPI**"), and the related listing (the "**Listing**") on Oslo Børs, a stock exchange being part of Euronext and operated by Oslo Børs ASA (the "**Oslo Stock Exchange**") of the Company's shares, each with a nominal value of NOK 0.05 (the "**Shares**"). The Offering comprises a primary offering of up to 122,500,000 new Shares to be issued by the Company (the "**New Shares**") to raise gross proceeds of no less than NOK 1,522,500,000 and up to NOK 1,776,250,000. The New Shares, and, unless the context indicates otherwise, the Additional Shares (as defined in below) are together referred to herein as the ("**Offer Shares**").

The Offering consists of: (i) a private placement to (a) institutional and other professional investors in Norway (b) investors outside Norway and the United States of America (the "**U.S.**" or the "**United States**"), subject to applicable exemptions from applicable prospectus and registration requirements, and (c) "qualified institutional buyers" ("**QIBs**") in the United States as defined in, and in reliance on, Rule 144A ("**Rule 144A**") or another available exemption under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") (the "**Institutional Offering**"), (ii) a retail offering to the public in Norway and Sweden (the "**Retail Offering**") and (iii) an offering to shareholders of the Company as of the date of the Prospectus (as registered in Euronext Securities Oslo (*Nw.: Verdipapirsentralen*) (the "**VPS**") two Norwegian business days thereafter) (the "**Existing Shareholders**") (the "**Existing Shareholders Offering**"). All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another available exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be made in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**").

The Joint Global Coordinators may elect to over-allot a number of additional Shares equalling up to approximately 15% of the aggregate number of the New Shares allocated and sold in the Offering (the "**Additional Shares**"). In this respect, SBB Samfunnsbygg AS is expected to grant DNB Markets AS, a part of DNB Bank ASA (the "**Stabilisation Manager**"), on behalf of the Managers, (as defined below), an option to borrow a number of existing Shares equal to the number of Additional Shares in order to facilitate such over-allotment (the "**Borrowing Option**"). The Stabilisation Manager, on behalf of the Managers, is expected to be granted an option by the Company to have issued and subscribe for a number of new Shares equal to the number of Additional Shares at a price per Share equal to the Offer Price (as defined below), to cover any short positions created by over-allotments in the Offering (the "**Greenshoe Option**"), exercisable, in whole or in part, within a 30-day period commencing at the time at which trading in the Shares commences on the Oslo Stock Exchange, expected to be on or about 29 April 2024, on the terms and subject to the conditions described in this Prospectus.

The price at which the Offer Shares will be sold in the Offering (the "**Offer Price**") is expected to be between NOK 14.5 and NOK 21 per Offer Share (the "**Indicative Price Range**"). The Offer Price may be set within, below or above the Indicative Price Range. The Offer Price and the final number of Offer Shares will be determined following a bookbuilding process and will be set by the Company, in consultation with the Joint Global Coordinators.

See Section 17 "The terms of the Offering" for further information on how the Offer Price is set. The Offer Price, and the number of Offer Shares sold in the Offering, is expected to be announced through a stock exchange notice on or about 25 April 2024. The offer period for the Institutional Offering (the "**Bookbuilding Period**") will commence at 09:00 hours (Central European Summer Time, "**CEST"**) on 17 April 2024, and close at 14:00 hours (CEST) on 25 April 2024. The application period for the Retail Offering and the Existing Shareholders Offering (the "**Application Period**") will commence at 09:00 hours (CEST) on 17 April 2024 and close at 12:00 hours (CEST) on 25 April 2024. The Bookbuilding Period and/or the Application Period may, at the Company's sole discretion, in consultation with the Managers, and for any reason, be extended beyond the set times, but will in no event be extended beyond 14:00 hours (CEST) on 8 May 2024, subject to approval by the Norwegian FSA of a supplement to the Prospectus pursuant to Article 23 of the EU Prospectus Regulation (as defined herein), if the extension so requires.

The Shares will be registered in the VPS in book-entry form upon Listing. All Shares rank in parity with one another and carry one vote.

Investing in the Offer Shares involves a high degree of risk. Prospective investors should read the entire Prospectus and, in particular, consider Section 2 "Risk factors" beginning on page 11 when considering an investment in the Company.

The Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and are being offered and sold: (i) in the United States only to persons who are QIBs in reliance on Rule 144A or another available exemption from registration requirements under the U.S. Securities Act; and (ii) outside the United States in offshore transactions pursuant to Regulation S. Prospective purchasers are hereby notified that sellers of the Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder. The distribution of this Prospectus and the offer and sale of the Offer Shares may be restricted by law in certain jurisdictions. Persons in possession of this Prospectus are required by the Company and the Managers to inform themselves about and to observe any such restrictions. Any failure to comply with these regulations may constitute a violation of the securities law of any such jurisdiction. See Section 18 "Selling and transfer restrictions".

Prior to the Offering, the Shares have not been publicly traded. The Company will on or about 16 April 2024 apply for the Shares to be admitted for trading and listing on the Oslo Stock Exchange and completion of the Offering is subject to the approval of the listing application by the Oslo Stock Exchange, the satisfaction of the listing conditions set by the Oslo Stock Exchange and certain other conditions as further elaborated in Section 17.16 "Conditions for completion of the Offering – Listing and trading of the Offer Shares". The Shares will be eligible for clearing through the facilities of the Oslo Stock Exchange.

The due date for the payment of the Offer Shares in the Retail Offering together with the Existing Shareholders Offering and the Institutional Offering is expected to be on or about 29 April 2024 and 30 April 2024, respectively. Delivery of the Offer Shares is expected to take place on or about 30 April 2024 through the facilities of the VPS. Trading in the Shares on the Oslo Stock Exchange is expected to commence on or about 29 April, under the ticker code "PUBLI". If closing of the Offering does not take place on such date or at all, the Offering may be withdrawn, resulting in all applications for Offer Shares being disregarded, any allocations made being deemed not to have been made and any payments made being returned without any interest or other compensation. All dealings in the Shares prior to settlement and delivery are at the sole risk of the parties concerned.

Joint Global Coordinators

Arctic Securities AS

DNB Markets, a part of DNB Bank ASA

Danske Bank A/S, Norwegian branch

Nordea Bank Abp, filial i Norge

The date of this Prospectus is 16 April 2024

IMPORTANT INFORMATION

This Prospectus has been prepared solely for use in connection with the Offering and the Listing of the Shares on the Oslo Stock Exchange.

This Prospectus has been prepared to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended (the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC[1], as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language. This Prospectus has been approved by the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*) (the "**Norwegian FSA**"), as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

For definitions of certain other terms used throughout this Prospectus, see Section 21 "Definitions and glossary".

The Company has engaged Arctic Securities AS ("**Arctic**"), DNB Markets, a part of DNB Bank ASA ("**DNB Markets**"), Danske Bank A/S, Norwegian branch ("**Danske Bank**") and Nordea Bank Abp, filial i Norge ("**Nordea**") to act as joint global coordinators in the Offering (together, the "**Joint Global Coordinators**"), also referred to as the ("**Managers**").

The information contained herein is current as at the date hereof and is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and which arises or is noted between the time when the Prospectus is approved by the Norwegian FSA and the listing of the Shares on the Oslo Stock Exchange, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Share, shall under any circumstances imply that there has been no change in the Group's affairs or that the information herein is correct as at any date subsequent to the date of this Prospectus.

No person is authorised to give information or to make any representation concerning the Group or in connection with the Offering or the sale of the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company, the Managers or by any of the affiliates, representatives, advisors or selling agents of any of the foregoing.

The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. Neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except as permitted by applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about and to observe any such restrictions. In addition, the Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. See Section 18 "Selling and transfer restrictions".

This Prospectus and the terms and conditions of the Offering as set out herein and any sale and purchase of Offer Shares hereunder shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus.

In making an investment decision, prospective investors must rely on their own examination, and analysis of, and enquiry into the Group and the terms of the Offering, including the merits and risks involved. Neither the Company, the Managers, or any of their respective affiliates, representatives, advisers, or selling agents are making any representation to any offeree or purchaser of the Offer Shares regarding the legality or suitability of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares. The Managers are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients not for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

Investing in the Shares involves a high degree of risk. See Section 2 "Risk factors".

All Sections of the Prospectus should be read in context with the information included in Section 4 "General Information".

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Offer Shares have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not passed upon the merits of the Offering or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

The Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction in the United States for offer or sale as part of their distribution and may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Accordingly, the Offer Shares are being offered and sold: (i) in the United States only to persons reasonably believed to be QIBs in reliance upon Rule 144A or pursuant to another available exemption from the registration requirements of the U.S. Securities Act and (ii) outside the United States in compliance with Regulation S. For certain restrictions on the sale and transfer of the Offer Shares, see Section 18.2.1 "United States".

Prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Offer Shares, and are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities. See Section 18 "Selling and transfer restrictions".

The securities offered hereby have not been recommended by any United States federal or state securities commission or regulatory authority. Further, the foregoing authorities have not passed upon the merits of the Offering or confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offense under the laws of the United States.

[1] Means Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purposes of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Managers or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute an offer to any other person or to the public generally to purchase Offer Shares or subscribe for or otherwise acquire any Shares.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

Offers of Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**").

This Prospectus is only being distributed to and is only directed at, and any investment or investment activity to which the document relates is available only to, and will be engaged in only with "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation: (i) falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) who are high net worth bodies, corporate, unincorporated associations and partnerships and trustees of high value trusts falling within Article 49(2)(a) to (d) of the Order, (iii) who are outside of the United Kingdom and/or (iv) to whom such investment or investment activity may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). The Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

NOTICE TO INVESTORS IN THE EEA

In relation to any member state of the European Economic Area (the "**EEA**"), other than Norway and Sweden, (each a "**Relevant Member State**"), this communication is only addressed to and is only directed at persons who are "qualified investors" within the meaning of Article 2(e) of the EU Prospectus Regulation. This Prospectus has been prepared on the basis that all offers of Offer Shares outside Norway will be made pursuant to an exemption under the EU Prospectus Regulation from the requirement to produce a prospectus for offer of shares. Accordingly, any person making or intending to make any offer of Offer Shares which is the subject of the Offering contemplated in this Prospectus within any Relevant Member State should only do so in circumstances in which no obligation arises for the Company or any Manager to publish a prospectus pursuant to Article 1 of the EU Prospectus Regulation or a supplement prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor any Manager has authorised, nor do they authorise, the making of any offer of Shares through any financial intermediary, other than offers made by the Manager which constitute the final placement of Offer Shares contemplated in this Prospectus.

Each person in a Relevant Member State other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway and Sweden, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to with the Managers and the Company that:

a) it is a "qualified investor" within the meaning of Article 2(e) of the EU Prospectus Regulation; and

b) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in the EU Prospectus Regulation, (i) such Offer Shares acquired by it in the Offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Joint Global Coordinators have has been given to the offer or resale; or (ii) where such Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Offering and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares.

See Section 18 "Selling and transfer restrictions" for certain other notices to investors.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Conversely, an investment in the Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

STABILISATION

In connection with the Offering, the Stabilisation Manager (DNB Markets), or its agents, on behalf of the Managers, may, in the event of over-allotment of Additional Shares, engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 days from the commencement of trading of the Shares on the Oslo Stock

Exchange. Specifically, the Stabilisation Manager may effect transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail (provided that the aggregate number of Shares allotted does not exceed 15% of the aggregate number of New Shares sold in the Offering), through buying Shares in the open market at prices equal to or lower than the Offer Price. However, stabilisation action may not necessarily occur and may cease at any time. The Stabilisation Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken; if undertaken, the Stabilisation Manager or its agents may end any of these activities at any time and they must be brought to an end at the end of the 30-day period mentioned above. Any stabilisation action or over-allotment must be conducted by the Stabilisation Manager in accordance with all applicable laws and rules and can be undertaken at the offices of the Stabilisation Manager and on the Oslo Stock Exchange. Stabilisation may result in an exchange or market price of the Shares that is higher than might otherwise prevail, and the exchange or market price may reach a level that cannot be maintained on a permanent basis. Any stabilisation activities will be conducted in accordance with Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("**MAR**") and the Commission Delegated Regulation 2016/1052 of 8 March 2016 as implemented into Norwegian law by Section 3-1 of the Norwegian Securities Trading Act regarding buy-back programs and stabilisation of financial instruments. Save as required by law or regulation, the Stabilisation Manager does not intend to disclose the extent of any stabilisation transactions under the Offering.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public limited liability company incorporated under the laws of Norway. As a result, the rights of holders of the Company's Shares will be governed by Norwegian law and the Company's articles of association (the "**Articles of Association**"). The rights of shareholders under Norwegian law may differ from the rights of shareholders of companies incorporated in other jurisdictions.

The members of the Company's board of directors (the "**Board Members**" and the "**Board of Directors**", respectively) and the members of the senior management of the Group (the "**Management**") are not residents of the United States, and all of the Company's assets are located outside the United States. As a result, it may be very difficult for investors in the United States to effect service of process on the Company, the Board Members and members of Management in the United States or to enforce judgments obtained in U.S. courts against the Company or those persons, whether predicated upon civil liability provisions of federal securities laws or other laws of the United Stated (including any State or territory within the United States).

The United States and Norway do not have a treaty providing for reciprocal recognition and enforcement of judgments (other than arbitral awards) in civil and commercial matters. Uncertainty exists as to whether courts in Norway will enforce judgments obtained in other jurisdictions, including the United States, against the Company or the Board Members or members of Management under the securities laws of those jurisdictions or entertain actions in Norway against the Company or its Board Members or members of Management under the securities laws of other jurisdictions. In addition, awards of punitive damages in actions brought in the United States or elsewhere may not be enforceable in Norway.

Similar restrictions may apply in other jurisdictions.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will during any period in which it is neither subject to Sections 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), nor exempt from reporting requirements pursuant to Rule 12g3-2(b) under the U.S. Exchange Act, provide to any holder or beneficial owners of Shares, or to any prospective purchaser designated by any such registered holder or beneficial owner, upon the request of such holder, beneficial owner or prospective purchaser, the information required to be delivered pursuant to Rule 144A(d)(4) of the U.S. Securities Act. The Company is not currently subject to the periodic reporting and other information requirements of the U.S. Exchange Act.

DATA PROTECTION

As data controllers, each of the Joint Global Coordinators processes personal data to deliver the products and services that are agreed between the parties and for other purposes, such as to comply with laws and other regulations, including the General Data Protection Regulation (EU) 2016/679 (the "**GDPR**") and the Norwegian Data Protection Act of 15 June 2018 no. 38. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it. For detailed information on each Manager's processing of personal data, please review such Manager's privacy policy, which is available on its website or by contacting the relevant Manager. The privacy policy contains information about the rights in connection with the processing of personal data, such as the access to information, rectification, data portability, etc. If the applicant is a corporate customer, such customer shall forward the relevant Manager's privacy policy to the individuals whose personal data it discloses to the Joint Global Coordinators.

PRE-EMPTIVE RIGHTS TO SUBSCRIBE FOR SHARES IN FUTURE ISSUANCES COULD BE UNAVAILABLE TO SHAREHOLDERS

Under Norwegian law, unless otherwise resolved at the Company's general meeting, existing shareholders have pre-emptive rights to participate on the basis of their existing ownership of Shares in the issuance of any new Shares for cash consideration. Shareholders in the United States, however, could be unable to exercise any such rights to subscribe for new Shares unless a registration statement under the U.S. Securities Act is in effect in respect of such rights and Shares or an exemption from the registration requirements under the U.S. Securities Act is available. Shareholders in other jurisdictions outside Norway could be similarly affected if the rights and the new Shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction. The Company is under no obligation to file a registration statement under the U.S. Securities Act or seek similar approvals under the laws of any other jurisdiction outside Norway in respect of any such rights and Shares, and doing so in the future could be impractical and costly. Accordingly, there is no assurance that shareholders residing or domiciled in the United States will be able to participate in future capital increases or rights offerings. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new Shares, their proportional interests in the Company will be diluted.

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1 SUMMARY

Introduction

Warning....................................	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. An investment in the Shares involves inherent risk and the investor could lose all or part of its invested capital. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
Securities..................................	The Company has one class of shares in issue. The Shares (including the Offer Shares) will be registered in book-entry form with the VPS under international securities identification number ("**ISIN**") NO0013178616.
Issuer..	The Company's registration number in the Norwegian Register of Business Enterprises (*Nw. Foretaksregisteret*) is 921 563 108 and its legal entity identifier ("**LEI**") code is 254900QSCB9T0W2KE886. The Company's registered office is located at Tordenskiolds gate 10, 0161 Oslo, Norway and its e-mail is post@publicproperty.no. The Group's investor website can be found at https://publicproperty.no/investor. The Company is considered an offeror under the Prospectus Regulation, in addition to the offerors set out below.
Offeror......................................	see table below

Name	LEI
Public Property Invest ASA	254900QSCB9T0W2KE886

Competent authority	The Financial Supervisory Authority of Norway (the "**Norwegian FSA**"), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and telephone number +47 22 93 98 00 has reviewed and, on 16 April 2024, approved this Prospectus.

Key information about the issuer

Who is the issuer?

Corporate information...........	The Company is a public limited liability company organized and existing under the laws of Norway pursuant to the Norwegian Public Limited Companies Act. The Company was incorporated in Norway on 16 August 2018, its registration number in Norwegian Register of Business Enterprises (*Nw. Foretaksregisteret*) is 921 563 108 and its LEI code is 254900QSCB9T0W2KE886.
Principal activities	PPI is a Norwegian real estate group with a long-term strategy of owning, operating and developing real estate in Norway. PPI's property portfolio consists primarily of social infrastructure properties located in cities across Norway, and its tenants are within the public sector, such as the police, judiciary functions and public health organizations.
Major shareholders................	Shareholders owning 5% or more of the Shares have an interest in the Company's share capital, which is notifiable pursuant to the Norwegian Securities Trading Act. To the Company's knowledge, no shareholder except for SBB Samfunnsbygg AS and Sagacia AS held 5% or more of the issued Shares as at the date of this Prospectus.
Key managing directors..........	The Company's Management consists of the three individuals listed in the table below:

Title	Name
Chief Executive Officer	Morten Kjeldby*
Chief Financial Officer...	Gerd Ylva Göransson
Chief Operating Officer	André Gaden

* Ilija Batljan will take over as Chief Executive Officer for an interim period from the first day of trading of the Shares on the Oslo Stock Exchange.

Statutory auditor...................... The Company's independent auditor is PricewaterhouseCoopers AS with business registration number 987 009 713, and registered office at Dronning Eufemias gate 71, 0194 Oslo, Norway.

What is the key financial information regarding the issuer?

Consolidated statement of comprehensive income

In NOK million	**Year ended 31 December**		
	2023	**2022**	**2021**
Operating income	576	504	69
Net income from property management................................	470	405	56
Profit/(loss) before tax................	(969)	(704)	1,027

Consolidated statement of financial position

In NOK million	**As of 31 December**		
	2023	**2022**	**2021**
Total assets...................................	8,522	9,691	8,976
Total equity...................................	2,850	3,750	3,541
Total liabilities	5,671	5,940	5,435
Total equity and liabilities..........	8,522	9,691	8,976

Consolidated statement of cash flow

In NOK million	**Year ended 31 December**		
	2023	**2022**	**2021**
Net cash flow from operating activities	437	323	111
Net cash flow from investing activities.........	(26)	(1,813)	(4,015)
Net cash flow from financing activities	(466)	1,465	4,107

What are the key risks that are specific to the issuer?

Material risk factors..................

- Decreases in rental income may have a material adverse effect on the Group's results of operations, as the Group's commercial success depends on its ability to maintain and increase its rental income generated from its properties.
- Decreases in occupancy rates has a significant impact on the Group's rental income and, therefore on the profitability of the Group's operations, and also to a lesser extent tenant turnover.
- Different factors, both property specific such as rent levels, occupancy ratio and operative expenses, and market specific such as macroeconomic effects, general economic trends, growth, unemployment levels, the rate of production of new premises, population growth, inflation and interest rates, have an effect on the value of the Group's properties. Changes in property values could have a material adverse effect on the Group's earnings and financial position.
- Lack of maintenance and refurbishment may lead to decreases in the value of the Group's properties, and the Group may also need to set lower rent levels. The majority of the Group's property portfolio consists of buildings constructed in the 1900's or early 2000's.
- The Group may not be able to successfully execute some or all of its strategic initiatives and/or the benefits of these initiatives may not be achieved at the time or to the extent expected, or at all.
- The Group's business may be adversely affected if the acquisition and integration of properties and property companies is not successful.

- The Group's results of operations and profitability are subject to risks related to general economic conditions and demographic trends.
- The Group's insurance coverage could be insufficient for potential liabilities or other losses.
- System malfunctions in the Group's operations may decrease the efficiency and/or profitability of the Group's operations.
- The Group operates in a competitive market and the Group may fail to compete successfully.
- Changes in laws and regulations could have a material and adverse effect on the Group's business, financial condition, results of operations and cash flows.
- The Group's operations are exposed to environmental risks and must comply with various health and safety and environmental regulations and these may adversely affect the Group's operations and future earnings.
- The Group may not be able to secure financing at favourable terms or at all.
- Increased interest rates may decrease the value of the Group's properties and increase the cost of financing.

Key information about the securities

What are the main features of the securities?

Type, class and ISIN	The Company has one class of Shares. The Shares are registered in book-entry form in the VPS and have ISIN NO0013178616.
Currency, nominal value and number of securities	The Shares and the New Shares will be traded in NOK on the Oslo Stock Exchange. As at the date of this Prospectus, the Company's share capital is NOK 3,596,583, divided into 71,931,660 Shares, each with a nominal value of NOK 0.05.
Rights attached to the securities	The Company has one class of shares in issue and all shares in that class provide equal rights in the Company, including rights to dividend and voting rights. Each Share carry one vote.
Transfer restrictions................	The Shares are freely transferable. The Articles of Association do not provide for any restrictions on the transfer of Shares, or a right of first refusal upon transfer of the Shares. Share transfers are not subject to approval by the Board of Directors. Transfer of Shares in the Company in or into various jurisdictions other than Norway may be restricted or affected by law in such jurisdictions.
Dividend and dividend policy .	The Company's dividend policy is to distribute approximately 60% of cash earnings to its shareholders, subject to growth and overall financial position. The dividend will be paid quarterly. In the short term, the Company intends to take advantage of the current market situation and may prioritise acquisitions and therefore not pay dividends in accordance with the dividend policy.

Where will the securities be traded?

The Company will on or about 16 April 2024 apply for the listing of its Shares on the Oslo Stock Exchange. The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on or about 29 April 2024. The Company has not applied for admission to trading of the Shares on any other stock exchange, regulated market or a multilateral trading facility.

What are the key risks that are specific to the securities?

Material risk factors.................

- The Company may need additional capital to finance its operations, which may include the Company issuing new shares with a dilutive effect for existing shareholders.
- An active and liquid market for the Shares might not develop and the trading price for the Shares may fluctuate significantly.
- SBB Samfunnsbygg AS will remain as the largest shareholder of the Company following the Offering, and as such be able to exert a certain degree of influence over matters requiring shareholder approval, including the election of the Board of Directors and approval of

significant corporate transactions. The commercial interests of SBB Samfunnsbygg AS may not always be aligned with the interest of the Company's other shareholders.

- Samhällsbyggnadsbolaget i Norden AB (publ) may be deemed to have de-facto control over the Company from an accounting perspective. If the Company is consolidated with Samhällsbyggnadsbolaget i Norden AB (publ) from an accounting perspective (as Samhällsbyggnadsbolaget i Norden AB (publ) is considered to have de-facto control), this may affect the tax deductibility of interest in previous periods and hence materially affect the financial statements of the Group.

Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

Terms and conditions of the offering....................................

The Offering consists of:

- an Institutional Offering, in which Offer Shares are being offered to (a) institutional and professional investors in Norway, (b) investors outside Norway and the United States, subject to applicable exemptions from any prospectus and registration requirements, and (c) QIBs in the United States as defined in, and in reliance on, Rule 144A or another available exemption from registration requirements under the U.S. Securities Act. The Institutional Offering is subject to a lower limit per application of NOK 2 million.
- a Retail Offering, in which Offer Shares are being offered to the public in Norway and Sweden subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each investor. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.
- an Existing Shareholders Offering in which Offer Shares are being offered to Existing Shareholders subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each shareholder. Shareholders who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Existing Shareholders Offering and/or the Retail Offering will be treated as one application with respect to the maximum application limit.

All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be made in compliance with Regulation S of the U.S. Securities Act.

The Managers may elect to over-allot a number of Additional Shares equaling up to approximately 15% of the aggregate number of New Shares sold in the Offering. In this respect, SBB Samfunnsbygg AS is expected to grant to the Stabilisation Manager (DNB Markets), on behalf of the Managers, a Borrowing Option to borrow a number of Shares equal to the number of Additional Shares in order to facilitate such over-allotment. Further, the Company is expected to grant to the Stabilisation Manager, on behalf of the Managers, a Greenshoe Option to have issued and subscribe for a number of new Shares equal to the number of Additional Shares at a price per Share equal to the Offer Price in order to facilitate re-delivery of the borrowed Shares.

The Company has, in consultation with the Managers, set an Indicative Price Range for the Offering from NOK 14.5 to NOK 21 per Offer Share. Assuming that the Offer Price is set at the low end of the Indicative Price Range, that the maximum number of New Shares are issued and the Greenshoe Option is exercised in full, a total of 140,875,000 Offer Shares will be sold, representing approximately 58% of the Shares in issue following the Offering and the SBB Transaction as described in Section 8.6.

Timetable in the offering	The key dates in the Offering are set out below. Please note that the Company in consultation with the Managers, reserve the right to extend the Bookbuilding Period for the Institutional Offering and Application Period for the Retail Offering at any time and at their sole discretion.

Bookbuilding Period commences	On or about 17 April 2024 at 09:00 hours (CEST)
Bookbuilding Period ends	On or about 25 April 2024 at 14:00 hours (CEST)
Application Period commences	On or about 17 April 2024 at 09:00 hours (CEST)
Application Period ends	On or about 25 April 2024 at 12:00 hours (CEST)
Allocation and pricing of the Offer Shares	On or about 25 April 2024
Publication of the results of the Offering	On or about 25 April 2024
Distribution of allocation notes	On or about 26 April 2024
Accounts from which payment will be debited in the Retail Offering and the Existing Shareholders Offering to be sufficiently funded	On or about 26 April 2024
Payment date in the Retail Offering and the Existing Shareholders Offering	On or about 29 April 2024
Delivery of the Offer Shares in the Retail Offering and the Existing Shareholders Offering (subject to timely payment)	On or about 30 April 2024
Payment date in the Institutional Offering	On or about 30 April 2024
Delivery of the Offer Shares in the Institutional Offering	On or about 30 April 2024

Admission to trading

The Company will on or about 16 April 2024 apply for admission to trading of its Shares on the Oslo Stock Exchange. It is expected that the board of directors of the Oslo Stock Exchange will approve the listing application of the Company on or about 22 April 2024, conditional upon the Company obtaining a minimum of 500 shareholders, each holding Shares with a value of more than NOK 10,000 and the Company satisfying the minimum free float requirement of the Shares as required by the Oslo Stock Exchange. The Company expects that these conditions will be fulfilled through the Offering.

The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on or about 29 April 2024.

Distribution plan

In the Institutional Offering, the Company, in consultation with the Managers, will determine the allocation of Offer Shares based on certain allocation principles, including existing ownership in the Company.

In the Retail Offering, allocation will be made on a pro rata basis using the VPS automated simulation procedures, provided, however, that the Company and the Managers reserve the right, at their sole discretion, to give full allocation to employees of the Group and members of the Board of Directors of the Company having applied for Offer Shares in the Retail Offering. The Company and the Managers reserve the right to limit the total number of applicants to whom Offer Shares are allocated in order to keep the number of shareholders at an appropriate level, in which case the applicants to whom Offer Shares are allocated will be determined on a random basis by using the VPS automated simulation procedures and/or other random allocation mechanism.

In the Existing Shareholders Offering, allocation of Offer Shares will be made by the Company in consultation with the Managers. The Company will seek that Existing Shareholders who apply for Offer Shares in the Existing Shareholders Offering are allocated the number of Offer Shares that they have applied for in order to limit the dilutive effect of the Offering on their existing shareholding in the Company. When deciding on allocation of Offer Shares, the Company, in consultation with the Managers, will take into account applicants existing shareholding in the Company and the size of the application. Allocations will in any event be made within the size limit of the Existing Shareholder Offering, and to the extent all or several Existing Shareholders

	apply for Offer Shares, the Company will treat Existing Shareholders equally and cannot guarantee that each Existing Shareholder will be allocated all Offer Shares applied for.
Dilution...................................	Following completion of the Offering (excluding any over-allotments), and the issuance of new Shares to SBB Samfunnsbygg AS as described in Section 9.1, the immediate dilution for the existing shareholders is expected to be approximately 214%, based on the assumption that the existing shareholders do not subscribe for any New Shares in the Offering and that the maximum number of New Shares is issued in the Offering. The existing shareholder's pre-emption right to subscribe for the New Shares will be deviated from.
Total expenses of the issue/offer..............................	The Company's total costs and expenses of, and incidental to, the Listing and the Offering are estimated to amount to approximately NOK 100 million. No expenses or taxes will be charged by the Company or the Managers to the applicants in the Offering.

Who is the offeror and/or the person asking for admission to trading?

Brief description of the offeror(s)	The Company is the offeror of the New Shares in the primary Offering.

Why is this Prospectus being produced?

Reasons for the offer/ admission to trading	The Group believes that the Offering and the Listing will: • provide access to public capital markets and facilitate the use of Shares as currency in any potential future M&A transactions; • provide a liquid market for the Shares; • enhance the Company's visibility and market profile with investors, business partners and customers; • further improve the Group's ability to attract, retain and motivate talented management and personnel; and • diversify the shareholder base and enable other investors to take part in the Group's future growth and value creation.
Use of proceeds.....................	The Company expects to receive gross proceeds between NOK 1,522,500,000 and NOK 1,776,250,000 from the sale of the New Shares, and assuming that the Company's expenses in the Offering amount to approximately NOK 100 million, net proceeds of between NOK 1,422,500,000 and NOK 1,676,250,000. The Company intends to use such net proceeds to rebalance the Group's capital structure by repaying outstanding debt as well as general corporate purposes.
Underwriting..........................	The Offering is not subject to any underwriting agreement.
Conflicts of interest...............	The Managers or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Managers will receive a success fee in connection with the Offering and, as such, have an interest in the Offering.

2 RISK FACTORS

An investment in the Company and the Shares involves inherent risk. Investors should carefully consider the risk factors set out in this Section 2 and all information contained in this Prospectus, including the consolidated Financial Statements (as defined herein). The risks and uncertainties described in this Section 2 are the known principal risks and uncertainties faced by the Group as of the date hereof that the Company believes are the material risks relevant to an investment in the Shares. An investment in the Shares is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risk factors included in this Section 2 are not exhaustive with respect to all risks relating to the Group and the Shares, but are limited to risk factors that are considered specific and substantial to the Group and the Shares. The risk factors are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. Within each category, the risk factors deemed most material for the Group, taking into account their potential negative effect for the Group and the probability of their occurrence, are set out first. This does not mean that the remaining risk factors are ranked in order of their materiality or comprehensibility, nor based on a probability of their occurrence. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats. Accordingly, they should therefore be considered prior to making an investment decision.

If any of the following risks were to materialise, either individually, cumulatively or together with other circumstances, it or they could have a material and adverse effect on the Group and/or its business, results of operations, cash flows, financial condition and/or prospects, which may cause a decline in the value and trading price of the Shares, resulting in loss of all or part of an investment in the same. Additional specific risk factors of which the Company is currently unaware, or which it currently deems not to be material risks, may also have corresponding negative effects. Before making any investment decision, any potential investor must also take into account that a number of general risk factors that are not included in this Section 2 still applies to the Group and the Shares.

2.1 Risks related to the Group's business

2.1.1 Decreases in rental income may have a material adverse effect on the Group's results of operations

The Group's commercial success depends on its ability to maintain and increase its rental income generated from its properties. Rental income constitutes the Group's main source of current earnings, and this income needs to cover operation and maintenance costs, administration costs and financing expenses. The amount of rental income the Group is able to generate is dependent on occupancy rate and to a lesser extent tenant turnover (see Section 2.1.2 "The amount of rental income the Group is able to generate is dependent on occupancy rate and to a lesser extent tenant turnover" below), which again depend on factors such as macroeconomic conditions, demographic trends, availability of suitable tenants for the Group's properties and the level of new construction, which could increase the supply of rental properties relative to demand. Furthermore, if the condition, location or other characteristics of the properties in the Group's property portfolio are not responsive to the demand, this may negatively affect the Group's ability to maintain and increase rent levels and total rental income. The Group considers that its office properties located on the outskirts of city centers can be challenging to lease out to new tenants. Some of the office properties are located in cities where the general demand for office space is low, such as Halden, Leikanger and Porsgrunn. The properties identified as being difficult to let as offices will therefore have to be converted and refurbished to other uses, such as housing. As an example, the Group has already started such work on its property located at Otervegen 23 in Kongsvinger.

The Group does not consider any specific geographical areas to be more exposed to the risk of higher vacancies than other, but it mentioned that the rental market is larger in the larger cities of Norway and therefore easier to find suitable tenants in case any lease agreement expires or existing tenants or the Group terminates any lease agreement.

As of 31 December 2023, the Group's top ten tenants by passing rent accounted for 47.6% of the Group's rental income. The Group's contract with the Norwegian Ministry of Education and Research, as tenant, and Oslo Metropolitan University, as user, regarding Kunnskapsveien 55 constituted approximately 9.1% of the Group's revenue in 2023 and is expected to account for approximately 7.8% of the Group's revenue in 2024, and the contract is considered material to the Group (see Section 8.5.4 "Tenants and rental conditions" for further information). If one or more of the Group's largest tenants do not renew or extend their leases when they expire, or the leases are terminated, this will lead to reduced rental income and increased vacancies if the Group is not able to enter into new leases with new tenants. The Group's tenants are in general solid counterparties such as state institutions and municipalities which historically in general have paid rent on time. However, should a tenant, especially one or several of the larger tenants, not pay their rent on time or at all, or otherwise fail to fulfil their obligations under their lease, this will lead to reduced rental income for the Group. Given the nature of the Group's tenants, political decisions, such as reorganizations or decisions to centralize government functions, workforce reductions of state institutions, or combinations of municipalities, may lead to reduced demand for the Group's properties. A recent example of such processes is the Norwegian court reform (*Nw.: Domstolsreformen*) involving a reduction of the number of district courts (*Nw.: tingretter*), which are possible tenants of the Group. Further, when negotiating and extending lease agreements made with state institutions and municipalities, the Group will be exposed to political decision-making processes which may take longer time than similar decision-making processes with private counterparties, due to the involvement of several governmental bodies.

The Group aims to maintain and increase its rental income, secure a high occupancy rate and reduce tenant turnover and related costs by (i) enhancing the desirability of its housing through planned maintenance and renovations, (ii) actively developing its property portfolio to meet the demands of existing and prospective tenants, and (iii) maintaining tenant satisfaction. However, such measures may not result in the Group achieving the intended goals. If the Group, despite the aforementioned measures, fails to maintain and, where possible increase its rental income, this could have a material adverse effect on the Group's results of operations. Furthermore, the Group may also be obliged to cover the common costs for the vacant areas, and necessary capital expenditures related to properties may not be reduced in proportion to any reduction in rental income from that property, adding to the adverse effect on the Group's financial results and position.

2.1.2 The amount of rental income the Group is able to generate is dependent on occupancy rate and to a lesser extent tenant turnover

The occupancy rate of the Group's property portfolio has a significant impact on the Group's rental income and, therefore on the profitability of the Group's operations. As of 31 December 2023, the occupancy rate of the Group's properties was 95%, and the average remaining lease term of the rental contracts for the properties was 5.2 years (not including extension options). The Group's occupancy rate will decrease if tenants, and with an increased impact if larger tenants, move out and the premises cannot be rented out again immediately, or within a reasonable period of time. The Group maintaining its occupancy rate at similar levels in the future is not guaranteed, as several factors, including macroeconomic conditions, demographic trends, the level of new construction and demands from prospective tenants, could lead to a decrease. If the Group's occupancy rate was to decrease, the Group's total revenue would decrease while its maintenance and financing costs would likely remain relatively constant. Additionally, if tenants move out and the premises cannot be rented out again immediately, or within a reasonable period of time, this could lead to the Group having to spend money and resources in order to find replacement tenants, thereby incurring unanticipated marketing costs. Tenant turnover may also result in additional costs for the Group owing to, for example, the expenses associated with arranging and signing new lease agreements and the cost of renovations and maintenance typically made following a tenant's departure from a property, which varies from property to property and based on the requirements of the new tenant. Given the nature of the Group's tenants, the Group may also need to comply with special requirements from new tenants, for example additional security measures, which require capital expenditures by the Group.

2.1.3 Changes in property values could have a material adverse effect on the Group's earnings and financial position

The Group's properties are initially recorded at cost in the Group's consolidated balance sheet with subsequent measurement at fair value, and with changes in value being recognized in profit or loss for the period in which it arises (as prescribed by IAS 40 Investment Property). The Group's properties are measured at their fair value by the independent third party external valuers Newsec AS and Cushman & Wakefield (as defined under Section 4.2.4).

Different factors affect the fair value of the Group's properties. Such factors could both be property specific, such as rent levels, occupancy ratio and operative expenses, and market specific, such as macroeconomic effects, general economic trends, growth, unemployment levels, the rate of production of new premises, population growth, inflation and interest rates. For example, the value of the Group's properties recognized in profit or loss was positive with NOK 1,018 million for the year ended 31 December 2021, negative with NOK 913 million for the year ended 31 December 2022, and negative 1,143 million for the year ended 31 December 2023. Further reductions in the fair value of the Group’s properties cannot be excluded as recent changes to the macroeconomic climate with a rapid rise in interest rates, have hit real estate as an asset class hard. Valuations have decreased, illustrated by the prime office yield in Oslo which has increased from 3.30% at the peak in 2021 to 4.75% in Q4 2023,[2] and cost of

[2] Source: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Yield+og+renter&subSector=Kontor

owning real estate has increased, with the cost of debt markedly up, illustrated by the NOK 5-year swap rate which has risen from 0.40% at the bottom in May 2020 to 3.43% as per 31 December 2023.

Changes in the fair value of the properties are recorded quarterly and are based on the third party external valuers' calculations. Consequently, any reduction in fair value of the properties of the Group as measured by third parties could result in a number of consequences, such as a breach of the covenants of the financing agreements of the Group (as further described in Section 11.9 "Borrowings and other contractual obligations ", and Section 2.4.1 "The Group may not be able to secure financing at favorable terms or at all, and its financing agreements contain a number of covenants that the Group must comply with"), which in turn could result in lenders demanding additional collateral or repayment of the bonds prior to maturity and consequently affecting the liquidity of the Group. A material decrease of the market value of the properties could also have a negative impact on the trading price for the Shares, and negative impact on the Group's ability to dispose of its properties without incurring losses, which in turn could have a material adverse effect on the Group's earnings and financial position.

2.1.4 Lack of maintenance and refurbishment may lead to decreases in the value of properties, and the Group may also need to set lower rent levels

The majority of the Group's property portfolio consists of buildings constructed in the 1900's or early 2000's. The Group currently owns no buildings constructed after 2010. All of the Group's properties will require some level of repair, maintenance and/or refurbishment in the future following expiration of current lease agreements or otherwise (see the overview of the Group's properties in Section 8.5.2 "Current property portfolio of the Group" for the latest major refurbishment for each property).

Regular property maintenance is necessary in order to maintain the fair value and rent levels of the properties in the Group's portfolio, and to attract tenants. All of the Group's buildings are closely monitored by service personnel, and scheduled maintenance is reflected in the Group's budgets. However, the amount of required maintenance may increase, for example, as a result of changes to energy efficiency (see Section 2.3.1 "Changes in laws and regulations could have a material and adverse effect on the Group’s business, financial condition, results of operations and cash flows") or other requirements set to properties, and changes to energy efficiency or other new requirements may also result in the Group having to refurbish a property. Further, given the nature of the Group's tenants, a new tenant may also need the building to comply with special requirements, for example additional security measures, which may lead to increased refurbishment and/or maintenance costs. Maintenance and/or refurbishment costs may also increase as a result of inflation. If some maintenance or refurbishment needs are not recognized in time and as a result the level of maintenance and refurbishment is left insufficient, this may lead to decreases in the value of such properties, the Group may need to set lower rent levels in these properties and the properties may not meet the demands of potential new tenants.

2.1.5 The Group may not be able to successfully execute some or all of its strategic initiatives

Successful execution of the Group's strategic initiatives, as further described under Section 8.3 "Strategy" is not guaranteed. Key parameters of the Group's strategy are acquisitions, consolidation and growth in the Norwegian cities Oslo, Bergen, Trondheim, and Stavanger, all of which depends on a robust and liquid transaction market for commercial properties in Norway. The Norwegian transaction market has seen a significant decline in the past years, following rising interest rates due to tighter monetary policy as a result of high inflation, and should this trend continue the Group may not be able to execute on its strategy. In addition to a robust and liquid transaction market, the Group's ability to carry out acquisitions pursuant to its growth strategy, will depend on other factors such as its ability to identify acceptable targets for acquisition and obtain necessary financing. As an example, the Group expected to make good and profitable acquisitions in the second half of 2022. However, given the prevailing market conditions, despite the Group's expectations to make good and profitable acquisitions and constantly considering new investment opportunities with public tenants, no acquisitions nor divestments was completed in the second half of 2022 or in 2023. If the Group is unable to successfully execute on its strategic initiatives, this could have a material adverse impact on the Group's business, and the market price for the Shares.

2.1.6 The acquisition and integration of properties and property companies may not be successful

The Group has historically been involved in a number of acquisitions over a short period of time, with the majority of acquisitions being made in 2021 and first half of 2022, has entered into a share purchase agreement with SBB Samfunnsbygg AS (see Sections 8.6 "The SBB Transaction" and 2.4.4 "The completion of the SBB Transaction is subject to certain conditions") and, as further described in Section 8.2.2 "Unique market opportunity" and Section 8.3 "Strategy", a key parameter of the Group's strategy going forward is acquisitions, to capitalize on the current situation in the Norwegian real estate market and to consolidate its market position. When deciding to make an acquisition, the Group performs financial, legal and technical due diligence and makes certain assumptions and determinations based on its due diligence of the properties to be acquired, as well as other information then available, including assumptions regarding future rental income, operating costs and synergies. However, these assumptions and determinations are based on the information available to the Group at the time of considering the acquisition in question and may later prove to be incorrect, and therefore the Group may not realize the full benefits it expects from an acquisition, nor be able to integrate an acquired property or company resulting in economies of scale and cost savings not being realized (in whole or in part) or occurring later than anticipated. Also, any material errors or inaccuracies in the due diligence reports could result in significant costs to the Group in terms of increased costs. For example, the Group has previously been involved in a dispute partly as a result of the insufficiency of the due diligence carried out in connection with an acquisition. Other challenges arising from integration of the acquired property/company into the Group can be (i) issues related to division of responsibilities between the Group and the seller(s), if the transaction documentation does not have a clear regulation regarding the division of responsibilities and costs following an acquisition, resulting in increased costs for the Group and employees of the Group having to use their time on such issues instead their ordinary tasks and responsibilities, and (ii) challenges related to the transfer of information from the seller(s) to the Group regarding the acquired property and/or the acquired company, which may result in an ineffective integration process and negative consequences for the Group. Historically, the Group has experienced challenges as a result of acquiring numerous companies and properties at the same time and in one go, which has made integration more challenging than if there had been a longer period between acquisitions, which has for example resulted in the Group, on a few occasions appearing disorganized towards tenants and not being able to report in timely manner or accurately enough to the Group's shareholders shortly after acquisitions due to lack/ineffective information transfers, resulting in unhappy counterparties and shareholders. As a listed company, such challenges may ultimately have a negative affect on the trading price for the Shares. As the Group is engaged in acquisitions on an ongoing basis and has a strategy of continuous growth, these risks are continuous.

2.1.7 The Group’s insurance coverage could be insufficient for potential liabilities or other losses

The Group currently maintains insurance coverage of types and amounts that it believes to be customary in the industry, including property insurance for all properties in the Group’s property portfolio, as well as liability insurances covering the Group’s operations. Certain types of losses and/or damages are generally not covered by insurance policies due to such losses being considered as impossible to insure, for example losses resulting from the act of war, terrorism, professional liability or personal liability (the latter two where damages are caused by negligence, willful misconduct or criminal acts). Further, most of the Group's insurances (i.e. the insured amounts) are limited by specified maximum amounts per claim and specified insurance periods. Should an uninsured loss or a loss in excess of insured limits occur, the Group could also lose capital invested in the affected property, as well as future revenue from that property. In addition, the Group could be liable to repair damage caused by uninsured risks, and for any debt or other financial obligation related to a damaged building. Any uninsured losses or losses in excess of insured coverage limits could have a material and adverse effect on the Group’s business, financial condition, results of operations and cash flows.

2.1.8 System malfunctions in the Group's operations may decrease the efficiency and/or profitability of the Group's operations

The Group's operations are dependent on information systems sourced from certain suppliers. The information systems are mainly standard solutions, and include telecommunication systems as well as software applications that the Group uses to control business operations, manage its property portfolio and risks, prepare operating and financial reports and to execute treasury operations. The operation of the Group's information systems may be interrupted due to, among other things, power cuts, computer or telecommunication malfunctions, computer viruses, crime targeted at information systems, such as security breaches and cyber-attacks from unauthorized persons, as well as human error by the Group's own staff or the staff of the suppliers, and there is a general risk of the Group's suppliers failing to perform their duties adequately and in a timely manner which may negatively impact the Group's operations. Material interruptions or serious malfunctions in the operation of the information systems may impair and weaken the Group's operations, earnings and financial position. In particular, malfunctions in IT systems could delay the Group in issuing rental invoices to, or securing tenancy agreements with, its customers. Materialization of any of the above risks could have a material adverse effect on the Group's operations, reputation, earnings and financial position.

2.1.9 The Group is exposed to technical risks

Operating in the real estate industry entails the possibility of technical risks. Technical risks refer to the risks associated with the technical operation of properties, such as the risk of design errors, other hidden defects, requirements specific for the Group's public tenants, or deficiencies, damage (caused, for example, by fire or another force of nature, or by tenants) and contaminants. The Group's perform technical due diligence when considering acquiring a new property, however, for example hidden defects or deficiencies may not be identified during such technical due diligence. If technical problems arise, they can lead to a significant increase in costs for the Group. For example, the Group has previously been involved in a dispute partly as a result of the insufficiency of the due diligence carried out in connection with an acquisition. In addition, the Group's reputation is particularly important in relation to attracting new and retaining current tenants, especially due to the numerous state and public sector tenants, who generally have more extensive procedures in place for the conclusion of lease agreements than private sector organizations. If the Group fails to adequately respond to technical, legislative or maintenance problems, the Group's reputation may be damaged, which in turn can lead to difficulties in retaining current tenants or attracting new relevant tenants. If the Group's reputation is damaged or it has increased costs due to technical damage, this can lead to a loss of income and/or lost growth opportunities.

2.1.10 The Group has recently established a new organization, and prior results and achievements may be not be similar to those achieved in the past

The Group has until lately had one employee, with Arctic Real Estate Management AS ("**AREM**") as business manager and Arctic as organizer, assisting the Company and the Company's employee with commercial and financial management related to the Group, including the properties and individual companies that are part of the Group. In connection with the Listing, the Company has established its own functions, with employees of the SBB Group's (as defined under Section 2.5.3 "SBB Samfunnsbygg AS will remain as the Company's largest shareholder following the Offering" below) Norwegian operations, including the Management, having been transferred to the Group. Even if the employees of the SBB Group's Norwegian operations have experience from other property companies, they have not been employed by the Group and results and achievements of the Group prior to implementing its own functions and the transfer of employees of the SBB Group's Norwegian operations may not be similar to those achieved prior to the transfer of employees of SSB's Norwegian operations. Additionally, the Group will incur additional costs related to the implementation of new functions and employment of the employees from the SBB Group's Norwegian operations that were not incurred previously.

2.2 Risks related to the industry in which the Group operates

2.2.1 The Group's results of operations and profitability are subject to risks related to general economic conditions and demographic trends

The Group is affected by several macroeconomic factors which may impact the value and rental income of the Group's property portfolio, including, but not limited to, general economic trends, regional economic development, employment rates, production rates of new premises, changes of infrastructure, inflation and interest rates in Norway. These factors significantly impact supply and demand in the real estate market and accordingly affect occupancy rates, rent levels and gross asset values of the Group's properties. The recent changes to the macroeconomic climate with a rapid rise in interest rates, have hit real estate as an asset class hard. Valuations have decreased, illustrated by the prime office yield in Oslo which has increased from 3.30% at the peak in 2021 to 4.75% in Q4 2023[3] and the reduction of the value of the Group's property portfolio for the period ended 31 December 2022 compared to the period ended 31 December 2023. Cost of owning real estate has increased, with the cost of debt markedly up, illustrated by the NOK 5-year swap rate which has risen from 0.40% at the bottom in May 2020 to 3.43% as per 31 December 2023 which also affects the Group's floating interest rate through its Term Loan as further described in Section 11.9.3.4 "Term Loan". Additionally, as the Group owns properties in several Norwegian cities, the Group's portfolio may be affected by demographic trends such as the growing prevalence of aging populations and increasing rural-to-urban migration and centralization in larger cities, which might especially negatively impact the rental prices of the Group's properties located outside of the Greater Oslo region (i.e. Oslo and the surrounding municipalities), for example in Florø, Leikanger and Mo i Rana, which in turn could impact the level of supply and demand for the Group's properties and general fluctuations in demography and settlement patterns could have a material adverse effect on the Group's results of operations and profitability.

[3] Source: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Yield+og+renter&subSector=Kontor

The Group is also exposed to the wider risks related to the global financial markets and competition from other listed real estate companies, especially from other real estate companies operating in Norway or the Nordics. Certain competitors might have a more attractive property portfolio to investor, for example if the property portfolio is more diverse than the Group, i.e. by owning properties internationally, or owning newer and more climate-neutral properties, or with a different mix of tenants or prospective tenants and types of properties than the Group. Examples of competitors include KMC Properties ASA, which is listed on the Oslo Stock Exchange and has a property portfolio in the Nordic countries and Europe in addition to Norway (although the focus is on industrial properties), and similar property companies operating in the community service property provider industry as the Group (as mentioned in Section 2.2.2 "The Group operates in a competitive market and the Group may fail to compete successfully" below). These factors may impact the Group's ability to raise sufficient equity and/or debt capital in the future at the terms and conditions and in a manner acceptable for the Group from investors who are willing to interested in investing in real estate companies like the Group, or comparable to the Group. Further, concerns about credit risk (including that of sovereigns) have increased globally, especially with the presence of significant sovereign debts and/or fiscal deficits in a number of European countries and in the United States also apply to the Group and the Group's financing as further described below in Section 11.9.3 "Main terms and conditions of the Group's financing agreements". Adverse negative developments in the global financial markets could limit the Group's access to the equity/debt it requires in the future to finance its operations and planed growth could have a material adverse impact on the Group's financial position and results of operations.

2.2.2 The Group operates in a competitive market and the Group may fail to compete successfully

The Group is active in the property industry which is subject to substantial competition, including community service property providers such as Entra ASA, Polaris Eiendom AS, and Offentlig Eiendomsinvest I AS. The Group's competitiveness is dependent on its ability to acquire desirable properties in attractive locations, attract and retain tenants, to anticipate future changes and trends in the industry, and to adapt swiftly to, for example, current and future market needs. Furthermore, the Group competes for tenants based on, for example, the location of the property, rental price, size, accessibility, quality, tenant satisfaction, convenience and the Group's reputation. The Group believes that the competition is strongest in the Eastern parts of Norway (Nw: Østlandet), and especially the Greater Oslo region (i.e. Oslo and surrounding municipalities), Vestfold, Telemark and Innlandet County Municipalities, due to the number of real estate companies in Norway operating in these geographic markets.[4]

The Group's competitors may have greater financial resources than the Group, a better capacity to withstand downturns in the market, greater access to potential acquisition targets, lease contracts with longer terms, more consistent tenants, compete more effectively, retain more skilled personnel and respond faster to changes in local markets. In addition, competitors may have a higher tolerance for lower yield requirements and more efficient technology platforms and longer operating history. Furthermore, the Group may need to incur additional investment costs to keep its properties competitive in relation to competitors' properties. If the Group cannot compete successfully, this can significantly impact rent levels and vacancy rates and the Group's income could be reduced.

2.2.3 The Group is exposed to the risk that it may be unable to sell any portion of its total portfolio on favourable terms or at all

Several of the Group's properties constitute a unique asset class as they have been adapted to fit specific purposes and there is a limited buyer universe in this sector. As a result the market for the types of properties the Group owns or may acquire in the future has historically been characterized by limited liquidity. Additionally, the real estate market in general is currently characterized by few property transactions and a significant gap in valuation between buyer and seller. If the Group is required to liquidate parts of its portfolio on short notice for any reason, including raising funds to support its operations or to repay outstanding indebtedness, the Group may not be able to sell any portion of its portfolio on favourable terms or at all. In the case of an accelerated sale, there may be a significant gap between the value of the property or property portfolio being sold and the price at which the Group could otherwise sell such property or property portfolio. In addition, the Group may face further difficultly in disposing of its properties due to covenants and pledges limiting asset disposals in the Group's financing agreements.

Any of the foregoing factors could lead to properties being sold at a price considerably lower than anticipated, which could have a material adverse impact on the Group's financial position and results of operations.

[4] Source: https://www.estatenyheter.no/200-storste-norges-storste-pluss/200-storste-halvparten-av-selskapene-er-lokalisert-i-oslo/277650

2.3 Risks related to laws, regulations and compliance

2.3.1 Changes in laws and regulations could have a material and adverse effect on the Group's business, financial condition, results of operations and cash flows

New planning regulations and changes in or completion, of existing planning regulations and practices by relevant authorities and changes in infrastructure may affect the operations of the Group's properties, including the interest of potential tenants in future rental of premises or interest of future purchasers of the property. New laws may be introduced which may be retrospective and affect environmental planning, land use and development regulations. Furthermore, existing or new planning regulations may limit the possibility to further develop the Group's properties.

The EU has ranked the building sector as the single largest energy consumer in the EU and aims to improve the energy performance of buildings across the EU, with the aim to double the rate of renovation by 2030 to lead to better energy and resource efficiency, with estimated 35 million buildings to be renovated under such climate pact.[5] A revised Energy Performance of Buildings Directive with stricter energy performance and energy efficiency requirements is expected to be finalized and adopted in the EU in the near future. If the revised Energy Performance of Buildings Directive is adopted and implemented in Norway, this may require the Group to refurbish properties in its property portfolio to meet new minimum energy performance standards and possible requirements to establish solar energy installations, as further described in Section 8.12.2 "New EU regulation".

Additionally, changes in laws and regulations regarding tax and other duties/charges, including, but not limited to, VAT and the stamp duty on transfer of properties, could involve new and changed parameters applicable to the Group and taxation of/charges for the Group at higher levels than as of the date hereof. For example, the municipalities of Norway could impose new or increased property value taxes. Changes in tax and charges laws and regulations could, among other things, reduce the profitability of investing in property, the demand for the Group's properties and hence the profitability of the Group. Further, tax implications of transactions and dispositions of the Group are to some extent based on judgment of applicable laws and regulations pertaining to taxes and duties/charges. The tax authorities and courts would assess the applicability of taxes and charges to the Group in the same way that the Group has assessed such applicability to itself and might not agree with the Group's own assessments from time to time. An occurrence of one or more of the above-mentioned factors could have a material and adverse effect on the Group's business, financial condition, results of operations and cash flows.

2.3.2 The Group's operations are to some extent exposed to environmental risks and the Group must comply with various health and safety and environmental regulations

The Group conducts inspections during the acquisition of individual properties, in the form of legal and technical due diligence to identify any environmental risks, where the technical due diligence typically will include a review of any soil contamination/radon etc. and the legal due diligence will typically cover review of energy labels of the buildings/properties and the review of any BREEAM ratings. There is a risk that not all environmental risks are identified, or that potential historical liability rests with the Group following an acquisition as the Group is not able to negotiate suitable protection for all potential historical liability in the purchase agreement. Under current Norwegian environmental legislation, the property owner and the developer who has contributed to the contamination of a property are liable for its remediation. This means that under certain circumstances that the Group may be ordered to restore a property to a state that is compliant with environmental legislation. This may involve soil decontamination or remediation in respect of the presence of, or suspicion of the presence of, contaminants in the soil, catchment areas or groundwater. The cost to the Group of investigation, removal, or remediation required to comply with environmental regulations may be substantial and therefore such orders may negatively impact the Group's earnings, cash flow and financial position. Furthermore, any future changes to the laws, regulations and requirements from authorities in the environmental sector could result in increased costs for the Group with respect to sanitation or remediation regarding currently held or future acquired properties. Such changes could also result in increased costs or delays for the Group in carrying out any of its development projects.

The Group is and may also be subject to further regulation in areas such as occupational health and safety, as well as acts and regulations limiting emissions of greenhouse gases such as through energy and electricity consumption. Non-compliance with such

[5] Source: https://climate-pact.europa.eu/about/priority-topics/green-buildings_en

acts and regulations may result in governmental authorities issuing orders for enforcement measures, imposing fees or fines, and in some cases even imposing restrictions on the operations of the Group, which can be serious.

Furthermore, contaminants may also be detected on properties and in buildings, in particular during renovation processes or when buildings are upgraded for environmental certification. The discovery of any contaminants or residual pollution in connection with the lease or sale of properties could trigger claims for rent reductions, damages or lease terminations. Measures to remove such contaminants or remediate any pollution can be required as part of the Group's ongoing operations and may, depending on the extent of the contamination, involve considerable costs and have a material adverse impact on the Group's results of operations.

2.3.3 The Group could be subject to litigation and disputes that could have a material adverse effect on the Group's business, financial condition, results of operation and cash flow

As of the date of this Prospectus, the Group is not aware of any ongoing disputes or other legal disputes concerning the Group, and the Group has not previously been involved in any material disputes. There is however a risk that the Group may become involved in disputes, legal proceedings, investigations, litigation or arbitration brought by customers or other counterparties, regulatory authorities or governments in the future. The Group cannot predict with certainty the outcome or effect of any such claim or other legal or arbitration proceedings. The ultimate outcome of any legal or arbitration proceeding and the potential costs associated with prosecuting or defending such legal or arbitration proceedings, including the diversion of the Management's attention to these matters, could have a material and adverse effect on the Group's business, reputation, financial condition, results of operations and cash flows.

2.4 Risks related to financial matters

2.4.1 The Group may not be able to secure financing at favorable terms or at all, and its financing agreements contain a number of covenants that the Group must comply with

The Group's operations are mainly financed by bank borrowings and bonds, and as of 31 December 2023, the Group's bond liabilities and liabilities to financial institutions amounted to in total NOK 5,529,295,000. The Group is dependent on current financing agreements, renewal of these and/or obtaining new financing agreements to fund its operations, additional acquisitions and capital expenditures. The Group's ability to obtain financing in the future will depend upon its business, prospects and market conditions, and there is a risk that the Group will be unable to secure additional financing or retain or renew current financing upon expiry at favorable terms or at all. An increase in the Group's level of debt financing and/or adverse change in the terms of its current financing agreements, may increase financing costs and reduce the Group's profitability.

As further described in Section 11.9 "Borrowings and other contractual obligations", the Groups financing arrangements contain a number of covenants which the Group will need to comply with on an ongoing basis and any new agreements related to debt financing may contain similar or stricter covenants. The covenants in the current financing arrangements requires the Group to amongst other maintain debt service coverage ratios, leverage ratios and equity ratios, to use its assets, including its cash balances, as collateral for its loans, and/or restricts the Group's ability to pay dividends or distribute funds to its shareholders. In addition, the Term Loan and the Bonds, as described in Section 11.9 "Borrowings and other contractual obligations ", (i) contain certain cross default provisions, which may lead to default in several agreements at the same time and increase effects of any breach and (ii) are subject to change of control clauses, and if triggered, all outstanding loans, together with accrued interest, and all other amounts accrued will become immediately due and payable.

2.4.2 Increased interest rates may decrease the value of the Group's properties and increase the cost of financing

Interest expense on the Group's indebtedness is one of the Group's main cost items. The interest rate in Norway has been increasing since September 2021, and may increase further. The Group is exposed to floating interest rates through its Term Loan as further described in Section 11.9.3.4 "Term Loan". As of 31 December 2023, 50% of the floating interest under the Term Loan was hedged through swap agreements (see Section 11.10 "Financial risk and management", for information regarding the maturity date for these swap agreements).

However, the interest rates available to the Group in the future are insecure. Any increase in interest rates may increase the Group's costs and have a negative effect on the Group's property portfolio and may require the Group to record fair value adjustment losses. Such losses would result in a corresponding decrease in the value of the Group's properties as reported on its balance sheet and in the Group's fair values and increases in the Group's loan to value. Further, increases in interest rates generally cause the demand for properties to decrease and could in a scenario where the Group would consider selling properties, have an adverse effect on the ability of potential buyers to finance purchase of such properties. The value of the Group's property portfolio has decreased at year end 2023 compared to year end 2022. Inflation also affects the Group's costs. Any changes in inflation and interest rates may also affect the gross asset value of the Group's properties. Materialization of any of the above risks could have a material adverse impact on the Group's business, financial position, results of operations and prospects.

2.4.3 The Group may not be able to ensure the sustainability of its operations as a going concern

The Group has two bond loans maturing on 23 September 2024 (i.e. Bond Loan 1 and Bond Loan 2, as defined and further described in Section 11.9.1 "Overview of existing financing arrangements"), and without refinancing, extension of the maturity date and/or equity injections the Group will not be able to repay Bond Loan 1 and Bond Loan 2 as they fall due and consequently the Group will not be able to ensure the sustainability of its operations as a going concern, as further explained in the 2023 Financial Statements (as defined in Section 4.2.1 "Financial information in the Prospectus"). The Group has negotiated revised terms for Bond Loan 1 and Bond Loan 2, which includes partial redemption and extension of the maturity date. The revised terms taking effect are subject to certain conditions, and in the case of Bond Loan 1, inter alia a successful completion of the Offering and the Listing (as further described in Section 11.9.4 "IPO refinancing". If the Group fails to meet the conditions for the revised terms becoming effective, refinance Bond Loan 1 and Bond Loan 2 or raise sufficient equity to repay Bond Loan 1 and Bond Loan 2, the Group may have to sell properties to finance the repayment of Bond Loan 1 and Bond Loan 2 with the risk of obtaining prices for such properties lower than the current market prices compared to a normal transaction without the time pressure. If the Group is not able to sell the number of properties needed to be sold, there is a significant risk that the going concern assumption for the Company's operations is threatened.

2.4.4 The completion of the SBB Transaction is subject to certain conditions

The completion of the SBB Transaction (as defined and further described in Section 8.6 "The SBB Transaction") is subject to inter alia that the board of directors of the Oslo Stock Exchange approves the Company's application for the Listing and the Board of Directors resolving to complete the Offering following the Bookbuilding Period. Several key numbers in the Prospectus reflect the Group operations following, and remain subject to completion of, the SBB Transaction, e.g. number of properties and rental income. Accordingly, should the Group not complete the SBB Transaction, the number of properties and the rental income will be lower, indicating a decreased market capitalization of the Company.

The SBB Transaction does not meet the requirements to prepare pro-forma financial information for the Company, and no pro-forma financial information has been prepared. The Group's expected normalized run rate figures in the medium to long term, and the balance sheet for the Group immediately following, and subject to, completion of the SBB Transaction and certain other transactions carried out in connection with the Listing, has been included in Section 8.6.4 "Effects of the SBB Transaction and the other transactions carried out in connection with the Listing". These numbers are solely meant to illustrate expected normalized figures for prospective investors' understanding of the expected effects of the SBB Transaction and other transactions carried out in connection with the Listing, should it be completed. Readers are cautioned not to place undue reliance on these financial figures as these financial figures are inherently subject to significant business, economic and competitive uncertainties, many of which are beyond the control of the Group, and with respect to future business decisions that are subject to change. As a result, the Group’s actual results may vary from these financial figures, and those variations may be material.

2.5 Risk factors relating to the Offering, Listing and Shares

2.5.1 The Company may issue new shares with a dilutive effect for existing shareholders to raise additional capital

The Company may in the future require additional capital because of a variety of different reasons, such as, but not limited to, unforeseen liabilities, repayment or refinancing of loans or other financial obligations, or to take advantage of acquisition opportunities presented to the Company that does not result in immediate revenues. As described in Section 8.3.1 "Consolidation", PPI focuses intently on acquiring quality assets, with a preference for those offering secure, government-backed rental incomes. The Company's shareholders at any given time may not have the opportunity to review, vote on or evaluate such or other future acquisitions or investments the Group makes, and their shareholding in the Company may be diluted should the Company issue new shares to obtain financing or issue Shares as consideration in connection with acquisitions, as contemplated under the SBB Transaction (as defined below).

2.5.2 An active and liquid market for the Shares might not develop and the trading price for the Shares may fluctuate significantly

Although the Shares have been subject to trading prior to the Listing, the Shares have not been listed and there has not been any public market for the Shares prior to the Listing. The Offer Price is being determined through a bookbuilding process. The Offer Price might not correspond to the price at which the Shares will be traded on the Oslo Stock Exchange after the Offering and that, following the Listing, liquid trading in the Shares will develop and become established. Investors may not be in a position to sell their Shares quickly or even at the market price if there is no active trading in the Shares. The Norwegian stock market has historically been subject to volatility. After the Offering, the price of the Shares may be subject to considerable fluctuation. The price for the Shares may be affected by a range of factors, including supply and demand for the Shares, fluctuations in actual or projected results, changes in earnings forecasts, failure to meet stock analysts' earnings expectations, dividend earnings on the Shares, changes in general economic conditions, and yield on alternative investments. In addition, investments in real estate companies and syndicates have been subject to certain media exposure lately, like for the Telegrafen building in Oslo and the Equinor building at Fornebu, and such exposure may affect investors general willingness to invest in real estate companies, and as a consequence affect the trading price of the Shares.

2.5.3 SBB Samfunnsbygg AS will remain as the Company's largest shareholder following the Offering

Following the Offering and the issuance of new Shares to SBB Samfunnsbygg AS as described in Section 9.1, it is expected that SBB Samfunnsbygg AS will remain the largest shareholder, holding approximately 34% of the Shares (assuming that the Offer Price is set at the mid-point of the Indicative Price Range, NOK 1,522,500,000 in gross proceeds from the Offering, and that the Greenshoe Option is not utilised). With such a shareholding, SBB Samfunnsbygg AS will be able to exert a certain degree of influence over matters requiring shareholder approval, including the election of the Board of Directors and approval of significant corporate transactions. As a significant shareholder, SBB Samfunnsbygg AS may, following expiry of the lock-up undertaking as described in Section 17.19.2, also decide to sell large blocks of Shares, which may negatively impact the trading price of the Shares. The lock-up undertaking of SBB Samfunnsbygg AS as described in Section 17.19.2 is also subject to certain exemptions, including but not limited to any granting by SBB of security by pledging any Shares in favour of a lender and any disposal following realisation and/or enforcement of any Shares subject to security created in accordance therewith. SBB Samfunnsbygg AS deciding to sell Shares may also have implications for the Group's financing. As described in Section 11.9 "Borrowings and other contractual obligations ", the Term Loan, is subject to a change of control clause triggered inter alia in the event of Samhällsbyggnadsbolaget i Norden AB (publ) (including its subsidiaries, the "**SBB Group**") ceasing to own and control (directly or indirectly) more than 25% of the share capital and voting rights in the Company, and if triggered, all outstanding loans, together with accrued interest, and all other amounts accrued under the Term Loan will become immediately due and payable (the said change of control clause will be amended pursuant to the Revised Financing Terms, as defined and further explained in Section 11.9.4 "IPO refinancing").

A concentration of ownership may have the effect of delaying, deterring or preventing a change of control or otherwise discouraging a potential acquirer from attempting to obtain control of the Company that could be economically beneficial to other shareholders. The commercial interests of SBB Samfunnsbygg AS may not always be aligned with the interest of the Company's other shareholders. A single large shareholder (like SBB Samfunnsbygg AS) could also have an effect on the trading price for the Shares, and any financial difficulties of a single large shareholder (like SBB Samfunnsbygg AS) or its ultimate shareholder(s), may impact such shareholder's financial ability to participate in future equity offerings of the Company, which again may impact the Company's ability to successfully complete such equity offerings and the amount of proceeds possible to obtain from such equity offerings.

2.5.4 The Group's deductibility of interest from a tax perspective may be affected if Samhällsbyggnadsbolaget i Norden AB (publ) has a controlling interest in the Company

A large shareholder, even if owning less than 50% of the shares and votes in a company, may, depending on various factors, be considered to have de-facto control from an accounting perspective (IFRS 10) with the consequence that the company shall be consolidated with the large shareholder from an accounting perspective. Whether a shareholder holds de-facto control is a highly judgemental area of accounting, and based on a consideration of several facts and circumstances, including, but not limited to, the respective size of the large shareholder's holding of voting rights relative to other shareholders, taking into account inter alia the number of other shareholders that must act together to outvote the large shareholder, voting patterns at previous general meetings, other rights arising from other contractual arrangements between the large shareholder and the company and the practical ability to direct the company's activities.

Historically the assessment has been that SBB Samfunnsbygg AS' ultimate shareholder Samhällsbyggnadsbolaget i Norden AB (publ) does not have de-facto control over the Company, and as such the Company has not been consolidated with Samhällsbyggnadsbolaget i Norden AB (publ) from an accounting perspective. However, whether Samhällsbyggnadsbolaget i Norden AB (publ) is deemed to have de-facto control from an accounting perspective or not may be challenged by the Norwegian Tax Authorities, and the Norwegian Tax Authorities may not agree with the Company's and Samhällsbyggnadsbolaget i Norden AB (publ)'s conclusion. The Group's deductibility of interest from a tax perspective may be affected if Samhällsbyggnadsbolaget i Norden AB (publ) has a controlling interest in and de-facto control over the Company from an accounting perspective after the Offering. If the Company is consolidated with Samhällsbyggnadsbolaget i Norden AB (publ) from an accounting perspective, this may affect the tax deductibility of interest in previous periods and hence materially affect the financial statements of the Group.

2.5.5 The Company is dependent on cash flows from its subsidiaries in order to pay dividends to its shareholders

The Company's dividend policy is to pay quarterly dividends of approximately 60% of cash earnings, subject to growth and overall financial position. In the short term, the Company intends to take advantage of the current market situation and may prioritize acquisitions over dividend payouts to its shareholders. Additionally, the Company currently conducts its operations through, and most of the Group's assets are owned by, the Company's subsidiaries. As such, the inability to transfer cash from the subsidiaries to the Company may result in the Company not being able to pay dividends to its shareholders should it wish to do so. Inability to obtain cash from subsidiaries could be due to contractual provisions or laws and regulations, as well as the subsidiaries' financial condition, operating requirements, current and future restrictive covenants in its debt arrangements and debt requirements (like under the Bonds, see Section 11.9 "Borrowings and other contractual obligations"). The Company not being able to pay dividends to its shareholders could have an adverse effect the trading price for the Shares.

3 RESPONSIBILITY FOR THE PROSPECTUS

This Prospectus has been prepared in connection with the Offering described herein and the Listing of the Shares on the Oslo Stock Exchange.

The Board of Directors of Public Property Invest ASA accepts responsibility for the information contained in this Prospectus. The members of the Board of Directors confirm that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

16 April 2024

Board of Directors

of

Public Property Invest ASA

______________________	______________________
Kenneth Frode Goovaerts Bern	Gerd Ylva Göransson
(Chairperson)	*(Board Member)*

______________________	______________________	______________________
Arnt Rolf Hillestad	Silje Cathrine Hauland	Ilija Batljan
(Board Member)	*(Board Member)*	*(Board Member)*

4 GENERAL INFORMATION

4.1 Other important investor information

This Prospectus has been approved by the Norwegian FSA, as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation, and such approval shall not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Shares.

The Company has furnished the information in this Prospectus. The Managers make no representation or warranty, express or implied, as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon, as a promise or representation in this respect, whether as to the past or the future. The Managers disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this Prospectus or any such statement.

The Managers are acting exclusively for the Company and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

The information contained herein is current as of the date hereof and subject to change, completion and amendment without notice. In accordance with Article 23 of the Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which may affect the assessment of the Offer Shares and which arises or is noted between the time when the Prospectus is approved by the Norwegian FSA and the listing of the Shares on the Oslo Stock Exchange, will be mentioned in a supplement to this Prospectus without undue delay. Neither the publication nor distribution of this Prospectus, nor the sale of any Offer Shares, shall under any circumstance imply that there has not been any change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

No person is authorised to give information or to make any representation concerning the Group or in connection with the Offering or the sale of the Offer Shares other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Managers or by any of the affiliates, representatives, advisers or selling agents of any of the foregoing.

Neither the Company, the Managers, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation, express or implied, to any offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Offer Shares.

Investing in the Shares involves a high degree of risk. See Section 2 "Risk factors" beginning on page 11 and Section 15.2 "Market value of the Shares".

In connection with the Offering, the Managers and any of their respective affiliates, acting as an investor for its own account, may take up Offer Shares in the Offering and in that capacity may retain, purchase or sell for its own account such Offer Shares or related investments and may offer or sell such Offer Shares or other investments otherwise than in connection with the Offering. Accordingly, references in the Prospectus to Offer Shares being offered or placed should be read as including any offering or placement of Offer Shares to the Managers or any of their respective affiliates acting in such capacity. In addition, certain of the Managers or any of their respective affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Managers (or any of their respective affiliates) may from time to time acquire, hold or dispose of Shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

This Prospectus includes a statement that the terms and conditions of the Offering and any sale and purchase of Offer Shares pursuant to this Prospectus shall be governed and construed in accordance with Norwegian law, and provides that the courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering or this Prospectus. This provision applies to legal proceedings by investors in the Offering and may affect the ability of investors in the United States and in other jurisdictions outside Norway to enforce their rights under the laws of other jurisdictions in connection with the Offering and this Prospectus.

4.2 Presentation of financial and other information

4.2.1 Financial information in the Prospectus

The Company has prepared consolidated financial statements for the years ended 31 December 2023 (with comparable figures for the financial year 2022) (the "**2023 Financial Statements**"), and 31 December 2022 (with comparable figures for the financial year 2021 (the "**2022 Financial Statements**", and together with the 2023 Financial Statements, the "**Financial Statements**"). The Financial Statements are presented in NOK (reporting currency).

The Financial Statements have been prepared in accordance with International Financial Reporting Standards and in accordance with interpretations determined by the International Accounting Standards Board (IASB) as adopted by the EU ("**IFRS**"). The Financial Statements are included in Appendix B and Appendix C to the Prospectus. The Group converted its financial statements to IFRS as of 1 January 2021 which is the date of transition to IFRS. As such the 2022 Financial Statements are the first set of financial statements prepared in accordance with IFRS and are covering the years ended 31 December 2022 and 2021.

The Financial Statements have been audited by PricewaterhouseCoopers AS ("**PwC**"), as set forth in their auditor's reports included therein. PwC has provided unqualified audit opinions for the Financial Statements as set forth in their auditor reports.

The unqualified audit opinion for the 2023 Financial Statements includes a clarification over material uncertainty related to going concern. This clarification was due to the Company being dependent on reaching a final agreement on the refinancing of certain financial contracts on satisfactory financial terms in order to fulfil its current obligations under Bond Loan 1 and Bond Loan 2. The refinancing of Bond Loan 1 is in turn dependent on a successful completion of the Offering and the Listing occurring. PwC's audit opinion for the 2023 Financial Statements is not modified in respect of this matter.

PwC has not audited, reviewed or produced any report on any other information provided in this Prospectus.

4.2.2 Alternative performance measures (APMs)

The Company presents in this Prospectus certain alternative performance measures ("**APMs**"). The APMs presented herein are not measurement of performance under IFRS or other generally accepted accounting principles and investors should not consider any such measures to be an alternative to: (a) operating revenues or operating profit (as determined in accordance with IFRS or other generally accepted accounting principles), as a measure of the Group's operating performance; or (b) any other measures of performance under generally accepted accounting principles. The APMs presented herein may not be indicative of the Group's historical operating results, nor are such measures meant to be predictive of the Group's future results. The Company believes that the APMs presented herein are commonly reported by companies in the markets in which the Group competes and are widely used by investors in comparing performance on a consistent basis without regard to different factors, which can vary significantly depending upon accounting measures (in particular when acquisitions have occurred), business practice or non-operating factors. Accordingly, the Group discloses the APMs presented herein to permit a more complete and comprehensive analysis of its operating performance relative to other companies across periods, and of the Group's ability to service its debt. As companies calculate the APMs presented herein differently, the Group's presentation of these APMs may not be comparable to similarly titled measures used by other companies.

The APMs used by the Group are set out below (presented in alphabetical order):

- **"EBITDA"**: EBITDA is defined as the financial statement line item net income from property management. This measure provides additional information for Management and investors to evaluate the underlying profitability generated from operating activities.

- **Interest Cover Ratio ("ICR")**: ICR is defined as EBITDA less financial income and financial expense excluding amortisation costs. This measure provides additional information for Management and investors to evaluate the underlying financial position of the Group and ability to service debt.

- **Net operating income ("NOI"):** NOI is defined as operating income less property expenses. This measure provides additional information for Management and investors to evaluate the underlying profitability generated from operating activities.

- **"NOI Yield"**: NOI Yield is defined as NOI divided by investment properties. This measure provides additional information for Management and investors to evaluate the underlying profitability generated from operating activities.

- **Net asset value ("NAV") and Net asset value per share ("NAV per share"):** NAV is defined as total assets less total liabilities excluding deferred tax liabilities. NAV per share is defined as NAV divided by number of shares outstanding. These measures provide additional information for Management and investors to evaluate the underlying financial position of the Group.

- **Net interest-bearing debt ("NIBD") and NIBD/EBITDA**: NIBD is defined as non-current and current interest-bearing liabilities less cash and cash equivalents. NIBD/EBITDA is defined as NIBD divided by EBITDA. These measures provide additional information for Management and investors to assess the Group's capacity to meet its financial commitments and ability to service debt.

Certain APMs are calculated using the definition recommended by the European Public Real Estate Association ("**EPRA**") in the Best Practices Recommendations Guidelines (February 2022). For further information about EPRA, see https://www.epra.com/finance/financial-reporting/guidelines/. The contents of https://www.epra.com/finance/financial-reporting/guidelines/ is not incorporated by reference into this Prospectus or otherwise form part of this Prospectus. The content in the first paragraph of this Section 4.2.2 "Alternative performance measures (APMs)" is also applicable for the APMs as recommended by EPRA.

The APMs as recommended by EPRA and used by the group are set out below (presented in alphabetical order):

- **EPRA earnings and EPRA earnings per share ("EPRA EPS");** EPRA earnings is defined as net profit (loss) excluding changes in fair value of investment properties, changes in fair value of interest derivatives, deferred tax on investment properties and deferred tax on interest derivatives. EPRA EPS is defined as EPRA earnings divided by weighted average number of shares. These measures provide additional information for Management and investors to evaluate the underlying profitability generated from operating activities.

- **EPRA loan-to-value ("EPRA LTV");** EPRA LTV is defined as bond loans, bank loans and net payables less cash and cash equivalents divided by investment properties. Net payables consist of the financial statement line items other non-current liabilities, trade payables and other current liabilities less trade receivables and other current receivables. This measure provides additional information for Management and investors to evaluate the underlying financial position of the Group.

- **EPRA net asset value ("EPRA NAV");** EPRA NAV represents the financial statement line item total equity. This measure provides additional information for Management and investors to evaluate the underlying financial position of the Group.

- **EPRA net reinstatement value ("EPRA NRV") and EPRA net reinstatement value per share ("EPRA NRV per share");** EPRA NRV is defined as EPRA NAV excluding deferred tax on investment properties and deferred tax on interest derivatives less fair value of interest derivatives. Fair value of interest derivatives consist of the financial statement line items interest derivatives. EPRA NRV per share is defined at EPRA NRV divided by number of shares outstanding. These measures provide additional information for Management and investors to evaluate the underlying financial position of the Group.

Below is a reconciliation of EBTDA and ICR for the years ended 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
(a) EBITDA[1]	**470**	**405**	**56**
Financial income	6	2	5
Financial expense	(278)	(226)	(53)
Excluding: Interest expenses amortisation costs	25	24	9
(b) Net finance charges	**(247)**	**(200)**	**(39)**
(a/b) Interest cover ratio (ICR)	**1.9**	**2.0**	**1.4**

1 Equals the financial statement line item net income from property management.

Below is a reconciliation of NOI and NOI Yield for the years ended 31 December 2023, 2022 and 2021 and NOI Yield as of 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Operating income	576	504	68
Property expenses	(75)	(63)	(7)
(a) Net operating income ("NOI")	**501**	**441**	**61**
(b) Investments properties	8,336	9,447	8,457
(a/b) NOI Yield	**6%**	**5%**	**1%**

Below is a reconciliation of NAV and NAV per share as of 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Total assets	8,522	9,691	8,976
Less:			
Total liabilities	5,671	5,940	5,345
Excluding: Deferred tax liabilities	66	135	213
(a) Net asset value ("NAV")	**2,917**	**3,886**	**3,754**
(b) Number of shares outstanding (million)	**3.6**	**3.6**	**2.4**
(a/b) NAV per share (NOK)	**811**	**1,080**	**1,587**

Below is a reconciliation of NIBD and NIBD/EBITDA as of 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Non-current interest- bearing liabilities	3,353	4,933	4,418
Current interest- bearing liabilities	2,152	760	290
Less:			

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Cash and cash equivalents	123	177	202
(a) Net interest-bearing debt ("NIBD")	**5,382**	**5,516**	**4,506**
(b) EBITDA	**470**	**405**	**56**
(a/b) NIBD/EBITDA	**11.45**	**13.62**	**80.46**

Below is a reconciliation of EPRA earnings and EPRA EPS for the years ended 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Net profit (loss)	(900)	(623)	778
Excluding:			
Changes in fair value of investment properties	(1,143)	(913)	1,018
Changes in fair value of interest derivatives	(25)	28	-
Deferred tax investment properties	72	153	248
Deferred tax interest derivatives	1	6	-
(a) EPRA earnings	**195**	**103**	**(488)**
(b) Weighted average number of shares (million)	**3.6**	**3.3**	**1.4**
(a/b) EPRA EPS (NOK)	**54**	**31**	**(347)**

Below is a reconciliation of EPRA NRV and EPRA NRV per share as of 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
EPRA NAV[1]	2,850	3,750	3,541
Excluding:			
Deferred tax investment properties	72	153	248
Deferred tax interest derivatives	1	6	-
Less: Fair value of interest derivatives	3	28	-
(a) EPRA NRV	**2,920**	**3,881**	**3,789**
(b) Number of shares outstanding (million)	**3.6**	**3.6**	**2.9**
(a/b) EPRA NRV per share (NOK)	**812**	**1,079**	**1,325**

1 *Represents the financial statement line item total equity.*

Below is a reconciliation of EPRA LTV as of 31 December 2023, 2022 and 2021.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Bond loans[1]	2,265	3,011	3,284
Bank loans[1]	3,240	2,682	1,424
Net payables[2]	47	80	201
Less:			
Cash and cash equivalents	123	177	202
(a) Net debt	**5,429**	**5,596**	**4,707**
(b) Investment properties	**8,336**	**9,447**	**8,457**
(a/b) EPRA LTV	**65.1%**	**59.2%**	**55.7%**

1 Represents the carrying amount of bond loans and bank loans, respectively, as disclosed in Note 14 "Interest bearing liabilities" in the Financial Statements.

2 Net payables consist of the financial statement line items other non-current liabilities, trade payables and other current liabilities less trade receivables and other current receivables.

4.2.3 Industry, market data and other third-party information

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Company's estimates based on analysis, research and surveys of multiple sources, including data compiled from professional organizations and analysts and information otherwise derived from other third-party sources, such as annual financial statements and other presentations published by listed companies operating within the same industry as the Company. Unless otherwise indicated in this Prospectus, the basis for any statements regarding the Group's current or future competitive position is based on the Group's own assessment and knowledge of the potential market in which it may operate.

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware, and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified, however, source references to websites shall not be deemed as incorporated by reference to this Prospectus.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy or completeness of market data and statistics contained in this Prospectus that was extracted from industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such market data and statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Group's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 2 "Risk factors" and elsewhere in this Prospectus.

4.2.4 Valuations

The Group's properties are measured at their fair value by Newsec AS, with business registration number 986 033 033 and registered address at Haakon VIIs gate 2, 0161 Oslo, Norway ("**Newsec**"), and Cushman & Wakefield Debenham Tie Leung Limited, with business registration number 997 013 263 and registered address at 125 Old Brad Street, London EC2N 1AR, Great Britain ("**Cushman & Wakefield**", and together with Newsec, the "**Independent Valuers**").[6] quarterly. The Independent Valuers carry out separate valuations, and the average is presented as the value.

Included in this Prospectus are valuation reports (the "**Valuation Reports**") on the Group's properties prepared by both Independent Valuers The Valuation Reports were prepared at the request of the Company in connection with the Listing. Both Cushman & Wakefield and Newsec are independent external valuators regularly assisting companies with valuation of their real estate portfolios, please see the companies' respective websites, https://www.cushmanwakefield.com/en and https://www.newsec.no/, for more information with regard to experience and qualifications. Neither the content of https://www.cushmanwakefield.com/en nor the content of https://www.newsec.no/ is incorporated by reference into this Prospectus or otherwise form part of this Prospectus. Cushman & Wakefield and Newsec have consented to Valuation Reports being included in the Prospectus. Neither Cushman & Wakefield, nor Newsec has a material interest in the Company.

4.2.5 Emphasis of matter related to going concern in 2023 Financial Statements

The Group has two bond loans originally maturing in September 2024. As described in Section 11.9.4 "IPO refinancing", the Group has refinanced the terms for these two bond loans in connection with the Offering and the Listing. The Revised Financing Terms (as defined and further described in Section 11.9.4 "IPO refinancing") were not agreed at the time of finalizing the 2023 Financial Statements. As such, the audit report for the 2023 Financial Statements included the following paragraph titled "material uncertainty related to going concern":

"We draw attention to Note 19 in the financial statements, where the Company states that some of their financing contracts expire and amounts owing fall due for payment in September 2024. Without refinancing, extending the maturity date and/or an equity injection, the Company will not be able to repay these bond loans at maturity. As stated in Note 19, these events or conditions, along with other matters as set forth in Note 19, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

Readers should note that the text in note 19 of the 2023 Financial Statements reflects the financing options pursued by the Group at the time of finalizing the 2023 Financial Statements, and not the financing options ultimately pursued by the Group, described in Section 11.9.4 "IPO refinancing".

4.2.6 Rounding and currency

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

In this Prospectus, all references to "**NOK**" are to the lawful currency of Norway.

4.3 Cautionary note regarding forward-looking statements

This Prospectus includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "should", "projects", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements as a general matter are all statements other than statements as to historic facts or present facts and circumstances. They appear in the following Sections in this Prospectus, Section 6 "Dividends and dividend policy", Section 7 "Industry and market overview", Section 8 "Business of the Group", Section 10 "Selected financial and other information", Section 11 "Operating and financial review" and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, the Group's financial strength and position, backlog, pipeline, operating results, liquidity, prospects, growth, the implementation of strategic initiatives, as well as other statements relating to the Group's future

[6] The Valuation Report prepared by Cushman & Wakefield includes 53 properties. This is due to a more nuanced segregation of some of the properties in the Group's property portfolio.

business development and financial performance, and the industry in which the Group operates, such as but not limited to the Group's expansion in existing and entry into new markets in the future.

Prospective investors in the Shares are cautioned that forward-looking statements are not guarantees of future performance and that the Group's actual financial position, operating results and liquidity, and the development of the industry and potential market in which the Group may operate in the future, may differ materially from those made in, or suggested by, the forward-looking statements contained in this Prospectus. The Company cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements. Important factors that could cause those differences include, but are not limited to macro-economic factors such as interest rates and inflation, the Group's ability to maintain relationships with tenants, employees and other third parties, occupancy rates, the activity level in the economy and the demand for the Group's properties, the financial strength and position of the Group, earnings, cash flow, dividends and other expected financial results and conditions, the Group's future business development, including M&A and transaction activity, access to funding, the Group's implementation of strategic initiatives, political, governmental, social, legal and regulatory changes, the impact from changes in the tax regime for the Group's assets and activities, the competitive nature of the business the Group operates in and the competitive pressure and changes to the competitive environment in general and general economic trends and conditions.

The risks that are currently known to the Company and which could affect the Group's future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 2 "Risk factors".

The information contained in this Prospectus identifies additional factors that could affect the Group's financial position, operating results, cash flows, liquidity and performance. Prospective investors in the Shares are urged to read all Sections of this Prospectus and the appendices to this Prospectus for a more complete discussion of the factors that could affect the Group's future performance and the industry in which the Group operates when considering an investment in the Company.

These forward-looking statements speak only as of the date on which they are made. Except as required by applicable law, the Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Prospectus.

5 REASON FOR THE OFFERING AND THE LISTING

The contemplated Listing of the Shares on the Oslo Stock Exchange aims to provide the Company with a regulated market place for the trading of the Shares and facilitate future growth and development in the Company. The Listing will also improve the Company's ability to assess strategic opportunities requiring financial flexibility.

The Company believes the Offering and the Listing will:

- provide access to public capital markets and facilitate the use of Shares as currency in any potential future M&A transactions;
- provide a liquid market for the Shares;
- enhance the Company's visibility and market profile with investors, business partners and customers;
- further improve the Group's ability to attract, retain and motivate talented management and personnel; and
- diversify the shareholder base and enable other investors to take part in the Group's future growth and value creation.

The gross proceeds from the sale of the New Shares in the Offering are expected to amount to between NOK 1,522,500,000 and NOK 1,776,250,000 and net proceeds of between NOK 1,422,500,000 and NOK 1,676,250,000, based on estimated total transaction costs of approximately NOK 100 million related to the New Shares and all other directly attributable costs in connection with the Listing and the Offering to be paid by the Company. The net proceeds from the Offering will be used to rebalance the Group's capital structure by repaying outstanding debt as well as general corporate purposes.

The Company will receive any proceeds from the sale of the Additional Shares.

6 DIVIDENDS AND DIVIDEND POLICY

6.1 Dividend policy

The Company's dividend policy is to distribute approximately 60% of cash earnings[7] to its shareholders, subject to growth and overall financial position. The dividend will be paid quarterly. In the short term, the Company intends to take advantage of the current market situation and may prioritise acquisitions and therefore not pay dividends in accordance with the dividend policy.

The Company has not distributed dividends in the period covered by the Financial Statements.

6.2 Legal constraints on the distribution of dividends

In deciding whether to propose a dividend and in determining the dividend amount in the future, the Board of Directors must take into account applicable legal restrictions, as set out in the Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45 (the "**Norwegian Public Limited Companies Act**"), the Company's capital requirements, including capital expenditure requirements, its financial condition, general business conditions and any restrictions that its contractual arrangements in place at the time of the dividend may place on its ability to pay dividends and the maintenance of appropriate financial flexibility, including, but not limited to, financing agreements (like under the Bonds (as defined below)). Except in certain specific and limited circumstances set out in the Norwegian Public Limited Companies Act, the amount of dividends paid may not exceed the amount recommended by the Board of Directors.

Dividends may be paid in cash or in some instances in kind. The Norwegian Public Limited Companies Act provides the following constraints on the distribution of dividends applicable to the Company:

- Section 8-1 of the Norwegian Public Limited Companies Act regulates what may be distributed as dividend, and provides that the Company may distribute dividends only to the extent that the Company after said distribution still has net assets to cover (i) the share capital and (ii) other restricted equity (i.e. the reserve for unrealised gains and the reserve for valuation of differences).

  The calculation of the distributable equity shall be made on the basis of the balance sheet included in the approved annual accounts for the last financial year, provided, however, that the registered share capital as of the date of the resolution to distribute dividend shall be applied. Following the approval of the annual accounts for the last financial year, the general meeting may also authorise the board of directors to declare dividends on the basis of the Company's annual accounts. Dividends may also be distributed by the general meeting based on an interim balance sheet which has been prepared and audited in accordance with the provisions applying to the annual accounts and with a balance sheet date not further into the past than six months before the date of the general meeting's resolution.

- Dividends can only be distributed to the extent that the Company's equity and liquidity following the distribution is considered sound.

Pursuant to the Norwegian Public Limited Companies Act, the time when an entitlement to dividend arises depends on what was resolved by the general meeting when it resolved to issue new shares in the company. A subscriber of new shares in a Norwegian public limited company will normally be entitled to dividends from the time when the relevant share capital increase is registered with the Norwegian Register of Business Enterprises. The Norwegian Public Limited Companies Act does not provide for any time limit after which entitlement to dividends lapses. Subject to various exceptions, Norwegian law provides a limitation period of three years from the date on which an obligation is due. There are no dividend restrictions or specific procedures for non-Norwegian resident shareholders to claim dividends.

For a description of withholding tax on dividends applicable to non-Norwegian residents, see Section 16 "Taxation".

6.3 Manner of dividend payments

The Company's equity capital is denominated in NOK and all dividends on the Shares will therefore be declared in NOK. As such, investors whose reference currency is a currency other than NOK may be affected by currency fluctuations in the value of NOK relative to such investor's reference currency in connection with a dividend distribution by the Company. Any future payments of

[7] Cash earnings is defined as the financial statement line item net income from property management less net interest paid and taxes paid.

dividends on the Shares will be denominated in the currency of the bank account of the relevant shareholder, and will be paid to the shareholders through Nordic Issuer Services AS, being the Company's VPS registrar (the "**VPS Registrar**"). Shareholders registered in the VPS who have not supplied the VPS Registrar with details of their bank account, will not receive payment of dividends unless they register their bank account details with the VPS Registrar. The exchange rate(s) that is applied when denominating any future payments of dividends to the relevant shareholder's currency will be the VPS Registrar's exchange rate on the payment date. Dividends will be credited automatically to the VPS registered shareholders' accounts, or in lieu of such registered account, at the time when the shareholder has provided the VPS Registrar with their bank account details, without the need for shareholders to present documentation proving their ownership of the Shares. Shareholders' right to payment of dividend will lapse three years following the resolved payment date for those shareholders who have not registered their bank account details with the VPS Registrar within such date. Following the expiry of such date, the remaining, not distributed dividend will be returned from the VPS Registrar to the Company.

7 INDUSTRY AND MARKET OVERVIEW

This Section 7 discusses the industry in which the Group operates. Certain parts of the information in this Section relating to market environment, market developments, growth rates, market trends, industry trends, competition and similar information are estimates based market data from external and publicly available sources, and the Company's knowledge of the markets, see Section 4.2.3 "Industry, market data and other third-party information"*. The following discussion contains forward-looking statements, see Section 4.3* "Cautionary note regarding forward-looking statements"*. Any forecast information and other forward-looking statements in this Section 7 "Industry and market overview" are not guarantees of future outcomes and these future outcomes could differ materially from current expectations. Numerous factors could cause or contribute to such differences, see Section 2 "Risk factors".*

7.1 Introduction

Norway's real estate sector is characterized by a wide set of participants, ranging from large real estate companies and syndicates, like Olav Thon, Statsbygg, KLP Eiendom, Entra, and syndicates of Arctic Securities, to individual asset owners. Yet, the market is largely fragmented, with many smaller companies owning single assets. Most real estate companies in Norway are privately held, and there are only a few publicly listed companies which are Entra ASA, Olav Thon Eiendomselskap ASA, KMC Properties ASA and Selvaag Bolig ASA. As a result, private real estate syndicates and real estate funds, allowing smaller investors exposure to a broader set of assets, have become popular investment vehicles in the Norwegian market.

The recent changes to the macroeconomic climate with a rapid rise in interest rates, have hit real estate as an asset class hard. Valuations have decreased, illustrated by the prime office yield in Oslo which has increased from 3.30% at the peak of the cycle in 2021 to 4.75% in Q4 2023.[8] Cost of owning real estate has increased, with the cost of debt markedly up, illustrated by the NOK 5-year swap rate which has risen from 0.40% at the bottom in May 2020 to 3.43% as per 31 December 2023. These factors have made refinancing challenging, in addition to the fact that lenders have become more cautious and require stricter covenants on loan-to-value and interest coverage ratio than before. In several cases equity injections are required to adjust real estate balance sheets to the new interest rate environment.

7.2 The Norwegian real estate market

The Group's business and operations are influenced by numerous economic, demographic, market, and regional factors. Developments in and related to the property market in Norway, more specifically, specialized buildings with public tenants as well as offices with public tenants, will generally affect the Group. Developments in vacancy rates, transaction market and market rent levels have influenced the Group's business and operations in the past and are expected to do so in the future.

7.2.1 Macroeconomic developments in the Norwegian economy

Norway is a country with one of the strongest economies in the world measured by Gross Domestic Product ("**GDP**") per capita. Norway has access to significant natural resources, including crude oil, natural gas, water, fish, seafood, forests and minerals. In the 1970s, Norway began development of its petroleum sector, which has contributed to an open economy, high standard of living and low unemployment rates. Norway ranked among the 25 largest economies in the world when measured by annual GDP in 2022, and when measuring GDP per capita, Norway ranked 3rd on the list in 2022, only beaten by Luxembourg and Bermuda.[9]

The following table sets forth certain actual and forecasted Norwegian economic indicators from 2014 to 2026.

Norwegian economic indicators	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023E	2024E	2025E	2026E
GDP Growth	2.0 %	1.9 %	1.2 %	2.5 %	0.8 %	1.1 %	-1.3 %	3.9 %	3.0 %	0.2 %	2.2 %	1.8 %	1.6 %
Mainland Norway GDP growth	2.2 %	1.4 %	0.9 %	2.1 %	1.8 %	2.3 %	-2.8 %	4.3 %	3.6 %	0.7 %	0.9 %	1.7 %	2.4 %
Employment growth	1.0 %	0.4 %	0.3 %	1.1 %	1.6 %	1.6 %	-1.5 %	1.1 %	3.9 %	1.3 %	0.1 %	0.0 %	0.3 %
Unemployment rate (LFS)	3.6 %	4.5 %	4.7 %	4.2 %	3.8 %	3.7 %	4.6 %	4.4 %	3.2 %	3.6 %	3.9 %	4.1 %	4.2 %
Inflation	2.0 %	2.1 %	3.6 %	1.8 %	2.7 %	2.2 %	1.3 %	3.5 %	5.8 %	5.6 %	4.5 %	2.5 %	2.0 %
Core inflation (CPI-ATE)	2.4 %	2.7 %	3.0 %	1.4 %	1.6 %	2.2 %	3.0 %	1.7 %	3.9 %	6.3 %	4.5 %	2.9 %	2.3 %

Source: Statistics Norway, National accounts and business cycles, 19th December 2023[10]

[8] Source: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Yield+og+renter&subSector=Kontor

[9] The World Bank "Data – GDP Ranking", Statistics database, 7th of December 2023: https://databank.worldbank.org/indicator/NY.GDP.MKTP.CD/1ff4a498/Popular-Indicators

[10] https://www.ssb.no/en/nasjonalregnskap-og-konjunkturer

7.2.2 The commercial real estate market in Norway

The commercial real estate market in Norway is characterized by a relatively large number of smaller and larger property owners and managers. Historically, the commercial real estate market has seen steady growth, driven by a growing economy, low unemployment rates, and a stable political environment. Norwegian banks have significant exposure to commercial real estate, and the development within the industry is important for financial stability. Increased financing costs, declining valuations and a considerable amount of bond debt maturing in the coming years have elevated the refinancing risk for commercial real estate over the past year. However, a high rental price growth in recent years and indexation of office lease contracts to the consumer price index ("**CPI**") provide many commercial real estate companies with resilience against rising interest rates and increased credit spreads.

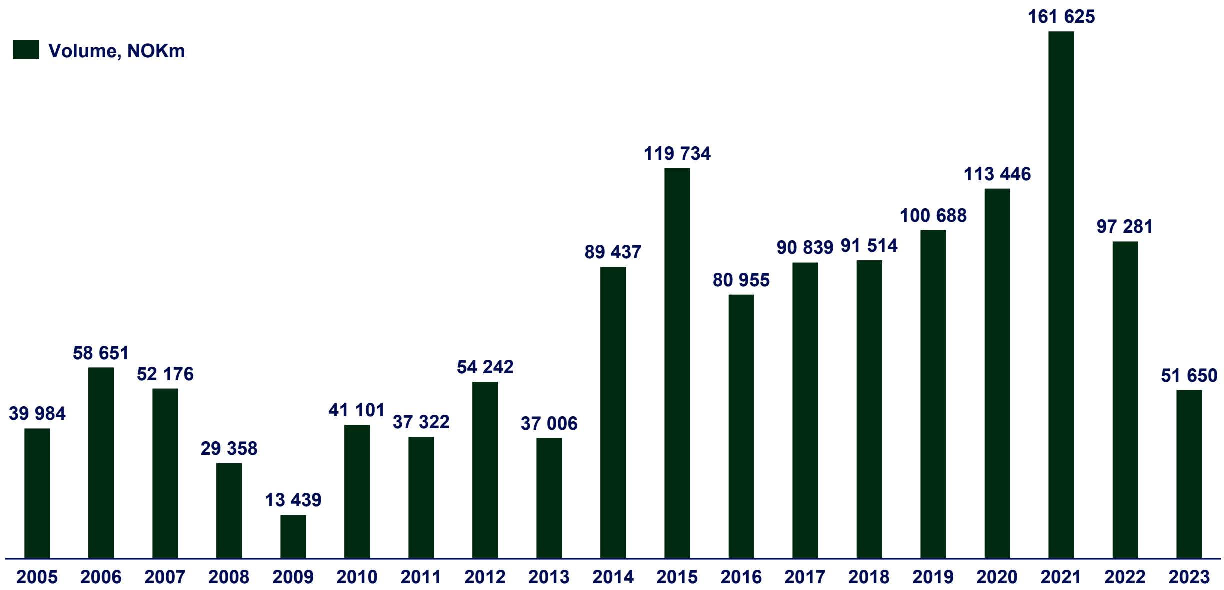
7.2.2.1 Transaction market in Norway

The volume of property transactions with a value of over NOK 50 million averaged NOK 99.3 billion over the past ten years according to Akershus Eiendom.[11] The transaction market has seen a significant decline in the past years, following rising interest rates due to tighter monetary policy as a result of high inflation.

The commercial real estate transaction volume was NOK 51.7 billion per December 2023, NOK 97.3 billion for the full year 2022 and NOK 100.7 billion for the full year 2019 – the latest normalized year before the outbreak of Covid-19. The volume in 2023 compromises primarily office buildings 32.3%, logistics properties 21.9%, residential plots 20.4% and retail properties 11.8%. The buyers in the transactions were primarily foreign investors and funds, followed by pure real estate companies.[12]

The following chart sets forth historical transaction volumes in the Norwegian commercial real estate market between 2005 and 2023.

Illustration 1: Historical transaction volumes



Source: Akershus Eiendom, January 2024

[11] Source: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Transaksjonsvolum&subSector=Volum

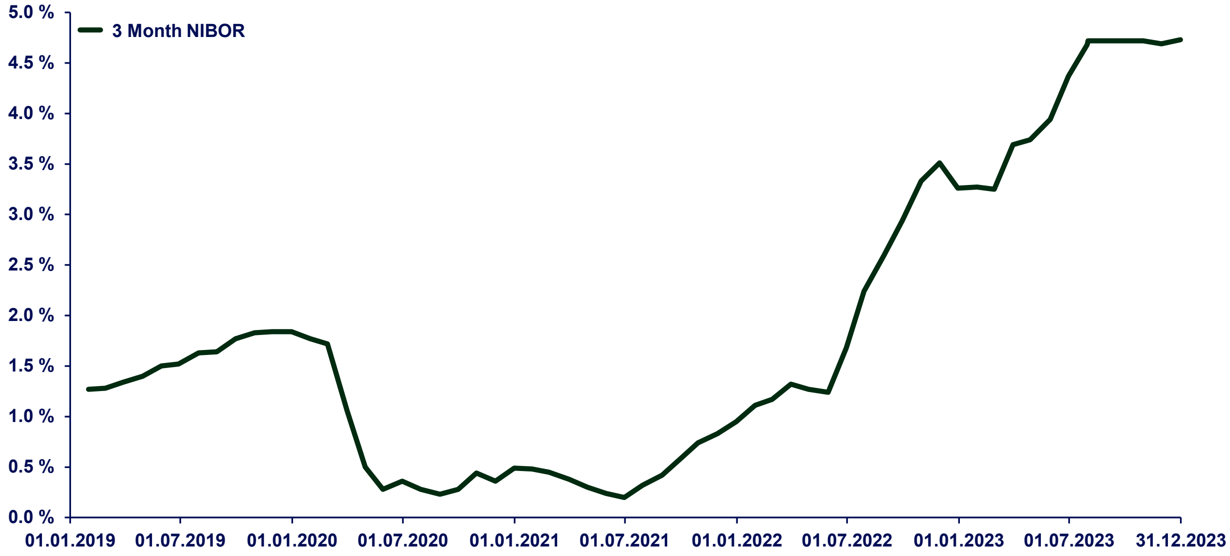
[12] Source for the information in this paragraph: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Transaksjonsvolum&subSector=Volum

7.2.2.2 Transaction market financing

The activity in the commercial real estate transaction market is significantly affected by the availability of debt financing. Historically, commercial real estate transactions have been debt financed with typically 60 – 75% loan-to-value ratio.[13] In May 2020, during the early phase of Covid-19, the Norwegian Central Bank set the policy rate at 0%, resulting in an environment of low financing costs, large transaction volumes and increasing valuations. After a period of a highly active transaction market, the increase in long-term interest rates combined with macroeconomic uncertainty resulted in a cool down in the transaction market during 2022. First half of 2022 was strong in terms of transactions, but then the market started slowing down. By the end of third quarter 2022, the recorded year-to-date transaction volume hit NOK 80 billion, a decrease of 22% compared to the record year of 2021, but still a high level compared to previous years.[14] The third quarter alone recorded only NOK 13 billion – 43% lower than the third quarter of 2021, and the lowest volume recorded since 2014.[15] This marked the distance between seller and buyer in the market, and continued through 2023 with record low transaction volumes, record high financing costs and a standstill in the market.

The following chart sets forth the historical Norwegian interbank offered rates ("**NIBOR**") from between 2019 and 18 December 2023.

Illustration 2: Historical NIBOR



Source: NoRe Benchmarks, Monthly statistics, January 2024[16]

7.3 The office letting market

7.3.1 Overview

Compared to market rent levels in Euro Area countries, market rent levels in Norway did recover well following the financial crisis in 2008 and showed resilience during the Covid-19 pandemic. Between 2013 and 2023 the market rent levels for offices in the four largest cities, Oslo, Stavanger, Bergen and Trondheim, increased at a compound annual growth rate of 4.10%, 2.80%, 2.90% and 2.80%, respectively.[17]

The following chart sets forth prime office rent levels for the four largest cities in Norway, Oslo, Bergen, Trondheim and Stavanger, between 2013 and December 2023.

[13] Source: Non-published market research reports from Arctic, Njord, Fearnley Securities, Clarksons Securities and Oslo Finans

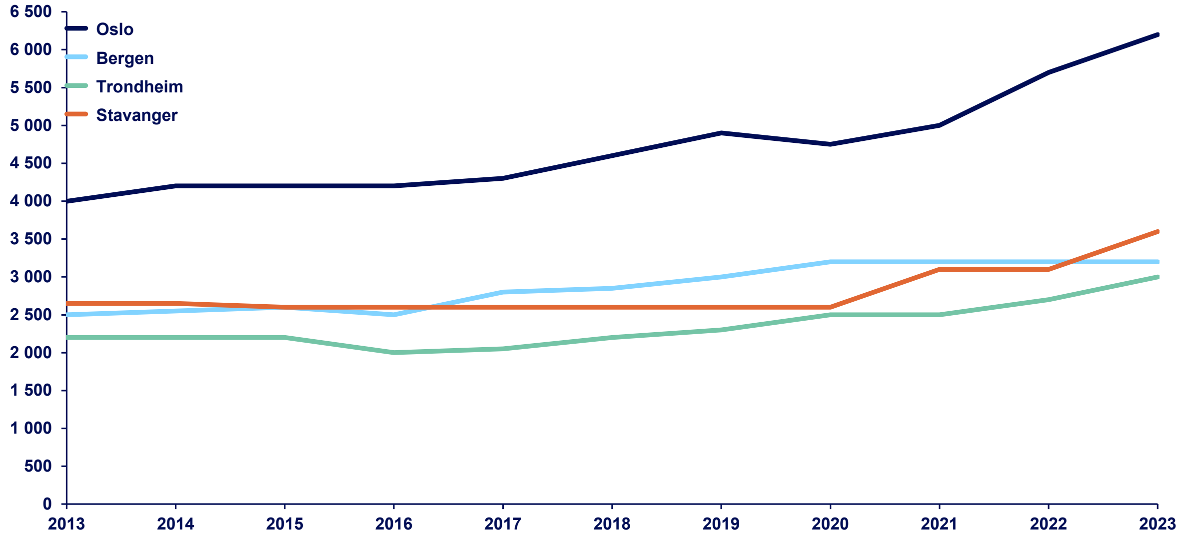
[14] Source: https://cwrealkapital.no/whats-next/whats-next-september-2022/transaksjonsmarkedet/

[15] Source: https://akershuseiendom.no/markedsinnsikt/data/transaksjonsmarked?sector=Transaksjonsvolum&subSector=Volum and https://cwrealkapital.no/whats-next/whats-next-september-2022/transaksjonsmarkedet/

[16] Source: https://nore-benchmarks.com/about-nibor/nibor-data/rates/

[17] Source: https://akershuseiendom.no/markedsinnsikt/data/leiemarked?sector=Kontor&subSector=Leie+regional

Illustration 3: Rental levels



Source: Akershus Eiendom, January 2024

The vacancy rates in the office market have also clearly showed resilience. According to Akershus Eiendom[18], the lowest vacancy rates for offices are in Trondheim, at only 4.00% per December 2023, followed by Oslo at 4.90%, Bergen at 8.00% and Stavanger at 8.20%.

The strong employment market over the last couple of years has significantly bolstered the office rental sector. In Greater Oslo, a record-breaking 615,000 square meters ("**sqm**") of office has space has been signed dung the first three quarters of 2023, marking the highest volume reported by Arealstatistikk for this timeframe.[19]

While the Norwegian Central Bank predicts a slowdown in employment growth in 2024, it is expected to be moderate.[20] Combined with the pent-up demand resulting from recent robust employment growth, the demand for office spaces is foreseen to stay strong in the coming years. Throughout 2023, there has been a persistent high level of interest in searching office locations, and the search activity is set to surpass 2022 levels. Notably, there has been an increase in very large searches, exceeding 10,000 sqm in size. Larger tenants are finding limited options in the office market, exacerbated by the current decrease in new construction activities in Greater Oslo. Consequently, many of these tenants are expected to choose renegotiating their existing lease agreements. Driven by high demand for office spaces due to a strong job market and restricted supply owing to limited construction activities, vacancy rates are predicted to decline until 2025.[21]

The following chart illustrates the Norwegian yearly employment growth between 2012 and 2022.

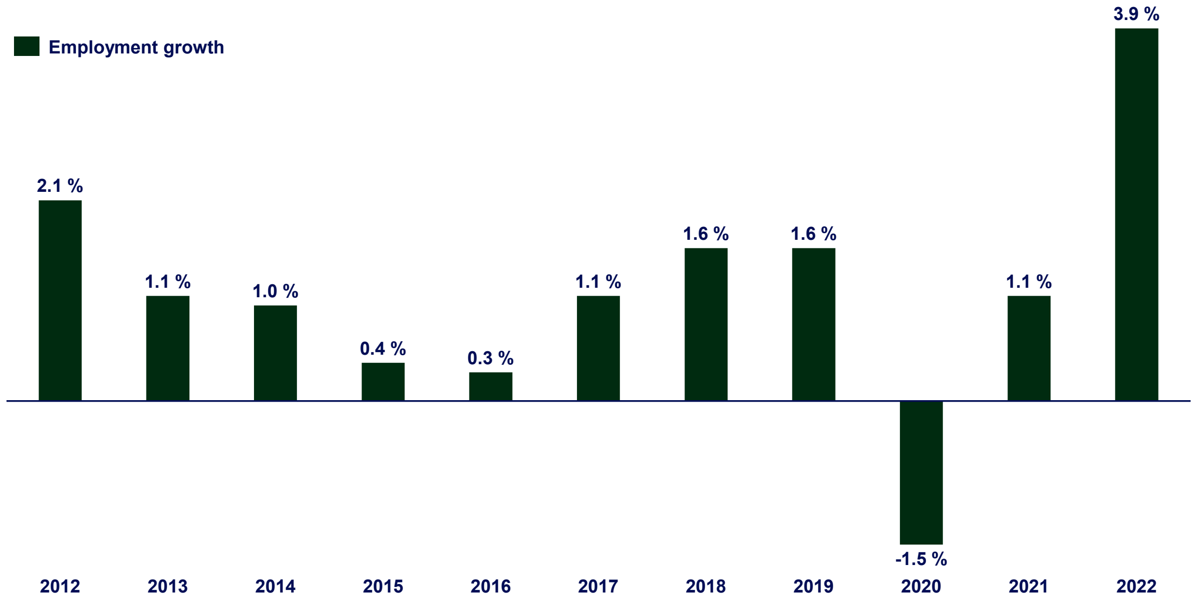
[18] Source: https://akershuseiendom.no/markedsinnsikt/data/leiemarked?sector=Kontor&subSector=Leie+regional and https://akershuseiendom.no/markedsinnsikt/nokkeltall

[19] Source: Arealstatistikk, "Leieprisrapporten, 3rd quarter, 2023" (at https://arealstatistikk.no)

[20] Source: https://www.norges-bank.no/contentassets/f5a3457c0977418cabe1bc0064eb085b/ppr_2023-4.pdf?v=12142023091018

[21] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).

Illustration 4: Norwegian yearly employment growth



Source: Statistics Norway, National accounts and business cycles, 19th December 2023[22]

The majority of the Group's properties are located in smaller cities across Norway. Where the typical office property in the largest cities (Oslo, Bergen, Stavanger and Trondheim) experiences high demand and thus rental prices, the demand in smaller cities is generally lower, and supply may not be as diverse. This leads to a more localized demand and less dynamic market compared to the largest cities, which could positive affect the stickiness of tenants. The market in smaller cities may be more limited in terms of property types, with a focus on meeting local demand and needs. Specialized properties, emphasized by PPI's portfolio, are likely more common in such areas. The tenant mix in the largest cities is often more varied, with a concentration of domestic and international private corporations, tech companies, financial institutions, and other large enterprises. The tenant mix in smaller markets tends to be more localized and may be more dependent on public and governmental entities.

In smaller cities, the presence of government offices can be a significant driver of local economic activity, attracting related services and businesses. These locations typically have a more localized focus, serving the needs of the immediate community where infrastructure may be less extensive, and connectivity may vary. Proximity to highways, ports, or other transportation hubs can influence the attractiveness of commercial real estate in smaller cities, and the central locations usually demanded by public counterparts like the police are relatively more sought after than in the bigger cities due to the supply being notably lower.

The likelihood that public tenants will remain in their leased commercial spaces over an extended period of time could be higher in smaller cities. Public tenants, such as government offices, police stations, or courthouses, often exhibit certain characteristics that contribute to their stickiness in smaller cities. Public entities often have a consistent need for physical office space to carry out essential services, contributing to a stable and long-term presence in the community. This stability can make them less prone to frequent relocations. Public tenants in smaller cities are also often deeply integrated into the local community. This can create a sense of responsibility and commitment to the area, making them more likely to maintain their presence in the same location. The continuity of public services is crucial for the community and frequent relocations can disrupt services and inconvenience residents. Public tenants, recognizing this impact, may prioritize stability and continuity in their leasing arrangements, especially in the smaller cities.

Although the Group as of the date of the Prospectus does only own one property in Stavanger and not any properties in Oslo, Bergen and Trondheim, a more detailed description of these markets is included below. This is included as there is limited tangible data available for other parts of the Norwegian office letting market, and the Company is of the view that the description of these

[22] https://www.ssb.no/en/nasjonalregnskap-og-konjunkturer.

four markets illustrates differences and trends relevant for the Group. Further, the Group's strategy includes acquisition of properties in these geographic markets, as further described in Section 8.3.2 "Geographical focus".

7.3.2 Oslo letting market

The office leasing market in Oslo is currently favourable, characterized by strong demand for office spaces and the expectation of low vacancy rates. These factors indicate the potential for upward adjustments in office rents. However, the increased proportion of renegotiations is likely to decrease the neutral vacancy level in the market, resulting in a balanced pricing effect due to the decreasing vacancy. Looking ahead the next 12 months, Malling's forecast indicates stagnant nominal rental prices in Greater Oslo.[23] This effectively translates to a slight decrease in real rental prices.

Throughout the last year, there has been a consistent rise in vacancy rates within Greater Oslo, currently standing at 6.70%. This increase has been particularly noticeable in Central Oslo and the outskirts towards western fringe areas.[24] Despite substantial employment growth and minimal construction activity, this upward trend in vacancies has persisted. It is plausible that the ongoing challenging economic conditions have prompted companies to adopt cost-cutting strategies. However, according to Malling, the outlook remains positive, foreseeing an eventual decline in vacancy rates due to the robust job market over the past couple of years and the limited additions to the supply side. [25] Malling projects an office vacancy rate of 4.2% in Oslo by the beginning of 2025. [26] Consequently, there is an expected shift in the supply-demand balance, leading to a rise in vacancy rates to levels akin to the current scenario throughout 2025 and 2026.

Leasing agents have reported a consistent upward trend in office rents across Greater Oslo in the last six months.[27] The surge is supported by a strong office leasing market. Additionally, there is likely that the increase in break-even rents has contributed to driving asking rents higher, with tenants who require modifications finding themselves compelled to agree to these higher rates to progress their projects. Currently, the top office rent in Central Oslo ranges from NOK 4,000 per sqm per year to NOK 6,500 per sqm per year, while in the fringe zone in west, the top rent ranges from NOK 2,200 per sqm per year to NOK 4,200 per sqm per year. The eastern fringe zone has office rental prices ranging from NOK 2,500 per sqm per year to NOK 3,100 per sqm per year.[28]

7.3.3 Stavanger letting market

The Stavanger office market remains strong, stemming from its significant presence in the energy sector in addition to very low unemployment rates. According to Malling, there are ongoing projects which will be completed in the next few years with a significant surge in completion in 2025. [29] However, several projects have faced setbacks in the last six months due to escalating interest rates and soaring construction costs, making it difficult for projects to break even and remain competitive in relation to existing vacant space. However, this situation, where market constraints hinder construction, may come with a positive aspect by preventing a prolonged period of high vacancy rates similar to those experienced after the 2014 oil price downturn.

Unemployment rates in Stavanger remains at low levels. Since 2019, Rogaland has consistently mirrored the national average, albeit at slightly lower rates. This trend persists, showcasing an average unemployment rate of 1.7% throughout the year, marking the lowest average since 2008.[30] This reflect the overall resilience of the labour market and can be attributed to the thriving energy sector, a pivotal aspect of the Stavanger region's economy. A robust labour market is expected in the forthcoming years, with Rogaland anticipated to surpass the national average in terms of employment rates.

According to Malling, office rents in the Stavanger region have displayed a consistent upward trajectory since 2019. [31] On average, rents have climbed from NOK 1,600 per sqm per year to NOK 1,860 per sqm per year, marking a 14% increase. 2022 showed a more modest increase of 2% compared to the notable 8% increase seen in 2021. This recent trend is bringing rent levels closer to

[23] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[24] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[25] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[26] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[27] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[28] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[29] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[30] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[31] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).

those recorded during the peak of activity in 2014 when average rents were at NOK 1,870 per sqm. Currently, normal and top rents have largely remained steady across most regions and market segments. Notably, there has been a slight downward adjustment in the top rent for Forus, currently standing at NOK 1,600 per sqm per year.

7.3.4 Bergen letting market

The transaction market in Bergen, as other places, is currently experiencing significant uncertainty and decreased liquidity, primarily due to elevated financing costs and the ambiguity surrounding forthcoming interest rates. However, the office rental market is displaying strong performance. Over the next few years, Malling anticipate a decrease in the number of newly constructed and renovated office buildings.[32] Their projections for the following two years indicate a decline in office vacancies, primarily influenced by a reduced supply of new office spaces.

Office vacancy in Bergen has maintained a steady trajectory from the first half of this year, and according to Malling, a vacancy rate of 9.0% for the second half of 2023 is expected. [33] They anticipate a decline in office vacances due to several factors: a robust labour market, limited construction of new office spaces, refurbishments, and a relatively high oil price. The areas of Fyllingsdalen and Bergen south continue to have the highest vacancy rates. In Fyllingsdalen, the departure of numerous significant office tenants in finance and consultancy has occurred, while uncertainty remains regard the potential construction of the Bergen Light Rail to Spelhaugen. Conversely, the situation in Bergen south appears more positive, driven by a historically strong oil price that has augmented the demand for office spaces. Nonetheless, the vacancy rate remains high, however, it is expected to decrease in the forthcoming years due to plans to convert several vacant office buildings into residential developments.

The Bergen rental market has sustained a high level of activity throughout 2023, as illustrated by significant office lease agreements. Unemployment rates have remained consistently low, hovering around 2.00% for the past 18 months as per September 2023. However, a slight increase in the unemployment rate is anticipated, potentially leading to a decline in demand for office spaces. According to figures from Arealstatistikk, top rents in Bergen so far this year have had a flat development. Due to the expected decline in newbuilds, a flat development is also expected in prime rents for the coming year. The indicative rent for the best premises is currently at NOK 3,500 per sqm per year.

Per Q3 2023, Malling[34] has recorded an addition of 80,000 sqm of newbuilds and refurbished office space in Bergen, a substantial volume compared the ten-year average annual addition of approximately 50,000 sqm. Malling expects a sharp decline in new constructions and refurbished office buildings for the next two years. Escalating construction and financing costs have hindered the initiation of new projects, leading to an anticipated decrease in new constructions in the upcoming years.

7.3.5 Trondheim letting market

The landscape of 2023 can be summarized by a slow investment market and a robust rental market. While the rental market's activity remained consistent throughout 2023, there are indications of potential challenges ahead. Malling's most recent vacancy assessment indicates a vacancy rate of 4.8%, almost identical to what was measured in May. [35] This figure stands at the lowest among Norway's major cities. Rental prices mirror the high demand and limited vacancy rates, resulting in moderate growth observed in 2023.

The activity in the rental market in Trondheim continues to be at high levels. According to Malling, overall vacancy in Trondheim was at approximately 4.80% per August 2023.[36] Office vacancy rates, specifically, has reached its lowest recorded level. This decline in vacancy appears linked to a substantial reduction in the introduction of new office spaces in 2020, 2021 and 2022. The demand for office spaces remains consistent and there are plans for construction of several new office buildings by 2025, which will significantly increase the available office square meters. A total of 160,000 sqm of new office space is projected to be built over the upcoming years.

[32] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[33] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[34] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[35] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).
[36] Source: Malling, Market report, Winter 2023/2024 (https://co.malling.no/reports).

There has been a notable increase in rental prices in Trondheim since 2019[37], driven by moderate supply of newbuilds and high-quality buildings combined with low vacancy rates. Specifically, the prime office rents have increased from 2,200 per sqm per year in 2019 to 3,200 per sqm per year today, equivalent to an increase of 45.5 % over the period. The positive momentum in the office rental market has persisted throughout this year. The moderate upward trend we now see in rental prices, indicates a stabilization of prices at a consistently high level. The indicative rents for the best premises in Trondheim City Centre are currently at NOK 3,200 per sqm per year.

7.4 Specialised public properties

A substantial part of the Group's portfolio is consisting of specialized public properties, i.e. single-use properties with public tenants, like court houses, police stations, universities, healthcare facilities, among other types of properties. Owning specialized public properties can offer various benefits to property owners. Some of these advantages include:

- **Stable and reliable income:** Tenants like government agencies, universities, or public healthcare operators often sign long-term leases with stable rental payments. These entities are typically reliable in fulfilling their lease obligations, providing steady and predictable income to the Group.

- **Low vacancy risk:** Government-related tenants often have a consistent need for space and tend to occupy properties for extended periods. This reduces the risk of vacancies, typically ensuring a more stable occupancy rate compared to commercial properties with private tenants.

- **Minimal tenant turnover:** Public entities tend to stay in one location for longer durations, minimalizing tenant turnover. This usually result in reduced costs associated with re-letting, such as leasing commissions and refurbishment expenses.

- **Financial stability:** Government-backed tenants provide a sense of financial stability as they are less likely to default on rental payments. This stability can be especially valuable during economic downturns and fluctuating markets.

- **Long-term tenant relationships:** Building long-term relationships with government-related tenants can lead to future leasing opportunities, referrals, or favourable dealings in other property ventures when the government acts as a counterparty. In addition, leases with government-related tenants often include cluses for property improvements or expansions, which could result in increased property value.

The market for such properties in Norway, has historically been relatively fragmented with smaller players typically owning few properties which could be characterized as specialized public properties. There are few companies where a majority of the portfolio conceptualizes around this type of properties, and the Group is by far the largest company in Norway which serves its purpose towards the specialized public property space.

7.5 Public tenants as counterparties

The public sector is a prominent part of the Norwegian economy. The Nordic social democracies consistently rank among the top with regards to government employment as a share of total employment, a reflection of the extensive social welfare policies funded primarily through taxation. Moreover, the Nordic countries also ranks among the top when comparing government revenues and expenditures to relative to GDP. Notably, Norway stands out within the Nordic region due to its considerable revenue surplus compared to expenditures. This surplus stems from substantial state ownership in major Norwegian companies, holding 27%[38] of the listed Oslo stock market, and owning the world's largest sovereign wealth fund, with ownership of 1.5% of global stocks.[39] This surplus allows for extensive services to be provided to the Norwegian population for little or no cost, but also requires substantial continued investments in operations and infrastructure.

[37] Source: https://akershuseiendom.no/markedsinnsikt/data/leiemarked?sector=Kontor&subSector=Leie+regional

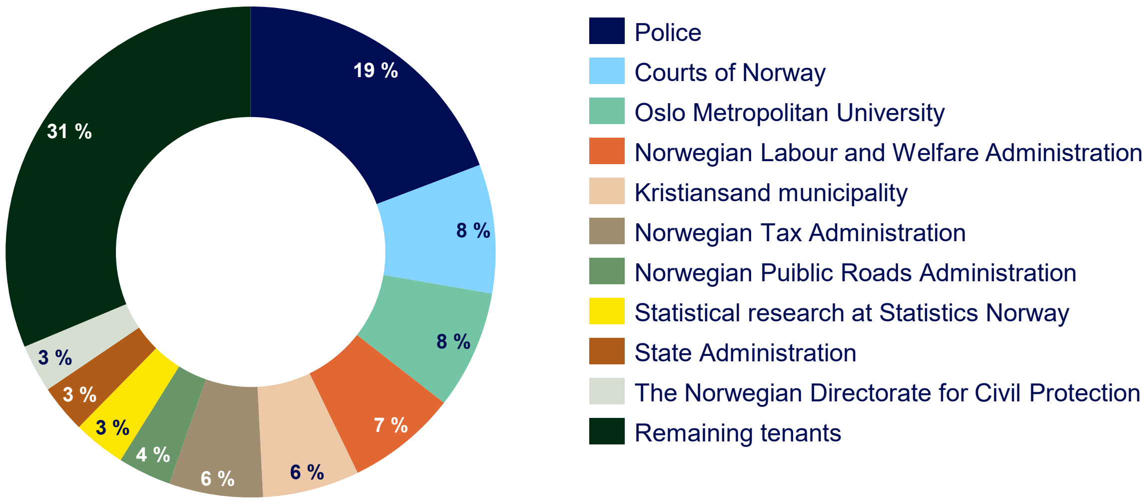
[38] Source: https://www.regjeringen.no/no/tema/naringsliv/statlig-eierskap/selskaper---ny/id2604524/, and based on total market capitalization as of 19 December 2023 for the companies listed on the Oslo Stock Exchange.

[39] Source: https://www.nbim.no/no/oljefondet/slik-er-fondet-investert/aksjeforvaltningen/

The Group has a long-term strategy to own, operate and develop socially impactful properties in a sustainable manner. Its portfolio primarily consists of properties with public tenants, strategically located in cities across Norway. The Group will pursue opportunities by focusing on quality assets with government-backed funding in the largest cities in Norway, i.e. Oslo, Bergen, Stavanger, and Trondheim. The Group has a robust cash flow foundation, with mostly AAA-rated government backed tenants with 93% of the portfolio being adjusted according to CPI.

Below is a summary of the of the Group's tenants and their respective expected percentage of rental income for 2024 based on the Group's lease agreements as of 31 December 2023.

Illustration 5: Tenants' expected percentage of rental income for 2024



Source: Company information

As illustrated above, the top 10 tenants, expected to account for NOK 406.2 million or 68.7 % of the Group's rental income in 2024, are government agencies. Remaining public tenants are expected to account for NOK 130.6 million or 22.1% of the Group's rental income in 2024, while private tenants are expected to account for only NOK 54.5 million or 9.2% of the Group's rental income in 2024.

State-owned or public companies offers several advantages akin to other tenants, in terms of security and risk. They are generally considered stable due to backing from governments, providing a higher level of assurance regarding rental payments and obligations. They often sign long-term lease agreements, ensuring a predictable income stream and reducing the risk of frequent turnover. Risk of default for these tenants are exceptionally low compared to non-state companies, leading to lower risk of defaulting on rent payments. State-owned companies are generally less affected by economic downturns due to government backing, providing a level of stability for property owners in challenging economic climates.

7.6 Consolidation opportunities going forward

A database created by DNB Markets provides an in-depth analysis of the Norwegian project finance market. This database is based on data gathered from project finance real estate market reports produced and published twice yearly by syndicate players such as Arctic, Carnegie, Clarksons, Fearnley, Malling, Njord, Oro, Oslo Finans, Pareto, Realkapital, Swiss Life, and Vika.[40]

According to the database the syndicate market encompasses 426 companies with a total asset value close to NOK 180 billion as of 31 December 2023. The database underscores a period of notable acquisitions, with over half of these assets (53%) being

[40] Source: Non-public Project Finance Real Estate Market Reports from Arctic, Carnegie, Clarksons, Fearnley, Malling, Njord, Oro, Oslo Finans, Pareto, Realkapital, Swiss Life, and Vika as of 2023 with further calculations by DNB Markets.

acquired in the years of 2020 to 2022. The years 2020-2022 is characterized by a market that was highly active, stimulated by favourable market conditions, and very low interest rates.

However, the analysis also reveals a market that is currently under pressure. With the rapid increase in interest rates, the financial stability of some of these companies have become challenged, as the income generated is increasingly insufficient to cover running interest cost. The database provides some interesting findings which may result in attractive consolidation opportunities in 2024 and 2025:

- In a refinancing scenario with an all-in cost of debt set at 6.5%, approximately 12% of the companies will have an interest coverage ratio (ICR) below 1.0x, 36% will have an ICR below 1.25x and 70% will have an ICR below 1.50x. For perspective on this, banks typically require at least an ICR of 1.50x in a refinancing.

- 62% of the total debt maturities will occur in 2024 and 2025, with c. NOK 15bn maturing in 2024 and NOK c. 28bn maturing in 2025, suggesting a surge in situations that potentially needs new capital both in the form of debt and equity.

As a result of the recapitalisation wave expected in 2024 and 2025 there is likely to be forced sellers which are willing to accept a loss in order to clear debt commitments.

8 BUSINESS OF THE GROUP

8.1 Overview

PPI is a Norwegian real estate group with a long-term strategy of sustainably owning, operating and developing real estate in Norway. The Group's property portfolio consists primarily of social infrastructure properties located located in smaller cities across Norway. PPI's business is characterized by strong tenants within the public sector, such as the police, judiciary functions and public health organizations, on long lease contracts and a high occupancy rate. Sustainable property management is an integral part of the Group's business, and its aim is to be a responsible owner, operator and developer of real estate, with the Norwegian government and local municipalities as tenants.

As of 31 December 2023, the Company's property portfolio consisted of more than 307,000 sqm across 48 properties which had an aggregate estimated value of around NOK 8,336 million. The Group has more than 110 public tenants in 25 cities, and hundreds of subcontractors work to ensure that its tenants can fulfill their important societal missions every day.

The PPI team consists of 15-20 highly competent resources who aims to deliver with quality and intrinsic motivation to create value for the environment, its tenants and its owners.

8.2 Competitive strengths

PPI believes it has many competitive strengths that differentiate it from its competitors and enables it to execute on its strategy, see Section 8.3 "Strategy" below, including:

8.2.1 Solid existing cash flow

Following completion of the contemplated SBB Transaction (see Section 8.6 "The SBB Transaction"), the Group's portfolio will feature 61 diverse assets across Norway, showcasing robust cash flow at a 94% occupancy rate, supported by high-quality, predominantly public tenants (approximately 92%), and a strong contract backlog of NOK 690 million.

At the core of the Group's property portfolio are socially important offices and public properties integral to the community's critical infrastructure. Ranging from schools and courtrooms to key government offices, each property is designed for specific service use, adhering to strict safety and accessibility standards, with specialized infrastructure that is challenging and costly to replicate. This specialization results in a low vacancy risk, as these properties are highly adapted to the tenants functions and needs, offering few viable alternatives. The properties' strategic locations, being situated in areas critical for community functions, further enhance their value.

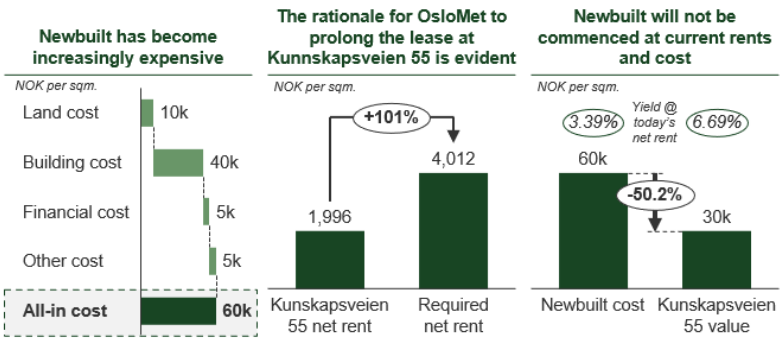
The percent of the Group's property portfolios' lease agreements with a CPI adjustment stands at 92.5% following the SBB Transaction, reflecting the Group's adaptive approach to inflation risk. Geographically, the Group's assets are strategically distributed: 56% in Eastern Norway, 13% in Northern Norway, 11% in Western Norway; 11% in the Inland *(Nw: Innlandet)*; 5% in Southern Norway; and 3% in Central Norway[41].

PPI's lease maturity profile demonstrates strategic foresight, with an average remaining lease term of 5.2 years (WAULT) as of 31 December 2023 (adjusted for the renewal of the lease agreement regarding Kunnskapsveien 55 with the Norwegian Ministry of Education and Research until 31 December 2029 on 22 March 2023).

Notably, the asset's stickiness is strengthening the solid cash flow projections. PPI's assets are significantly more affordable than new constructions regarding rent levels, resulting in few other alternatives for existing tenants. Illustration 6 shows an example for Kunnskapsveien 55 with an all-in new built cost of NOK 60,000 per sqm. The required rent in this example is NOK 4,012 per sqm, up 101% from the current levels. Similarly, the yield at today's rent for a newbuilt would be 3.39%, a yield compression of 50.2% from the current level of 6.69%. PPI believes it is well-positioned to extend the contracts that are expiring going forward.

[41] Based on the Group's property portfolio as of 31 December 2023, including the SBB Properties.

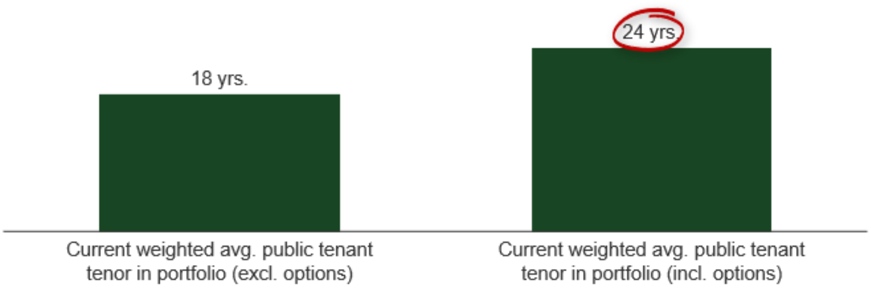
Illustration 6: Newbuilt vs. existing building - Kunnskapsveien 55 case



Source: Company information, Norwegian Property ASA (Land cost, Financial cost, and Other cost; Illustrative example), Building cost: https://www.bygg.no/betonmast-skal-bygge-spesialskole-og-barnehage-for-500-millioner/1539237!/; https://www.bygg.no/betonmast-har-signert-kontrakt-for-trondheim-katedralskole/1529247!/

The stickiness is also evident in illustration 7 where the current weighted average public tenant tenor in the Group's property portfolio is 18 years (24 years including options). Tenants stay for a substantial amount of time in buildings owned by the Group.

Illustration 7: Stickiness and competitiveness in the Group's portfolio



Source: Company information

Based on preliminary Company estimates, taking into account the SBB Transaction (as described in Section 8.6 "The SBB Transaction"), the Company does not expect to have any taxable net income before 2025, with payable tax in 2026. A clean recurring tax rate to account for recurring tax positions is estimated to 15.5% of EBIDTA.

8.2.2 Unique market opportunity

The current market landscape presents in the Group's view an unique opportunity for strategic entry, particularly as interest rates are peaking and property values have undergone significant repricing, creating an advantageous position for well-capitalized and strategically positioned entities. A substantial portion of the Norwegian project financing market, encompassing 426 projects with a combined asset value of around NOK 180 billion, is currently facing financial pressure. A significant factor is the ICR, with over half of the projects having an ICR of less than 1.25x under the current interest rates. This situation indicates a coming refinancing challenge for many market players.

Most of these properties were acquired during a peak period from 2020 to 2022, accounting for 53% of the outstanding stock. Many entities must undergo significant deleveraging to reach sustainable debt levels. Ownership in this segment is often fragmented, with many owners lacking the willingness or capacity to inject additional equity. This situation is expected to lead to many forced sellers, especially as debt maturities peak in 2024 and 2025.

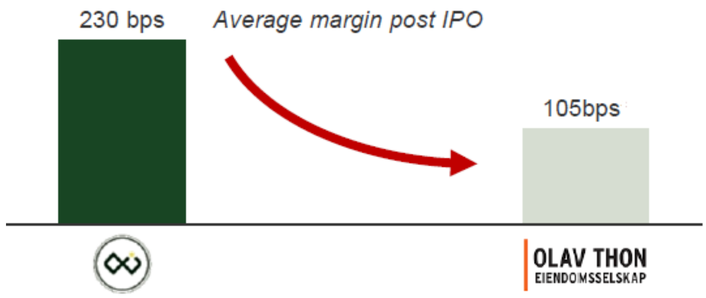
The combination of peaking interest rates, repriced values, and challenging refinancing conditions creates in the Group's view a rare market opportunity. The Group is of the opinion that it will have the suited strategy and financial resources positioned to capitalize on this situation, potentially acquiring assets at favourable terms and consolidating its market position.

8.2.3 Strong balance sheet

The Group's financial structure, characterized by a disciplined capital strategy, is a cornerstone of its competitive advantage. The Group will have a loan-to-value ratio (net interest bearing debt/gross asset value) of approximately 45% following completion of the SBB Transaction and the Offering (assuming net proceeds of NOK 1,400 million), indicative of a reasonable balance between leveraging and risk management. Proactively, the Group has hedged 50% of its bank debt, with hedges averaging a maturity of 2.4 years as of 31 December 2023. This strategy mitigates interest rate volatility, enhancing the Group's financial security.

The Group is targeting a refined credit margin, aspiring to align more closely with industry benchmarks, particularly those set by Olav Thon at 105 basis points. The Group's credit margin adjusted for the Revised Financing Terms together with the Group's targeted credit margin, is included in illustration 8 below.

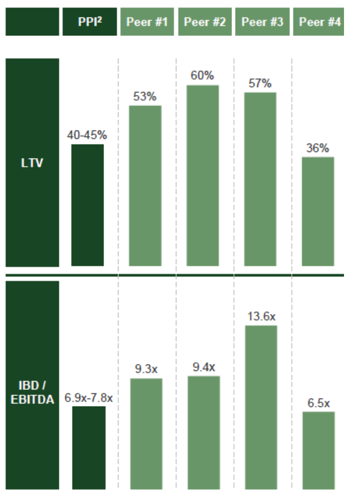
Illustration 8: Credit margin adjusted for the Revised Financing Terms and target credit margin



Source: Company information, Bloomberg

The vision of achieving an investment grade rating is in the Company's view within its reach, underscoring its robust credit profile and further strengthening the potential for securing competitive funding cost. The financial policy for the total amount of debt is set at loan-to-value below 50%, with an interest coverage ratio of minimum 2.2x. For the debt maturities, the maximum debt amount to fall due during the next 12 months is set at 30%. Additionally, the average time until maturity for all the debt should not be less than three years and the average duration for which the interest rate on the debt remains fixed should also not be less than three years. Further, the Company should have coverage for all maturities 12 months ahead. The policy is constructed in order to align with similar companies holding an investment grade rating, and to position the Group well among listed peers, see Illustration 9 below.

Illustration 9: Credit metrics for the Group following completion of the Offering, the SBB Transaction and the Revised Financing Terms against peers.



Source: Company information and DNB Markets Equity Research

8.2.4 Highly experienced management and Board of Directors

The Management has extensive experience in the real estate sector, primarily from top real estate companies in the Nordics. This expertise is complemented by a well-renowned Board of Directors, also from leading Nordic real estate firms. All members of the Management have experience with publicly listed companies, adding a layer of strategic and regulatory know-how. Financially, the Group's expects its central administrative costs to rise slower than its rental income, particularly as it expands its property portfolio, indicating a strategy focused on operational efficiency and sustainable growth.

8.3 Strategy

PPI is anchored by a strategic path for investment in real estate assets. With a vision for premium properties and a disciplined investment focus, PPI believes it is positioned to escalate its market presence.

8.3.1 Consolidation

Leveraging its strategy in active consolidation, PPI focuses intently on acquiring quality assets, with a preference for those offering secure, government-backed rental incomes. This strategy is designed to provide stability and position PPI to capitalize on such investments' reliability and long-term attractiveness. In pursuit of transactions that enhance shareholder value, PPI deploys a strict evaluative process to assess investment opportunities, setting a high bar for return on equity enhancement. The alignment of each potential acquisition with the Group's strategic portfolio objectives is critical, and designed to ensure a consistent and synergistic approach to growth.

8.3.2 Geographical focus

PPI is targeting growth in Norway's key cities: Oslo, Bergen, Trondheim, and Stavanger, leveraging their dynamic economies. This geographically targeted investment approach is designed to firm the Group's market stronghold and develop a compelling narrative for domestic and international investors.

8.3.3 A sustainability frontrunner

Underpinning PPI's investment philosophy is a proactive environmental, social and corporate governance ("**ESG**") strategy integral to the Group's operations and future objectives. With initiatives like energy monitoring across all buildings and the "Miljøfyrtårn" accreditation in 2023, PPI commits to reducing energy consumption by 2% annually. The strategy is a commitment to environmental stewardship. It aligns with financial rationality, targeting cost reductions, improved energy efficiency, and increased property attraction, all of which factors anticipated to yield a rent premium and value appreciation. PPI recognize the importance of ESG factors, and has set an ambitious goal of climate neutrality by 2030.

The Board of Directors is in process of developing a more comprehensive ESG strategy, encompassing significant aspects within each of the three ESG components to meet the Group's ambitious goal. The Company aims to have the final more comprehensive sustainability strategy approved by the Board of Directors before the summer of 2024. Currently, PPI has planned for energy-saving measures related to replacement of ventilation systems, installation of building management systems, installation of variable air volume systems and upgrading to LED lightning.

The Group has assessed the entire property portfolio with the assistance of external consultants, establishing a baseline for energy, water, and waste. Based on the established baseline for the key KPIs (Key Performance Indicators) of energy, water, and waste, goals have been set for the strategy period spanning from 2024 to 2030 (7 years). These goals are aligned with the business plan for each property and reflect realistic development within the strategy period.

Any requirements in connection with the Energy Performance of Buildings Directive, as described in Section 8.12.2 "New EU regulation", will be incorporated into the Company's sustainability strategy. The upcoming requirements in the directive will be considered and when deciding the prioritization of energy-saving measures between the properties in the Group's portfolio.

There will always be a carbon footprint associated with the operation of "leasing commercial real estate." Currently, there are plans for the more comprehensive sustainability strategy to aim for a 20% reduction in greenhouse gas emissions by the end of the strategy period in 2030. It is anticipated that the reduction will result from a 16% decrease in energy consumption, 4% from local solar power production, and an increased share of renewable energy in the energy mix. The remaining carbon footprint from 2030 and onwards can be neutralized through the two mechanisms (i) purchase of Guarantees of Origin for Norwegian electricity (GoO) for all electricity usage in the property portfolio, and (ii) purchase of CO2 credits to offset the remaining CO2 from energy use related to the last remnants of mineral oil, district heating, district cooling, and residual emissions from electricity.

<u>Energy consumption in the Group's property portfolio:</u>

- Specific energy consumption in kWh/sqm, year.
- Baseline based on the average of the last 3 years = 174 kWh/sqm, year.
- Goal: a reduction of 2% per year throughout the strategy period, totalling 14% (150 kWh/sqm, year).

<u>Water consumption in the Group's property portfolio:</u>

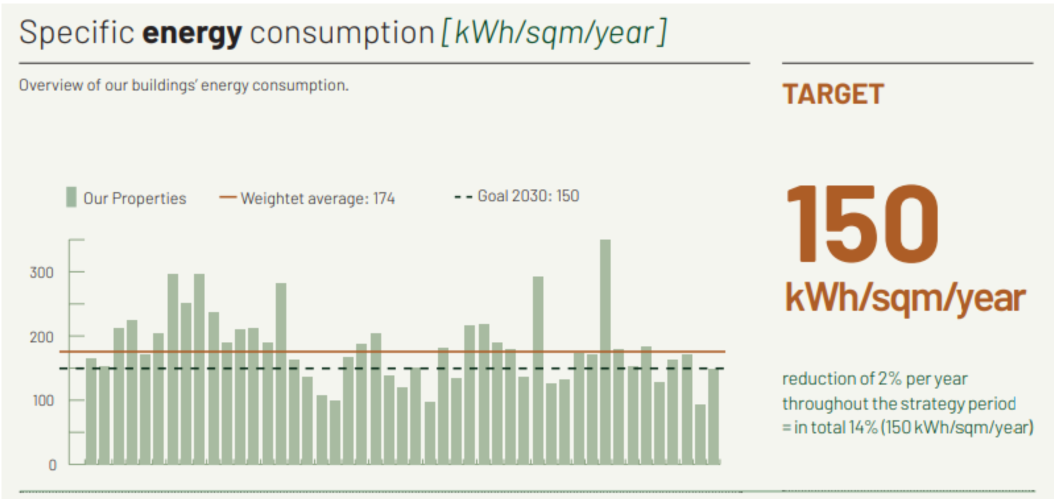
- Specific water consumption in cbm/sqm, year.
- Baseline based on the average of the last 3 years = 0.27 cbm/sqm, year.
- Goal: a reduction of 2% per year throughout the strategy period, totalling 14% (0.23 cbm/sqm, year).

<u>Waste in the Group's property portfolio:</u>

- Sorting rate in percentage.
- Uncertain baseline because not all our suppliers in 25 cities in Norway can provide accurate data at the moment.
- Goal: a sorting rate > 60% throughout the strategy period.

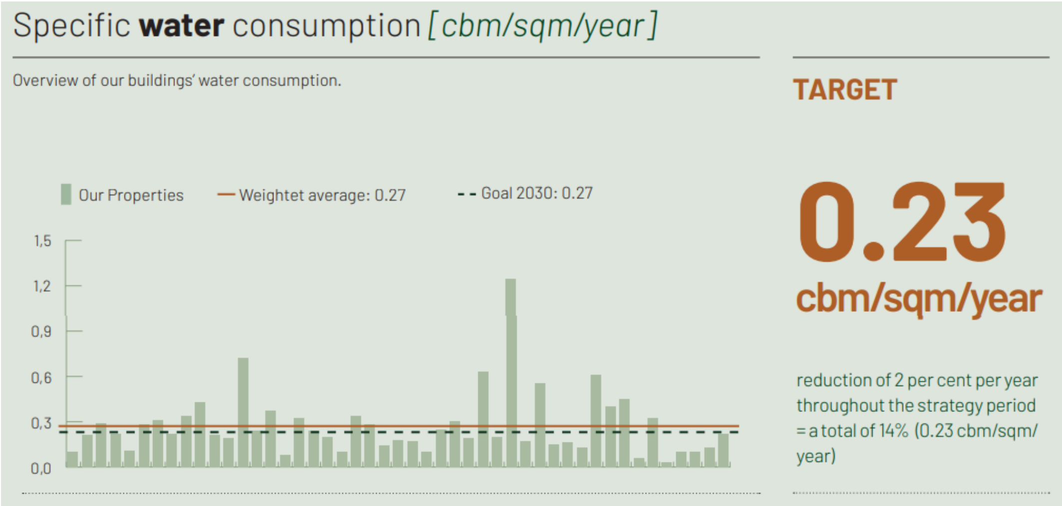
Included below in illustration 10 and illustration 11 are two figures illustrating the status (baseline) of the Group's portfolio for both specific energy consumption and water. There are 47 properties listed. One property is missing (Carl Gulbransons gate 4, Namsos) because it does not have tenants, and therefore, the property has negligible consumption.

Illustration 10: Specific energy consumption



Source: Company information

Illustration 11: Specific water consumption



Source: Company information

In addition to the above mentioned KPIs, the Company's more comprehensive sustainability strategy will set goals for the share of renewable energy and the total CO2 emissions for the portfolio. The latter is estimated to be established in line with the emission reduction pathway outlined by CRREM (Carbon Risk Real Estate Monitor = Global Pathway).

Regarding the share of renewable energy, the Group will gradually increase the energy flexibility in the portfolio (hydronic systems) through the opportunities presented by the replacement of technical facilities, renovations, tenant adjustments, and extensions. In terms of the self-production of renewable energy, the more comprehensive sustainability strategy aims to establish new facilities for local solar power production throughout the strategy period.

The overall reduction of the CO2 footprint measured in kgCO2e/sqm, year for the Group's property portfolio is influenced by the mentioned measures, including increased energy flexibility and the utilization of both existing and new renewable energy sources. As mentioned above, the goal is a 20% reduction by the end of the strategy period, with 14% achieved through reduced energy consumption and 6% through an increased share of renewables.

8.3.4 Deal sourcing

Leveraging an extensive network acquired by experienced Management and a vast broker and investment banking network, PPI has refined its capability in off-market deal sourcing. In the Company's view, this is an strategic advantage and enabling the Group to navigate ahead of prevailing market trends and seize opportunities that are both exclusive and potentially lucrative.

8.3.5 Utilize robust capital structure

Employing a dynamic capital structure, PPI intends to pursue transaction financing using a strategic blend of cash, debt financing, and equity offerings, allowing for adaptive deal-making but also promoting financial strategies that are beneficial to earnings growth and shareholder value. For asset sellers, PPI extends a value proposition characterized by:

- Readily available financing, mitigating sellers' refinancing risks and the need for equity injections;
- A counterpart with a low execution risk profile, which provides sellers with transaction certainty;
- The option of partial share-based settlements offers sellers transaction certainty and the chance to retain exposure to the upside potential and become part of the PPI journey.

This strategic and balanced approach to growth ensures in the Group's view an attractive risk-reward profile, and positions PPI for success in a competitive market.

8.3.6 Future challenges and prospects

PPI has comprehensive expertise and a broad diversification in its property portfolio, establishing a robust foundation for the future. PPI pays close attention to risk management and daily operations, and PPI's solvency and cash balance are considered strong. At the same time there is increased uncertainty in the global market due to the conflicts in Ukraine and the Middle East, inflation, higher interest rates, and continuing challenges in global supply chains. Naturally, this will also affect the Nordic economies in the future.

The combination of municipalities poses a challenge for real estate companies with public tenants, such as PPI. This can trigger a re-evaluation of space requirements by the government, impacting tenants like police, healthcare, education, municipal offices, and courts. Additionally, PPI may need to navigate adjustments due to reductions in public services and contractions in government spending, creating a direct challenge for PPI. This may involve the need to renegotiate leases or address the potential for increased vacancy rates, prompting a strategic reassessment of tenant diversification strategies.

When the government revises its spending priorities, PPI, predominantly leasing to public tenants, may face potential risks to its revenue streams. This is particularly evident if funding is shifted away from areas traditionally designated for property leasing. The challenge for such companies lies in adapting to budgetary trends, maintaining agility, and finding ways to optimize their property assets in response to changes in government funding allocations.

The challenge of new competitors entering the market and targeting the same public sector tenants can be a challenge for PPI. The competition can lead to a race to offer more attractive terms or modernized facilities, requiring finding innovative ways to differentiate and firm market position. PPI is actively engaged in sound property management that cares for tenants and works with ESG initiatives.

By addressing the mounting sustainability challenges, PPI aims to play a crucial role in advancing environmental objectives, aligning with its commitment to responsible and forward-thinking real estate practices. This commitment is anticipated to yield positive outcomes both financially and environmentally. For a detailed explanation of how PPI addresses the growing sustainability challenges, please refer to Section 8.3.3 "A sustainability frontrunner". PPI is actively monitoring potential acquisition targets within its key cities. The current macro environment, characterized by relatively high interest rates and rising valuation yields, presents a unique opportunity for PPI to emerge as a preferred and trustworthy counterpart for sellers. As such, PPI aims to be an active consolidator in the coming years.

Moreover, contemplating a possible stock exchange listing offers a chance for enhanced visibility and recognition in the market. The Listing would not only highlight the Group's portfolio but also underscore its position as a player in the Norwegian real estate market, providing increased flexibility to pursue strategic opportunities that demand financial resources.

8.4 History and important events

8.4.1 Establishment of the Group

The Company was incorporated on 16 August 2018. However, no operations was carried out by the Company prior to mid-2021 when the Company acquired its first properties, including a portfolio of eight properties, referred to in the market as the Citizen-portfolio, and approximately 33.65% of the shares in Offentlig Eiendom AS, following which the Group was formed. In the first six months of operation, the Group acquired in total 41 socially beneficial properties with a total value of NOK 8,451 million, with the majority located in the southern part of Norway. The properties comprised courthouses, buildings for the Norwegian Labor and Welfare Organisation, police departments, municipality- and county-houses, and the building housing the Norwegian Tax Administration. During the first half of 2022, the Group continued its growth by amongst other acquiring a portfolio of seven properties with 97% public tenants. This included the first educational building in the Group's portfolio, with Oslo Metropolitan University as tenant.

8.4.2 Historic development and key milestones

The table below shows the Group's key milestones from its incorporation and up to the date of this Prospectus:

Year	Event
2018	The Company was established.
2021	The Group acquired in total 41 properties, including the Citizen-portfolio and the properties of Offentlig Eiendom AS through the acquisitions of approximately 95.9% of shares in Offentlig Eiendom AS. The Group acquired approximately 33.65% of the shares in June 2021 and approximately 62.24% of the shares in December 2021.
2022	Acquisition of the remaining shares Offentlig Eiendom AS (i.e. the shares not already held by the Group).
2022	Acquisition of its first educational building located at Kunnskapsveien 55, Kjeller, Norway with Oslo Metropolitan University as a tenant.
2022	Acquisition of Vogts gate 17, Moss, Norway.
2022	Acquisition of Rambergveien 5, Tønsberg, Norway, a development property.
2022	Acquisition of Rambergveien 9, Tønsberg, Norway with The Norwegian Directorate for Civil Protection, the Norwegian Directorate of Elections and the Norwegian Church as tenants, among others.
2022	Acquisition of Jærveien 12, Sandnes, Norway with the Norwegian Food Safety Authority as the largest tenant.
2022	Acquisition of Askveien 4, Hønefoss, Norway tailored to accommodate Hønefoss police station.
2022	Acquisition of Jul Pettersens gate 2, Lillehammer, Norway with Lillehammer District Court as tenant.
2024	Contemplated acquisition of certain properties from SBB Samfunnsbygg AS, please see section 8.6 "The SBB Transaction" below for further details.

8.5 The Group's business activity

8.5.1 Introduction to the Group's business activity

The Company functions as the ultimate holding company of the Group. The Group's operations are mainly carried out sub-holding companies and single purpose limited liability companies, where the activity of such company exclusively consists of the ownership and operation of a certain property or properties (an "**SPV**"). Subject to the completion of the Offering and the Listing, the Company will acquire certain properties from SBB, see section 8.6 "The SBB Transaction" below for further details.

8.5.2 Current property portfolio of the Group

The majority of the Group's buildings are single-use buildings. Others are shares between public and private tenants. An overview of the Group's current property portfolio (not taking into account the properties to be acquired through the SBB Transaction) is set out in the table below.

Property	Location	Main tenant	Property type	Construction year and major refurbishment	Lettable area (sqm)	Rental income 2024 (MN)	Occupancy rate	WAULT[1]
Kunnskapsveien 55	Kjeller	Oslo Metropolitan University	Special public property	1974 (2004)	27,135	46.3	100 %	7.2[2]
Gyldenløves gate 23	Kristiansand	The municipality of Kristiansand	Special public property	2011	13,185	38.4	100 %	2.5
Anton Jenssens gate 2	Tønsberg	The Government Hospital in Vestfold	Special public property	1980 (2017)	16,132	38.5	93.4 %	3.7
Gjerpensgate 10-20	Skien	The Norwegian Public Roads Administration	Special public property	N/A	18,882	30.0	89.3 %	6.3
Bernt Ankers gate 17	Moss	The Norwegian Tax Administration	Public office	2017-2018	9,501	24.5	100 %	4.9

Property	Location	Main tenant	Property type	Construction year and major refurbishment	Lettable area (sqm)	Rental income 2024 (MN)	Occupancy rate	WAULT[1]
Rambergveien 9	Tønsberg	The Norwegian Directorate for Civil Protection	Public office	2004 (2015)	9,560	21.9	100 %	6.1
Otervegen 23	Kongsvinger	Statistics Norway	Public office	1987 (2005)	12,265	20.4	100 %	1.6
Nordstrandveien 41	Bodø	The municipality of Bodø	Public office	1974-1976 (2012)	10,190	18.8	97.5 %	7.2
Myren 7	Skien	Politiet	Special public property	2008	8,702	18.4	100 %	4.3
Vogts gate 17	Moss	The County Governor of Oslo and Viken	Public office	1994 (2001)	10,886	18.2	85.6 %	5.3
Søebergkvartalet	Sandefjord	Politiet	Public office	1981	16,675	19.0	100 %	3.5
Rosenkrantzgata 17	Drammen	The municipality of Drammen	Special public property	1949 (2016)	5,143	16.8	100 %	4.4
Holthes vei 1 & 4	Arendal	The Norwegian Labour and Welfare Administration	Public office	2000 (2003)	6,799	13.5	100 %	3.2
Grønnegata 122	Tromsø	The Norwegian Labour and Welfare Administration	Special public property	1961 (2015)	5,848	13.2	98.0 %	11.1
Njøsavegen 2	Leikanger	The County Governor of Vestland	Public office	2005	5,881	13.0	100 %	4.9
Kongens gate 14-18	Narvik	Politiet	Special public property	1992	7,106	13.0	87.6 %	6.6
Prins Christian Augusts plass 3-7	Moss	Politiet	Special public property	2004	5,041	12.8	98.4 %	5.0
Kvartal 48	Hamar	The Norwegian Tax Administration	Public office	1939 (2015)	6,129	12.0	93.9 %	8.1
Sigvat Skalds gate 5	Sarpsborg	Politiet	Special public property	1997/1998	6,960	12.0	100 %	4.0
Strandavegen 13	Florø	Politiet	Special public property	2008	4,163	11.4	100 %	8.8
Ibsens gate 1-3	Gjøvik	Politiet	Special public property	1975 (2000)	4,742	10.8	100 %	7.3
Christian August Thorings Veg 12	Stavanger	The Norwegian Public Roads Administration	Special public property	2000	5,005	10.0	100 %	7.0
Sognefjordvegen 56	Leikanger	The Norwegian Labour and Welfare Administration	Special public property	1975 (2009)	4,491	9.7	95.1 %	6.0
Haakon VIIs gate 98	Bodø	The Norwegian Labour and	Public office	2000 (2004)	5,897	9.2	100 %	1.7

Property	Location	Main tenant	Property type	Construction year and major refurbishment	Lettable area (sqm)	Rental income 2024 (MN)	Occupancy rate	WAULT[1]
		Welfare Administration						
Stangevegen 109	Hamar	Bane NOR	Public office	2008/2012	4,513	9.1	100 %	4.5
Myren 12	Skien	The Norwegian Tax Administration	Public office	2008	4,233	8.3	100 %	1.7
Bryggeriveien 2-4	Fredrikstad	The municipality of Fredrikstad	Public office	1961 (2015)	5,594	9.0	100 %	9.1
Mellomvika 5	Mo i Rana	Rana Byggdrift KF	Public office	2000 (2020)	4,552	8.2	100 %	9.0
Storgata 129	Lillehammer	Politiet	Special public property	1978 (2003)	4,180	8.2	100 %	5.2
Kammerherre-løkka 2	Porsgrunn	The municipality of Porsgrunn	Public office	2009 (2019)	4,438	8.1	89.7 %	5.9
Lervigsveien 32/ Tinngata 8	Stavanger	The municipality of Stavanger	Special public property	1930 (2010)	5,627	7.5	100 %	3.0
Standgata 26	Gjøvik	The Norwegian National Courts Administration	Special public property	2008	2,199	7.0	100 %	4.6
Blødekjær 1	Arendal	The Judiciary of Norway	Special public property	1998/2004	2,836	7.4	100 %	9.6
Gunnar Nilsens gate 25	Fredrikstad	Politiet	Special public property	1992	4,370	7.3	100 %	3.3
Midtre gate 9	Mo i Rana	Politiet	Special public property	2007	2,800	6.6	100 %	3.0
Brochs Gate 3	Fredrikstad	The Judiciary of Norway	Special public property	1967/1994	4,069	6.7	96.1 %	4.3
Nytorget 1	Mo i Rana	The Judiciary of Norway	Public office	2010	2,878	4.9	66.3 %	6.3
Norderhovsgata 23	Hønefoss	The Norwegian National Courts Administration	Special public property	2008	2,366	6.5	100 %	3.6
Sandgata 13	Namsos	Politiet	Public office	2018	1,669	6.5	100 %	14.2
Fjørevegen 20	Sogndal	Politiet	Special public property	2000	3,611	6.1	100 %	4.3
Olav Vs gate 4	Halden	Politiet	Special public property	1960 (2021)	3,470	5.7	100 %	2.0
Askveien 4	Hønefoss	Politiet	Special public property	1986	3,531	5.6	100 %	6.0
Jærveien 12	Sandnes	The Norwegian Food Safety Authority	Public office	2012	2,569	3.8	79.6 %	3.2
Rådhusgata 5	Porsgrunn	The municipality of Porsgrunn	Public office	1984 (2020)	4,074	3.4	56.0 %	3.4
Jul Pettersens gate 2	Lillehammer	The Norwegian National Courts Administration	Special public property	1965 (1998)	2,507	3.1	65.7 %	4.8

Property	Location	Main tenant	Property type	Construction year and major refurbishment	Lettable area (sqm)	Rental income 2024 (MN)	Occupancy rate	WAULT[1]
Borgergata 10	Halden	The Norwegian National Courts Administration	Special public property	1826 (~1990)	,950	-	0 %	-
Rambergveien 5	Tønsberg	AS Adams	Private office	~1950	1,065	0.3	24.5 %	1.0
Carl Gulbranssons gate 4	Namsos	N/A	Private office	1990	2,804	0.1	0 %	-

1 *Calculated as of 31 December 2023.*

2 *Includes the five year extension of the lease agreement with the Norwegian Ministry of Education and Research agreed on 22 March 2024.*

The various properties were acquired through four different phases, as referred to inter alia in Section 11.8 "Material investments". An overview of which properties that were acquired in the respective phases is included in the table below.

Phase	Property
Phase I	Blødekjær 1, Arendal
Phase I	Brochs Gate 3, Fredrikstad
Phase I	Carl Gulbransons gate 4, Namsos
Phase I	Chr Thorings veg 12, Stavanger
Phase I	Fjørevegen 20, Sogndal
Phase I	Gunnar Nilsens gate 25, Fredrikstad
Phase I	Njøsavegen 2, Leikanger
Phase I	Norderhovsgata 23, Hønefoss
Phase I	Otervegen 23, Kongsvinger
Phase I	Prins Chr. Augusts plass 3, 5, 7, Moss
Phase I	Sandgata 13, Namsos
Phase I	Sigvat Skalds gate 5, Sarpsborg
Phase I	Strandavegen 13, Florø
Phase I	Standgata 26, Gjøvik
Phase I	Søebergtorget 4, Sandefjord
Phase II	Anton Jenssens gate 2, Tønsberg
Phase II	Borgergata 10, Halden
Phase II	Bryggeriveien 2-4, Fredrikstad
Phase II	Gjerpensgate 10-20, Skien
Phase II	Ibsensgate 1-3, Gjøvik
Phase II	Nordstrandveien 41, Bodø
Phase II	Olav Vs gate 4, Halden
Phase II	Gyldenløves gate 23, Kristiansand
Phase II	Sognefjordvegen 56, Leikanger
Phase II	Storgata 129, Lillehammer
Phase III	Bernt Ankers gate 17, Moss
Phase III	Grønnegata 122, Tromsø
Phase III	Holthes vei 4, Arendal
Phase III	Haakon VIIs gate 98, Bodø
Phase III	Kammerherreløkka 2, Porsgrunn

Phase	Property
Phase III	Kongensgate 14-18, Narvik
Phase III	Torggata 44, Hamar
Phase III	Lervigsveien 32/Tinngata 8, Stavanger
Phase III	Mellomvika 5, Mo I Rana
Phase III	Midtre gate 9, Mo i Rana
Phase III	Myren 12, Skien
Phase III	Myren 7, Skien
Phase III	Nytorget 1, Mo I Rana
Phase III	Rosenkrantzgata 17, Drammen
Phase III	Rådhusgata 5, Porsgrunn
Phase III	Stangeveien 109, Hamar
Phase IV	Askveien 4, Hønefoss
Phase IV	Jul Pettersens gate 2, Lillehammer
Phase IV	Jærveien 12, Sandnes
Phase IV	Kunnskapsveien 55, Kjeller
Phase IV	Rambergveien 5, Tønsberg
Phase IV	Rambergveien 9, Tønsberg
Phase IV	Vogts gate 17, Moss

In addition to the Group's property portfolio, the Group leases certain premises as set out in the table below.

Location	Type of property	Annual rent (NOK)
Lillehammer	Office spaces	404,000
Sandnes	Parking spaces	136,000
Moss	Parking spaces	130,000
Lillehammer	Parking spaces	100,000
Skien	Parking spaces	90,000
Tønsberg	Parking spaces	88,000
Lillehammer	Parking spaces	48,000
Kristiansand	Parking spaces	40,000
Florø	Boat berth	25,500

The Company is of the opinion that its premises are sufficient for its current business, and for the foreseeable future, but may lease further real estate from time to time.

8.5.3 Development

Development of current properties is one of the strategies for increasing the value of the properties and the Group. The Group's development team has prioritized development properties where public regulatory processes provoke attention, as well as properties with shorter time to contract expiration. This work can include upgrades of existing buildings, extensions, or new construction within both commercial and residential sectors. Throughout 2022 and 2023, 40 % of the Group's property portfolio has been examined to survey the development potential of the Group's property portfolio. The preliminary conclusion, based on the survey of 40 % of the Group's property portfolio is that approximately 50,000 sqm of net potential is untapped, in addition, there are currently three development projects where the Company has not yet clarified the development potential. Below is a description of current development projects.

Property	Location	Current use	Potential utilization	Purpose	Progress
Zoning completed					
Jonas Lies gate 20[1]	Lillestrøm	Office area, court house and police station. Total area of 12,660 sqm.	Approximately 17,500 sqm BTA.	Commercial.	Due for marketing.
Willbergjordet 1[1]...............	Fredrikstad	Office area. Total area of 6,363 sqm BTA.	Approximately 6,000 sqm BTA of commercial area and approximately 1,300 sqm BTA of parking area.	Commercial/ Parking.	Prospect on market.
Zoning process ongoing					
Otervegen 23.....................	Kongsvinger	Office area. Total area of 12,265 sqm.	Potential development I: Transformation of existing building into residences. Potential development II: Develop 10,000 – 15,000 sqm residences on existing parking lot.	Residential/ commercial.	Not started. Expected approval in Q1/Q2 2026.
Vogts gate 17.....................	Moss	Office area. Total of 10,886 sqm.	Potential development I: Approximately 14,000 sqm BTA of commercial area. Potential development II: Approximately 8,600 sqm BTA of commercial area and 3,600 sqm of residential area.	Residential/ commercial.	Zoning proposal to be sent Municipality Q2 2024.
Desktop mapping within current zoning plan					
Brochs gate 3[2]...................	Fredrikstad	Courthouse. Total area of 4,069 sqm.	Approximately 2,300 sqm BTA	Residential/ commercial.	Not started. Expected approval in Q2 2026 if started in Q2 2024.
Gunnar Nilsens gate 25[3] .	Fredrikstad	Police station. Total area of 4,370 sqm.	Approximately 2,500 sqm BTA.	Residential/ commercial first floor.	Not started. Expected approval in Q2 2026 if started in Q2 2024.
Sigvat Skalds gate 5..........	Sarpsborg	Police station. Total area of 4,780 sqm.	Approximately 6,200 sqm BTA.	Residential/ commercial.	Not started. Expected approval in Q2 2026 if started in Q2 2024.
Rambergveien 5................	Tønsberg	Office. Total area of 1,069 sqm.	Approximately 2,000 sqm BTA.	Residential/ commercial.	Not started. Expected approval in Q2 2026.
Kammerherreløkka 2	Porsgrunn	Office (NAV). Total area of 4,438 sqm.	Approximately 15,000 – 20,000 sqm BTA.	Residential/ commercial.	Not started. Expected approval in Q3/Q4 2024.
Carl Gulbransons gate 4...	Namsos	Office area. Total of 2,804 sqm BTA.	Approximately 4,500 sqm BTA.	Residential/ commercial.	Not started.

Property	Location	Current use	Potential utilization	Purpose	Progress
Sognefjordvegen 56..........	Leikanger	Office area. Total of 4,491 sqm BTA.	Approximately 2,400 sqm BTA.	Residential/ commercial.	Not started.
Anton Jenssens gate 1 – 13 (except Anton Jenssens gate 8)[1]	Tønsberg	Office area, public sector. Total area of 32,274 sqm BTA.	Approximately 25,000 – 30,000 sqm BTA of commercial area + approximately 10,000 sqm BTA of residential area.	Residential/ commercial.	In process with municipality to start the new planning process to include residential area.

1 *These properties are part of the SBB Properties, as further described in Section 8.6 "The SBB Transaction".*

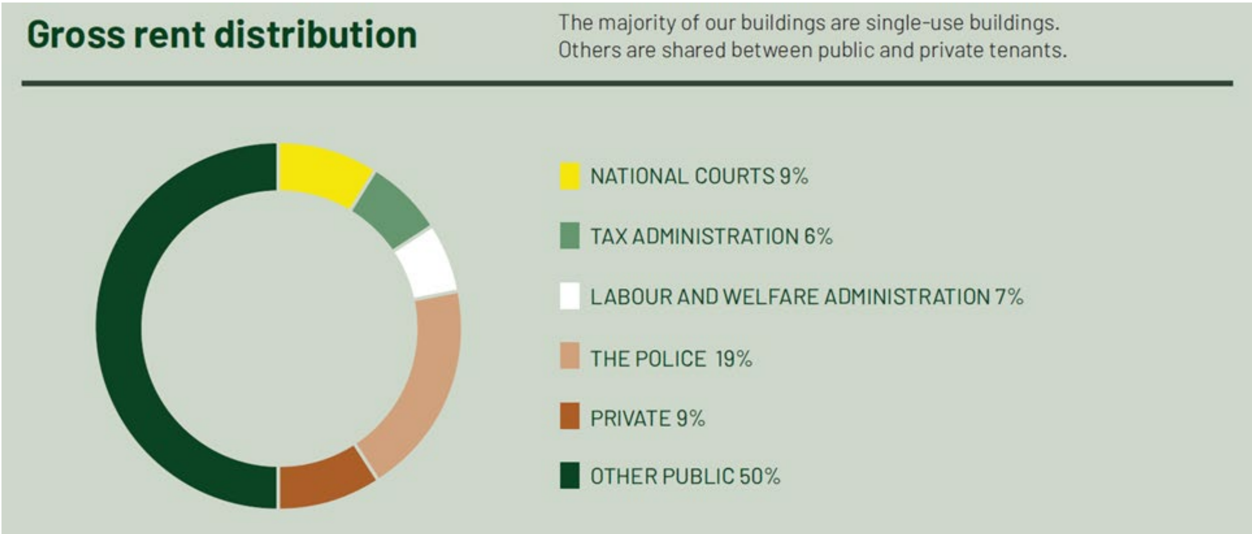
2 *Preliminary estimated project value at end of lease agreement of NOK 18 million. Preliminary estimated net project value of NOK 78 million.*

3 *Preliminary estimated project value at end of lease agreement of NOK 25 million. Preliminary estimated net project value of NOK 87 million.*

8.5.4 Tenants and rental conditions

The Group's business is to own, operate and develop commercial real estate in Norway with public tenants. As of the date of this Prospectus, approximately 90% of the Group's rental income stems from public tenants, while the remaining approximately 10% comes from the private sector. An overview of the gross distribution of the Group's tenants as of the date of this Prospectus is included in illustration 12 below:

Illustration 12: Gross rent distribution



Source: Company information

The public tenants cover a range of important societal functions. This requires the Group as a part of the governmental value chain to meet the requirements and need of their tenants. Through close dialogue with tenants and systematic ESG work, the Group aims to offer tailored and efficient properties.

While facilitating tenants from the private sector is not the Group's main business, private tenants make up approximately 10% of the Group's rental income, which contributes to the buildings' high occupancy rates and is an important financial contribution to the Group.

An overview of the Group's ten largest counterparts as of 31 December 2023 is included in the table below:

Tenant	Number of sqm (total)	Annualized rent 2024 (NOK)	CPI (%)[1]
The Norwegian police...	55,669	113,692,266	91
Courts of Norway	23,219	50,192,368	91
Oslo Metropolitan University[2].................................	27,095	46,205,083	100

Tenant	Number of sqm (total)	Annualized rent 2024 (NOK)	CPI (%)[1]
Norwegian Labour and Welfare Administration....	22,001	43,016,858	89
Kristiansand Municipality..	12,775	37,742,351	100
Norwegian Tax Administration	16,101	36,621,311	92
Norwegian Public Roads Administration	10,397	20,808,774	100
Statistical Research at Statistics Norway................	12,265	20,441,069	81
State Administration..	8,970	18,677,065	90
The Norwegian Directorate for Civil Protection.....	8,465	18,762,017	80
Sum / Weighted average	**196,957**	**406,159,163**	**92**
Remaining tenants...	110,267	185,082,776	97
Sum / Weighted average, total	**307,224**	**591,241,939**	**94**

1 *The percentage of the rent from the respective tenants which are subject to CPI-adjustment. Some contracts are adjusted every second year and some contracts every third year. Hence the adjustment each year will vary somewhat.*

2 *Norwegian Ministry of Education and Research as the formal tenant, with Oslo Metropolitan University as user.*

The Group's contract with Oslo Metropolitan University regarding Kunnskapsveien 55 constituted approximately 9.1% of the Group's revenue in 2023 and is expected to account for approximately 7.8% of the Group's revenue in 2024, and is considered a materiel contract to the Group. The contract was extended on 22 March 2024, and expires on 31 December 2029. The extension entailed that SBB Samfunnsbygg AS was entitled to an additional consideration of approximately NOK 72 million pursuant to the share purchase agreement originally entered into for the sale and purchase of all the shares in Kunnskapsveien 55 AS. SBB Samfunnsbygg AS and the Group have agreed that the additional consideration shall be settled in the form of newly issued Shares, and the issuance of such new Shares was resolved at an extraordinary general meeting of the Company held on 12 April 2024. Please refer to Section 11.9.6 "Off-balance sheet arrangements" for further information.

During the year ended 31 December 2023, the Group signed new or extended lease agreements for approximately 13,854 of the square meters with an average lease term of 10.95 and 3.54 years for new and extended agreements respectively. The illustration below reflects the average lease term, recurring annualized rent and tenant split for extended lease holds and new lease holds respectively in 2023:

Illustration 13: Overview of extended and new lease holds

Source: Company information

An overview of the Group's plan for the properties with a remaining WAULT of less than two years is included in the table below.

Property	Plan
Anton Jenssens gate 7[1]	Demolition and construction of residential buildings within five years.
Anton Jenssens gate 9[1]	Demolition and construction of residential buildings within five years. The Company believes that the existing tenant will extend their contract under 2026 with no capex requirement due to a delay in the construction of their new building.
Anton Jenssens gate 8[1]	Expected to be leased out during 2026 following a limited renovation of surfaces. Limited investments intended to be made.
Anton Jenssens gate 3[1]	Demolition and construction of residential buildings within five years. Very limited investments indented to be made.
Anton Jenssens gate 13[1]	Demolition and construction of residential buildings within five years. No investments intended to be made.
Anton Jenssens gate 11[1]	Demolition and construction of residential buildings within five years.
Olav Trygvasons gate 4	Buf Dir is moving out of their premises, which corresponds to about 2/3 of the building's area. An agreement with a letting broker is about to be formalized. If the area is to be used for cellular offices, there is no need for significant upgrades. If it is to be converted to open office space, it will require investments. There has been dialogue with the Hospital in Vestfold about whether they can consider expanding. The Company estimates that half of the vacant space following the Buf Dri move will be occupied by year end 2025 and the remaining other half by year end 2026.
Haakon VIIs gate 98	The Company expects to be able to deliver on requirements specification received from current tenant, and thereby trigger another 5-year extension option.
Myren 12	The Company expects the current tenants to extend the lease agreement. Discussions are expected to commence in late 2024 / early 2025.
Rambergveien 5	AS ADAMS, taking up 25 % of the space is expected to extend their contract. The remaining spaces are set aside as the tenant in Rambergveien 9, the neighbouring property, is expected to have a need for additional space and therefore extend their area to include this property. The Company is currently awaiting the decision before exploring other opportunities.
Carl Gulbransons gate 4	The Company is currently exploring development opportunities.
Borgergata 10	Re-letting process initiated. Leasing broker engaged.
Otervegen 23	To be vacated. Zoning process initiated, targeting elderly care homes and/or residential.

1 This property is part of the SBB Properties, as further described in Section 8.6 "The SBB Transaction".

The Group is focused on building long and good relationships with its tenants, and the Group's operations team and managers have close dialogue with the tenants throughout the year. Additionally, the Group invites its tenants to meetings and surveys. Tenant meetings are scheduled twice a year, with the purpose of clarifying any changing requirements and needs in the lease, and to further clarify the tenants' expectations of the landlord. The goal is to increase the likelihood that tenants will renegotiate their lease agreements upon contract expiration. Tenant surveys are distributed every fall through Norsk Leietakerindeks, asking all tenants to reply to questions about their satisfaction with their lease, the property, the operation of common areas, and the landlord.

For 2024, the Group's aims to further enhance communication with tenants leading to increased trust and strengthened relationship by amongst other continuing building the Company's brand, share information about what PPI is doing that benefits the tenant, the property, and the environment, actively work on adjusting tenant expectations regarding price, standards, and deliveries, and provide tenants with relevant information about the lease, the property, and daily operations.

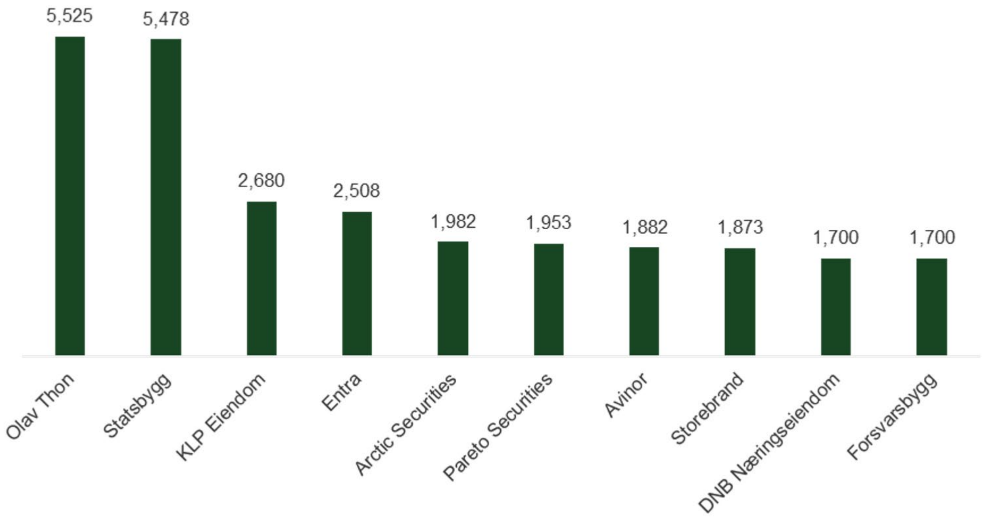
8.5.5 Competitive landscape

The Norwegian commercial real estate market is characterized by a diverse landscape, featuring a considerable number of both smaller and larger property owners and managers. Notable public entities such as Statsbygg and Bane NOR Eiendom, along with private companies like Olav Thon Gruppen, Entra and Reitan Eiendom, command significant market shares nationwide. Similarly, life insurance companies such as KLP Eiendom, Storebrand Eiendom, and DNB Næringseiendom play prominent roles in the market. Norwegian Property and Eiendomsspar are also among the key property owners within the office segment, contributing to the diverse real estate landscape.

Additionally, syndicate players, including Arctic Securities, Pareto Securities, Clarksons Project Finance, and Njord Securities, have established themselves as major real estate players in Norway. These syndicates strategically invest across various segments and geographies, further enriching the dynamics of the Norwegian real estate market.

The following chart lists the largest commercial real estate companies in Norway as of 2021 (latest available) measured by rental income:

Illustration 14: Top 10 commercial real estate companies by rental income (NOKm)



Source:https://www.estatenyheter.no/norges-storste-pluss/her-er-norges-250-storste-eiendomsselskaper/354015

In the context of the Norwegian commercial real estate market, PPI distinguishes itself with a strategic focus on properties leased predominantly to public sector tenants. This specialization in social infrastructure properties, located in Norwegian cities, places PPI in a niche with limited direct competition domestically. While the Norwegian market features a select group of listed competitors, including Entra, OLT, KMC, and Aurora Eiendom, it is Entra that emerges as the most comparable listed company to PPI. Entra shares a focus on public tenants and an office-centric portfolio; however, PPI's offerings are more specialized, with a higher percentage of public sector tenants, highlighting a strategic differentiation. Unlike its Norwegian peers, OLT and Aurora primarily navigate the retail sector, whereas KMC focuses on logistics and industrial. The landscape slightly shifts when observing the Swedish market, which presents a broader number of competitors such as Castellum, SBB, Wihlborgs, and Diös, each with the most comparable property and tenant focus but less emphasis on public tenant exposure and specialized projects compared to PPI.

In Sweden, though, the scenario widens with several listed entities marking significant presences. Despite this, these companies often exhibit a lower public tenant exposure and lack the depth of specialty projects found within PPI's portfolio. Notably, SBB's extensive residential portfolio and its stake in PPI necessitate its exclusion from direct comparisons. Among the specialized property owners focusing on public sector tenancies, entities such as Akademiska Hus, Hemsö, Rikshem, Specialfastigheter, Vacse, Intea, and Stenvalvet stand out. This distinction highlights the possibility that these specialized property owners may move into the Norwegian market, consequently presenting PPI with more direct competitors and offering tenants a broader set of options.

The competitive landscape also reveals a dynamic where similar capital sources are searching for investment opportunities within both equity and debt spheres of the real estate market. This overlap in investment capital underlines the importance of PPI's distinct market positioning and its appeal to a specialized investor base seeking stable, government-backed revenue streams.

PPI’s positioning within the competitive landscape, combined with a strategic focus on public sector tenancies, underscores PPI's unique value proposition in the Norwegian and broader Nordic real estate markets.

8.6 The SBB Transaction

8.6.1 Introduction

The Group Company Offentlig Eiendom AS (as buyer) and SBB Samfunnsbygg AS (as seller) have entered into a share purchase agreement (the "**Share Purchase Agreement**") for the sale and purchase of all the shares in five property-owning companies owning in total 13 properties and a section in Teglhageveien 23-31 (the "**SBB Properties**"), for an estimated purchase price of approximately NOK 1,355 million and an estimated net purchase price of approximately NOK 1,191 million, representing a property value for the SBB Properties of approximately NOK 1,640 million (the "**SBB Transaction**").

The property value of approximately NOK 1,640 million corresponds to the average gross property value of the SBB Properties (including development potential) pursuant to external valuations carried out by Newsec and Cushman & Wakefield as of 31 December 2023. Encompassed by the adjustments described in Section 8.6.2.2 "Purchase price", is a bank loan of NOK 400 million (the "**SBB Indebtedness**"). The SBB Indebtedness is subject to a change of control clause that will be triggered upon completion of the SBB Transaction, and the SBB Indebtedness will become payable by the Company. The repayment of the SBB Indebtedness will be financed with net proceeds from the Offering.

The consideration to SBB Samfunnsbygg AS under the SBB Transaction will consist of 29,855,320 new Shares. To issue the new shares to SBB Samfunnsbygg AS, Offentlig Eiendom AS will at the completion date for the SBB Transaction issue a receivable to SBB Samfunnsbygg AS in the amount of NOK 1,190,898,662. SBB Samfunnsbygg AS will then contribute the creditor position under the receivable to the Company as a contribution in kind against the Company issuing 29,855,320 new Shares to SBB Samfunnsbygg AS. See also Section 8.6.2.3 "Determination of the number of consideration Shares" below.

Upon receipt of the creditor position under the receivable and registration of the share capital increase pertaining to the 29,855,320 new Shares, the Company will further contribute the creditor position under the receivable to the Group Company Public Property Holding AS, which again will contribute the creditor position under the receivable to the Group Company Public Property Sub-Holding 2 AS, before the receivable ultimately being settled by way of set-off in a share capital increase in Offentlig Eiendom AS.

On 12 April 2024, the extraordinary general meeting of the Company resolved the issuance of 29,855,320 new Shares to SBB Samfunnsbygg AS at a subscription price of approximately NOK 39.89 per share. The SBB Transaction and the resolution by the Company's extraordinary general meeting is inter alia conditional upon the board of directors of the Oslo Stock Exchange approving the Company's application for the Listing, and the Board of Directors resolving to complete the Offering following the Bookbuilding Period.

8.6.2 The terms of the Share Purchase Agreement

Below is a summary of the key terms and conditions of the Share Purchase Agreement.

8.6.2.1 The parties and target companies

The Seller is SBB Samfunnsbygg AS and the buyer is Offentlig Eiendom AS.

The five property-owning companies owning in total 13 properties encompassed by the Share Purchase Agreement are Wilbergjordet 1 AS, Jonas Lies gate 20 AS, JKGT2 AS, Farmannsveien 50 AS and Olav Trygvasons gate 4 AS (the "**Target Companies**").

The Company has confirmed with its signature on the Share Purchase Agreement that it will serve as surety guarantor (Nw.: "*selvskyldnerkausjonist*"), irrevocably and unconditionally, for the timely and correct performance of all obligations of Offentlig Eiendom AS under the Share Purchase Agreement.

8.6.2.2 Purchase price

The average gross property value of NOK 1,639,664,702 for the SBB properties was determined by the external valuations carried out by Newsec and Cushman & Wakefield as of 31 December 2023 (including development potential). The bridge from the gross property value to the estimated purchase price of 1,354,637,490 is agreed and determined as follows:

The average gross property value is adjusted for findings made in the financial, legal and technical due diligences, and the consolidated balance sheet for the Target Companies as of 31 December 2023 (prepared in accordance with generally accepted accounting principles) as follows:

a) Profit/loss after tax up to and including 31 December 2023 shall be included;

b) The liabilities of the Target Companies shall include all income/costs, including any premium or discount and any costs incurred upon redemption of any swap agreements as of 31 December 2023;

c) Payable tax and deferred tax benefits shall reflect: (i) the income/costs related to loans; and (ii) the Target Companies' tax depreciation and entries from any G/L account, etc., in the year of the sale, allocated on the basis of period of ownership in the year of the sale, apportioned as a number of days, with 31 December 2023 being assigned to SBB Samfunnsbygg AS;

d) Deferred tax benefits and deferred tax shall not be recorded as one net amount, but as two gross items under assets and liabilities; and

e) Any "goodwill" and shares in subsidiary companies, shall not be included as recoverable receivables (i.e. not be subject to any form of payment from Offentlig Eiendom AS).

Included in the balance sheet adjustments described above are initial net accounts receivables (the net loans/accounts between the Target Companies and SBB Samfunnsbygg AS and its subsidiaries) of NOK 163,738,828 and Offentlig Eiendom AS shall at completion of the SBB Transaction take over the debtor position of such receivables. Thus, an amount equal to the initial net accounts receivables is deducted from the estimated purchase price when calculating the estimated net purchase price of NOK 1,190,898,662.

Following completion of the SBB Transaction, SBB Samfunnsbygg AS shall within 30 days provide Offentlig Eiendom AS with a calculation showing the exact amount of the net accounts receivable (the net loans/accounts between the Target Companies and SBB Samfunnsbygg AS and its subsidiaries). If this exact amount deviates from the initial net accounts receivable there will be conducted a subsequent cash settlement to adjust for the deviation. This could entail that Offentlig Eiendom AS must pay a cash settlement, or that Offentlig Eiendom AS will receive a cash settlement. The difference shall be paid within 14 days following the clarification of the exact amount of the net accounts receivable.

8.6.2.3 Determination of the number of consideration Shares

The estimated net purchase price of NOK 1,190,898,662 will be settled in the form of new Shares as described above. The price per new Share is approximately NOK 39.89 and determined by, and equal to, the net asset value per share in the Company on an EPRA NRV-basis per 31 December 2023 (as included in the 2023 Financial Statements and defined in Section 4.2.2 "Alternative performance measures (APMs)"), adjusted for the Arctic termination fee of 0.6% of the Group's property portfolio value (see Section 8.7 "Business management and termination fee"). The price per new Share of approximately NOK 39.89 translates into 29,855,320 shares (NOK 1,190,898,662 divided by approximately NOK 39.89 per share = 29,855,320 shares).

8.6.2.4 Conditions for completion of the SBB Transaction

Completion of the SBB Transaction are subject to the following material conditions being fulfilled or waived by both parties:

a) the SBB Properties or appurtenances thereto have not been damaged after the signing of the Share Purchase Agreement, with the result that the costs of reconstruction/repair and loss of rent as a result of the damage amounts to over 5% of the property value. In the determination of whether that amount threshold has been reached, regard shall not be had to costs associated with damage for which SBB Samfunnsbygg AS is not liable.

b) That SBB Samfunnsbygg AS' shareholding in the Company at no circumstances exceeds 49.9% as a result of the SBB Transaction and/or the Offering and;

c) That the board of directors of the Oslo Stock Exchange has resolved to approve the Company's application for Listing and admit the Shares to trading on the Oslo Stock Exchange and the Offering has been successfully completed.

8.6.2.5 Warranties and indemnification

The Share Purchase Agreement contains warranties for the benefit of the Group customary for a property transaction like the SBB Transaction. The warranties include certain fundamental warranties i.e. with respect to inter alia that the Target Companies owning and holding the title/ground lease title to the SBB Properties. Further, the Share Purchase Agreement includes warranties related to inter alia the absence of any dispute proceedings, that there is no breach of leases, that there are no written orders etc. from governments authorities related to the SBB properties that have not been complied with, that the Target Companies' financial statements for 2023 have been adopted in compliance with the rules of the Norwegian Accounting Act (*Nw.: regnskapsloven*) and that the Target Companies have filed required, correct and complete information with relevant tax and VAT authorities, and there is not, nor will there arise, any tax or VAT liabilities for the Target Companies in relation to the time period prior to 31 December 2023.

The Share Purchase Agreement further includes an indemnity regulation under which SBB Samfunnsbygg shall indemnity Offentlig Eiendom AS and/or the Target Companies for losses arising from matters related to e.g. non-payment of the receivables for which additions were made in the calculation of the purchase price (as described above in Section 8.6.2.2), all company transactions/reorganizations that the Target Companies, directly or indirectly, previously have been involved in, VAT registration and a dispute between JKGT 2 AS and a matter related to a construction agreement for the construction of Johan Knudtzens gate 2b.

8.6.2.6 Limitation of liability

If SBB Samfunnsbygg AS breaches its obligations under the Share Purchase Agreement, Offentlig Eiendom AS will be entitled to damages suffered as a result of the breach, limited to losses that were reasonably foreseeable as a possible consequence of the breach.

The general deadline to put forward a claim by Offentlig Eiendom AS is 18 months after completion of the SBB Transaction.

SBB Samfunnsbygg AS' aggregate general liability under the warranties in the Share Purchase Agreemen is limited to a maximum of 10% of the property value for each of the SBB Properties/ Target Companies. SBB Samfunnsbygg AS' aggregate liability for breach of the Share Purchase Agreement (including indemnification provisions and certain fundamental warranties) is 20% of the total property value. None of limitations apply if the breach is caused by wilful misconduct or gross negligence by SBB Samfunnsbygg AS.

8.6.3 The SBB Properties

An overview of the SBB Properties are included in the table below.

Approximately NOK 82 million in capital expenditures, relating to alternations for tenants and climate measures for Anton Jenssens gate 5 such as technical installations and installations of solar cell panels, has been committed to for 2024 for the SBB Properties.

Property	Location	Property type	Construction year	GLA (sqm)	GRI (NOKm)	WAULT[1] (years)	Occupancy rate	Main tenant
Wilbergjordet 1	Fredrikstad	Specialised Public Property	2000/2004	6,363	9.4	3.9	96 %	Fredrikstad municipality
Jonas Lies gate 20	Lillestrøm	Specialised Public Property	1990/2009	12,660	30.1	5.0	100 %	Police
Johan Knudtzens gate 2b	Kirkenes	Specialised Public Property	2021	1,643	5.2	12.3	100 %	Police
Anton Jenssens gate 1	Tønsberg	Specialised Public Property	1981/1999	3,570	7.0	7.7	97 %	NAV
Anton Jenssens gate 3	Tønsberg	Specialised Public Property	1970/1994	2,499	0.4	0.2	46 %	Statens vegvesen

Property	Location	Property type	Construction year	GLA (sqm)	GRI (NOKm)	WAULT[1] (years)	Occupancy rate	Main tenant
Anton Jenssens gate 4	Tønsberg	Specialised Public Property	1975/2007	5,165	12.2	8.0	100 %	Helfo
Anton Jenssens gate 5	Tønsberg	Specialised Public Property	1970/1994	5,251	5.4	7.7	90%	Bufdir
Anton Jenssens gate 7	Tønsberg	Specialised Public Property	1973/1986	2,702	2.4	1,8	74 %	NVE
Anton Jenssens gate 8	Tønsberg	Specialised Public Property	1970/2003	5,487	9.1	1.7	100 %	Skatteetaten
Anton Jenssens gate 9	Tønsberg	Specialised Public Property	N/A	2,191	3.1	2.0	100 %	Norges domstoler
Anton Jenssens gate 11	Tønsberg	Specialised Public Property	1970/1993	4,438	-	-	0 %	
Anton Jenssens gate 13	Tønsberg	Private Office	1927/2019	513	1.2	0.4	100 %	SBB
Olav Trygvasons gate 4	Tønsberg	Specialised Public Property	N/A	8,381	13.3	1.7	94 %	Sykehuset i vestfold
SUM				**60,862**	**98.7**	**5.0**	**87.0%**	

1 Calculated as of 31 December 2023.

2 The SBB Transaction also encompass a section in Teglhageveien 23-31 in the municipality of Tønsberg.

8.6.4 Effects of the SBB Transaction and the other transactions carried out in connection with the Listing

The Group will through the SBB Transaction add 13 properties and a section in Teglhageveien 23-31 (i.e. the SBB Properties) to its property portfolio. In connection with the Listing, the Group will also enter into the Management Agreements (as defined and further explained in Section 8.8 "Management of external properties"), complete the IPO refinancing (see Section 11.9.4 "IPO refinancing"), and have transferred the employees of SBB Samfunnsbygg AS (see Section 12.7.2 "Employees transferred from SBB Samfunnsbygg AS"). To illustrate the effects on the Company's balance sheet, and the normalized run rate figures in the medium to long term following the said transactions and the Listing, the below overview has been prepared. The normalized run rate figures are, for other than Run rate Rental income (which is described in footnote 2 in the overview below), solely Management targets' in the medium to long term, and not for any particular financial year. The Run rate Rental Income for PPI are contracted rental agreements as of 31 December 2023 measured in annual rent (see footnote 2 in the overview below).

The SBB Properties will, based on contracted rental agreements as of 31 December 2023, measured in annual rent, add approximately NOK 99 million in Run rate Rental income to the Group, providing a combined normalized Run rate Rental income of NOK 690 million. With property expenses targeted to be 10% of Run rate Rental income in the medium to long term, this yields an NOI Yield of 6.2%. Including expected property management income based on the Management Agreements of NOK 18 million (See Section 8.8 "Management of external properties"), the cost of the new organisation (i.e. the employees of SBB Samfunnsbygg AS) and being a public company, the EBITDA yield (EBITDA in percentage of investment properties) is 5.8% in the medium to long term.

	PPI *(NOK million)*	SBB Properties *(NOK million)*	Reorganization *(NOK million)*	Combined *(NOK million)*	Margin
Run Rate – Key target figures[1]					
Normalized Run rate Rental income[2]	591	99	0	690	100%
Normalized OpEx[3]	(59)	(10)	0	(69)	(10%)
Normalized Run rate Net Operating Income .	532	89	0	621	90%
Normalized other income[4]	0	0	18	18	3%
Normalized admin expenses	(24)	(4)	(37)	(65)	(9%)

	PPI (NOK million)	SBB Properties (NOK million)	Reorganization (NOK million)	Combined (NOK million)	Margin
Normalized Run rate EBITDA	508	85	(19)	574	83%
Balance sheet as of 31.12.2023					
Investment properties	8,336	1,640	0	9,976[5]	-
Interest-bearing debt	5,529	400[6]	0	5,929	-
Cash & cash equivalents	123	0	0	123	
Net interest-bearing debt	5,407	400	0	5,807	-
Deleveraging at IPO	-	-	-	~1,300[7]	-
Net interest-bearing debt following IPO	-	-	-	~4,507[8]	-

1 *All figures are unaudited and, other than Run rate Rental Income, illustrates key targeted run rate figures for the Group following, and subject to, completion of the SBB Transaction, entering into of the Management Agreements, completion of the IPO refinancing described in Section 11.9.4* "IPO refinancing"*, and completion of the transfer of the employees of SBB Samfunnsbygg AS as described in Section 8.8* "Management of external properties"*.*

2 *Based on contracted rental agreements for both PPI and the SBB Properties as of 31 December 2023 measured in annual rent, which is an input to the valuation of the investment properties. Please refer to note 09 in the 2023 Financial Statements for details regarding the valuations of the investment properties for PPI.*

3 *Normalized operational expenditures is targeted to be 10 % of Run rate Rental income in the medium to long term.*

4 *Management of properties on behalf of Nordiqus and SBB Samfunnsbygg AS (see Section 8.8* "Management of external properties"*).*

5 *The total value of the investment properties on a combined basis as of 31 December 2023, based on valuation reports from Newsec and Cushman & Wakefield.*

6 *The SBB Indebtedness.*

7 *Assuming net proceeds from the Offering of NOK 1,300 million. Repayment NOK 1,064 million by way of repayment of the SBB Indebtedness and repayment under the Revised Financing Terms as described in Section 11.9.4 "IPO refinancing". The net deleveraging is NOK 1,020 million adjusted for the revised terms of the Term Loan.*

8 *Net interest-bearing debt adjusted for NOK 1,300 million in net proceeds from the Offering.*

Please refer to Section 9 "Capitalisation and indebtedness" for additional information of the Group's unaudited capitalization and net financial indebtedness as adjusted as of the date of the Prospectus in addition to Section 11.9.5 "Debt repayment and borrowing requirements" for the Group's maturity profile of its main interest-bearing debt as of the date of the Prospectus.

8.7 Business management and termination fee

The Group is as of the date of this Prospectus party to (i) a business management agreement (*Nw.: forretningsføreravtale*) with AREM as business manager and Arctic as organiser for the purpose of assisting the Company with commercial and financial management related to the Group, including the properties and individual companies that are part of the Group, and (ii) an asset management agreement (*Nw.: forvaltningsavtale*) with AREM for the operation and management of the Group's property portfolio.

Subject to the Listing taking place, the above-mentioned business management agreement will be terminated with respect to Arctic, and such termination will entitle Arctic to a termination fee equal to 0.6% of the value of the Group's property portfolio measured as of 31 December 2023 (which was NOK 8,336 million). The parts of the agreement regulating service deliveries from AREM will be continued until 30 June 2025 pursuant to a revised continuation agreement (*Nw: videreføringsavtale*), as AREM will assist the Group with certain financial management, accounting and reporting operations in a period following the Listing. The revised continuation agreement entails that the provisions regarding termination in the original agreement will be continued, which implies a termination fee payable to AREM equivalent to minimum 12 months' remuneration in the event of disposal of the Group's properties or Group Companies (as further defined in the business management agreement). The customary asset management fee AREM receives under the business management agreement will also be increased to reflect that AREM will assist the Company with management of the SBB Properties following the completion of the SBB Transaction.

The above-mentioned asset management agreement is scheduled to be terminated during Q2 2024 and the Company must pay a termination fee of approximately NOK 5 million upon such termination.

8.8 Management of external properties

The Company has entered into two agreements, pursuant to which the Group shall carry out management of properties not owned by the Group (the "**Management Agreements**").

The first Management Agreement is entered into with SBB Samfunnsbygg AS regarding Norwegian properties owned by SBB Samfunnsbygg AS and the other Management Agreement is entered into with SBB Samfunnsbygg AS regarding Norwegian properties owned by Nordiqus Holding 2 AB (i.e. the Group shall act as a subcontractor to SBB Samfunnsbygg AS).

The Management Agreement regarding the Norwegian properties owned by SBB Samfunnsbygg AS has an initial fixed term of two years, and shall continue on a rolling basis with the possibility for both the Company and SBB Samfunnsbygg to terminate the agreement with 12-month notice. The agreement regarding the Norwegian properties owned by Nordiqus Holding 2 AB has an initial fixed term until January 2028. The agreement may be terminated by SBB Samfunnsbygg AS if the underlying agreement between SBB Samfunnsbygg AS and Nordiqus Holding 2 AB is terminated for the relevant Norwegian properties encompassed by the agreement with the Company. Further, both Management Agreements may be terminated with a one-month notice in the case of a sale of the relevant properties and property holding companies.

Under the Management Agreements, the Company shall ensure that the relevant properties and property holding companies are managed and operated professionally and comprehensively in accordance with good market practice. This includes, but is not limited to, aligning the daily management to the relevant board's guidelines, organize board meetings and general meetings, maintaining all necessary documents and complying with relevant legal requirements, acting as the primary contact for authorities, overseeing financing operations, managing of bank accounts, facilitate and negotiate of lease contracts and assessment and initiation of development opportunities.

The Company's liability under the Management Agreements is limited to one year's fee, unless in the case of intent or gross negligence.

8.9 Sustainability

Due to its size and provider of buildings for public tenants, the Group bears a social responsibility, and in its view has a responsibility for spearheading the transformation of the industry in which it operates. This means refurbishing the buildings it owns instead of building new ones, and ensuring that its tenants achieve their goals and that PPI has environmentally aware and sustainable minded tenants. The Group has three focus areas within sustainability; climate and environment, social sustainability, and financial sustainability.

Within the area of climate and environment, the Group has set a goal of all of its buildings being environmentally certified according to the Group's sustainability strategy. As energy-saving is also an important topic for the Group's tenants, energy-saving measures are also carried out in collaboration with tenants, i.e. that the cost for the measures is shared, or that the Group covers the cost against a renewal of the contract.

Due to a growing demand for more energy effective properties, the real estate sector has created its own roadmap: "The Real Estate Sector's Roadmap towards 2050" issued by Norsk Eiendom and Grønn Byggallianse. This roadmap provides recommendations to owners and managers of commercial buildings, including 10 proposed immediate actions, with environmental certification of their operations topping the list. Another key immediate action is the implementation of environmental management. The Company has now taken this step, and on December 15, 2023, the Company achieved the Miljøfyrtårn (Environmental Lighthouse) certification based on the following certification criteria: Common criteria for private and public entities, along with the environmental criteria of Miljøfyrtårn. The Company aims to contribute to a more sustainable society and takes responsibility for its environmental impact. The Company is committed to continuously working towards sustainable operations for all 48 of its properties (and properties acquired in the future), addressing CO2 emissions, climate risk, biodiversity, and social considerations.

Being Miljøfyrtårn certified means that the Company has established an environmental management system that governs the climate and environmental efforts of the entire property portfolio, facilitating continuous improvement. The certification also includes specific requirements related to occupational health and safety, waste/recycling, energy, procurement, and transportation. Each year, the Company reports figures for activities resulting in a carbon footprint for the entire property portfolio, along with results and statistics. This information provides a clear overview of progress and areas for improvement, and it is made publicly available. The deadline for reporting this year is April 2024, and at the same time, the Company will set goals for the next reporting period.

Miljøfyrtårn believes that having a well-functioning environmental management system is a significant contributor to giving property players a green competitive advantage over other non-certified lessors. By offering specific criteria for the real estate industry, Miljøfyrtårn provides companies more focused and relevant criteria and tools, facilitating effective environmental management in the transition towards a greener property portfolio.

Several of the certification criteria that the Company adheres to are closely tied to the management criteria in the new common criteria of Miljøfyrtårn, thus following the established management loop for continuous improvement of the entire property portfolio.

The criteria include:

(i) Policy for the development, management, and leasing of all properties;

(ii) Mapping of the environmental aspects of the properties;

(iii) Goals and measures for improvement in climate, environment, and occupational health and safety in the development, management, and leasing of all properties;

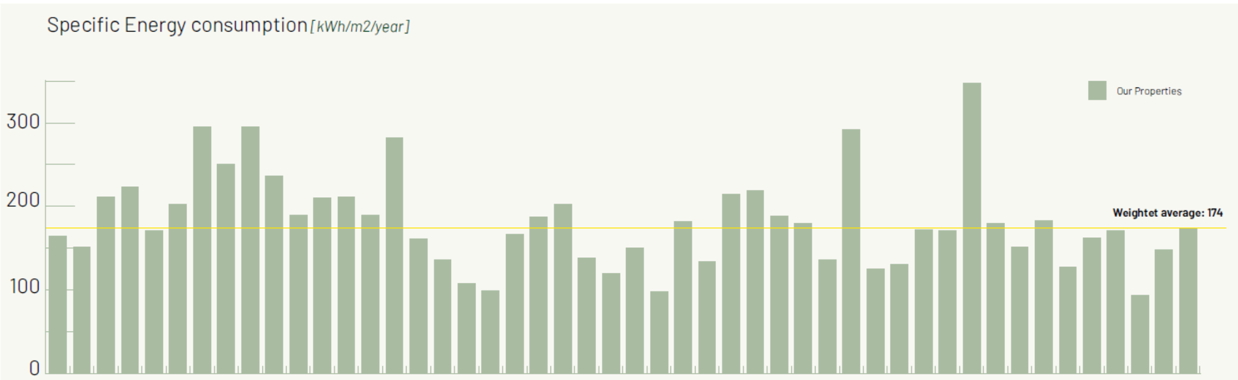
(iv) Involvement of tenants to implement improvements and reduce emissions; and

(v) Requirements for key suppliers when procuring goods and services.

In addition to gaining a competitive edge in the rental market, the work on environmental management through Miljøfyrtårn certification provides a carbon footprint across all properties, allowing the Company to set goals and measures to reduce its greenhouse gas emissions.

The Group aims to map energy consumption, water consumption and waste-sorting in all its buildings annually and continuously evaluating its progress in reducing such consumptions for each building. The Group uses an energy management system which automatically gathers data from electric, district heating and cooling meters to monitor these factors to establish the current status and progress. The results are used to prepare an environment strategy for each individual building, and enables effectively management and usage, and promptly identification of any operational errors related to the asset's technical equipment. External consultants are hired to establish which measures will produce the most sustainable solutions, as well as the best results in the short term. An overview of the Group's properties' energy consumption is reflected in the illustration below.

Illustration 15: Specific energy consumption



Source: Company information

Within the area of social sustainability, the Group focuses diligently on ensuring good working conditions for its own as well as its partners' employees. The Group aims for its buildings to be located at places satisfactory to its tenants, and ensuring that the buildings are designed to be attractive and accessible to everyone regardless of their needs, and provide high-quality and health solutions in addition to high usability. The Group facilitates user involvement and participation during the tenancy, and aims to find optimal solutions in close collaboration with each tenant.

The current energy classification of the Group's properties is included in the table below. As mentioned in Section 8.3.3 "A sustainability frontrunner", the Company has currently planned for energy-saving measures related to replacement of ventilation systems, installation of building management systems, installation of variable air volume systems and upgrading to LED lightning as measurer to improve the properties energy classification. Further specific measures and prioritized properties will be reviewed and discussed as part of the more comprehensive sustainability strategy referred to in Section 8.3.3 "A sustainability frontrunner".

Property[1]	Location	Energy classification	Property[1]	Location	Energy classification
Kunnskapsveien 55........	Kjeller	D	Myren 12..........................	Skien	D
Anton Jenssens gate 2...	Tønsberg	B, C, B	Mellomvika 5....................	Mo I Rana	D
Gyldenløves gate 23.......	Kristiansand	B	Storgata 129.....................	Lillehammer	D
Jonas Lies gate 20..........	Lillestrøm	N/A	Kammerherreløkka 2......	Porsgrunn	C
Gjerpensgate 10-20........	Skien	E,D,C,F	Lervigsveien 32/ Tinngata 8.........................	Stavanger	D, F
Bernt Ankers gate 17.....	Moss	A	Blødekjær 1......................	Arendal	E
Rambergveien 9.............	Tønsberg	C	Gunnar Nilsens gate 25..	Fredrikstad	D
Otervegen 23..................	Kongsvinger	D	Anton Jenssens gate 1	Tønsberg	N/A
Søebergkvartalet	Sandefjord	F	Strandgata 26..................	Gjøvik	C
Nordstrandveien 41.......	Bodø	C, D, F	Brochs Gate 3..................	Fredrikstad	E
Myren 7...........................	Skien	C	Midtre gate 9...................	Mo I Rana	E
Vogts gate 17..................	Moss	E	Sandgata 13.....................	Namsos	C
Rosenkrantzgata 17.......	Drammen	B, C	Norderhovsgata 23.........	Hønefoss	C
Holthes vei 1 & 4............	Arendal	D	Fjørevegen 20..................	Sogndal	D
Olav Trygvasons gate 4	Tønsberg	N/A	Olav Vs gate 4..................	Halden	F
Grønnegata 122.............	Tromsø	D	Askveien 4........................	Hønefoss	D
Njøsavegen 2..................	Leikanger	C	Anton Jenssens gate 5	Tønsberg	N/A
Kongens gate 14-18.......	Narvik	E	Johan Knudtzens gate 2b	Kirkenes	N/A
Prins Christian Augusts plass 3-7..........................	Moss	D, G	Nytorget 1........................	Mo I Rana	C
Anton Jenssens gate 4	Tønsberg	N/A	Jærveien 12......................	Sandnes	D
Kvartal 48........................	Hamar	B	Rådhusgata 5..................	Porsgrunn	E
Sigvat Skalds gate 5........	Sarpsborg	F	Anton Jenssens gate 9....	Tønsberg	N/A
Strandavegen 13............	Florø	B	Jul Pettersens gate 2.......	Lillehammer	E
Ibsensgate 1-3................	Gjøvik	E	Anton Jenssens gate 7....	Tønsberg	N/A
Christian August Thorings Veg 12.............	Stavanger	D	Anton Jenssens gate 13..	Tønsberg	N/A
Sognefjordvegen 56.......	Leikanger	C	Anton Jenssens gate 3...	Tønsberg	N/A
Wilbergjordet	Fredrikstad	N/A	Rambergveien 5..............	Tønsberg	D
Haakon VIIs gate 98.......	Bodø	C, D	Carl Gulbransons gate 4	Namsos	D
Stangevegen 109...........	Hamar	C	Borgergata 10..................	Halden	G
Anton Jenssens gate 8...	Tønsberg	N/A	Anton Jenssens gate 11	Tønsberg	N/A
Bryggeriveien 2-4...........	Fredrikstad	D,G			

1 Including the SBB Properties.

The table below presents the distribution of the energy classifications.

Energy classification[1]	Count	Share of gross asset value[2]
A..	1	4 %

Energy classification[1]	Count	Share of gross asset value[2]
B..	4	15 %
C..	11	17 %
D	15	22 %
E..	8	10 %
F..	6	13 %
G	3	3 %
Not rated...	13	16 %

1 *For properties with several body masses and more than one rating, the lowest energy classification is included.*

2 *Including the SBB Properties.*

8.10 Research and development (R&D)

The Group does not have any activities within the segment of research and development.

8.11 Property, plant and equipment

The Group does not have any material property, plant and equipment other than the Group's properties as described in Section 8.5.2 "Current property portfolio of the Group".

8.12 Regulatory overview

The Group is subject to various legislation, including data protection legislation. Set out below is a description of the regulatory environment that the Group operates in and that may materially affect its business.

8.12.1 Data protection and privacy regulations

The Group processes personal information related to amongst other its employees. Furthermore, the Group receives, transfers and stores data from its tenants which may contain personal data in unstructured form, including sensitive personal data. Data subjects are typically representatives for the tenants.

This makes the Group exposed to data protection and data privacy laws and regulations, which all impose stringent data protection requirements and provide high possible penalties for non-compliance, in particular relating to storing, sharing, transfer, use, disclosure and protection of personal information. The main regulations are the General Data Protection Regulation (EU) 2016/679 (GDPR) and the Norwegian Data Protection Act of 15 June 2018 no. 38.

Any failure to comply with data protection and data privacy policies, privacy-related obligations, or any compromise of security that results in unauthorised disclosure or release, transfer or use of personally identifiable information or other data, may result in governmental enforcement, fines, litigation or public statements against the Group. Any such failure could cause the Group's tenants to lose trust in the Group. If third parties violate applicable laws or the Group's policies, such violations may also put tenants at risk and could in turn have an adverse effect on the Group's business.

Any significant change to applicable laws, regulations or industry practices regarding the collection, use, retention, security or disclosure of tenants' personal data, or regarding the manner in which the express or implied consent of tenants for the collection, use, retention or disclosure of such personal data is obtained, could increase the Group's costs and may limit its ability to store and process tenant data which could affect the Group's business operations.

8.12.2 New EU regulation

A revised Energy Performance of Buildings Directive (the "**EPBD**") with stricter energy performance and energy efficiency requirements is expected to be finalized and adopted in the EU in the near future. If the revised EPBD is adopted and implemented in Norway, it may have an impact on the Group's property portfolio and may mean that energy efficiency measures will have to be taken in respect of part of the Group's property portfolio.

If the revised EPBD is implemented as currently proposed, each member state, including Norway (through the EEA-agreement), must establish minimum energy performance standards to ensure that non-residential buildings do not exceed a specified maximum energy performance threshold. The two thresholds shall be set so that 16% and 26% of the national non-residential buildings is above the maximum thresholds. The maximum energy performance thresholds may be differentiated between different building types and categories. Compliance shall be checked on the basis of energy performance certificates, or other means where appropriate. The minimum energy performance standards shall then ensure that all non-residential buildings are below the 16 % threshold as of 2030 and below the 26 % threshold as of 2033.

Further, under the revised EPBD as currently proposed, each state shall ensure the employment of solar energy on all existing non-residential buildings with useful floor area larger than 500 sqm within 31 December 2027 that undergoes a major renovation or an action that requires an administrative permit for building renovations, works on the roof or the installation of a technical building system (where solar energy technically, economically and functionally feasible).

As the directive is not implemented in Norway and the thresholds have not been defined, it is not possible to conclude on which implications the directive may cause for the Group.

8.13 Insurance

The Group has various insurance policies in place for its operations, including insurance coverage for its buildings, equipment and movables, all subject to certain limitations, deductibles and caps.

The Management considers the Group to be adequately covered with regard to the nature of the business activities of the Group and the related risks in the context of available insurance offerings and premiums. The Management regularly reviews the adequacy of the insurance coverage. However, no assurance can be given that the Group will not incur any damages that are not covered by its insurance policies or that exceed the coverage limits of such insurance policies.

8.14 Legal proceedings

From time to time, the Group is involved in litigation, disputes and other legal proceedings arising in the normal course of its business. Neither the Company nor any other Group Company, is, nor has been, during the course of the preceding 12 months involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Company’s and/or the Group’s financial position or profitability, and the Company is not aware of any such proceedings which are pending or threatened.

8.15 Material contracts outside the ordinary course of business

As of the date of this Prospectus, the Group is not a party to any material contracts outside the ordinary course of business.

Below is an overview of the main categories of contracts entered into by the Group in the ordinary course of business:

- <u>Tenants agreements:</u> The Group is dependent on its tenants agreements. All of the Group's tenants arrangements are governed by contracts entered into by a Group Company as the lessor and the tenant as the lessee. The agreements with the tenants sets out terms such as rent, lease term, CPI adjustment of the rent, split of common costs, as well as other rights and obligations of the parties.

- <u>Insurance agreements:</u> The Group is dependent on insurance agreements for safeguarding of its property portfolio. These are contracts entered into by the Group as the insured party and the insurance company as the insurer. The insurance agreements cover a range of potential risks, e.g. property damage due to incidents such as fire, flood, or other natural disasters, and liability claims arising from injuries or damages occurring on the property. The terms of these agreements detail the specific risks covered, coverage limits, deductibles, premium amounts, and the specific conditions under which a claim can be made.

- <u>Operating agreements:</u> The Group is party to numerous operating agreements (*Nw: driftsavtale*) regarding caretaker services for the various properties.

- Share purchase agreements: The Group is dependent on share purchase agreements regarding the purchase of shares in entities, including single-purpose SPV's holding one property. The share purchase agreements outline the total purchase price and the payment method. They also detail the representations and warranties of the seller and the buyer.

- Financing agreements: The Group is party to several financing agreements, including bond agreements entered into with NT (as defined below) on behalf of the bondholders and a term loan facility agreement entered into with Nordea Bank Abp, filial i Norge. Please see a further description of the financing agreements in Section 11.9 "Borrowings and other contractual obligations".

8.16 Dependency on contracts, licenses, patents, etc.

It is the Company's opinion that the Group's existing business and profitability are not dependent upon any contracts. It is further the opinion of the Company that the Group's existing business and profitability is not dependent on any patents, licenses or other intellectual property.

9 CAPITALISATION AND INDEBTEDNESS

9.1 Introduction

The information presented below has been extracted from the Financial Statements and should be read in connection with the information included elsewhere in this Prospectus, in particular Section 10 "Selected financial and other information" and Section 11 "Operating and financial review", as well as the 2023 Financial Statements, included in Appendix B of this Prospectus.

This Section provides information of the Group's unaudited capitalization and net financial indebtedness on an actual basis as at 31 December 2023 and, in the "As adjusted as of the date of the Prospectus" columns, the Group's unaudited capitalization and net financial indebtedness as of the date of the Prospectus adjusted for the following transactions that happens between 31 December 2023 and the date of the Prospectus and that are not subject to the Offering and the Listing, and on an adjusted basis, as adjusted to show the estimated effect of the following transactions subject to the Offering and the Listing.

Adjustment for significant transactions between 31 December 2023 and the date of the Prospectus, not subject to the Offering and Listing:

- The share split to facilitate for a suitable capital structure for the Offering and Listing. The Shares were resolved split by the Company's general meeting on 16 February 2024 in the ratio 1:20, such as the 3,596,583 Shares, each with a nominal value of NOK 1 (outstanding prior to the share split), became 71,931,660 Shares, each with a nominal value of NOK 0.05 (following the share split) The event did not have any monetary effect.

- Accrual of interest on the existing Bonds and Term Loan between 31 December 2023 and the date of the Prospectus.

Adjustment for the following estimated transactions, subject to the Offering and the Listing:

- Subject to the completion of the Listing and Offering, the Company will raise NOK 1,522,500,000 (which is the lowest point in the indicative offer range of NOK 1,522,500,000 to NOK 1,776,250,000) in gross proceeds through the issuance of new Shares, assuming the issuance of 105,000,000 new Shares at an Offer Price of NOK 14.5 per new Share which is based on the lowest point of the Indicative Price Range of NOK 14.5 to NOK 21 (i.e. the maximum number of new Shares for NOK 1,522,500,000 in gross proceeds) and receive net proceeds in the amount of NOK 1,422,500,000 million after deduction of related issuance costs estimated to be NOK 100 million;

- Subject to the board of directors of the Oslo Stock Exchange resolving to approve the Company's application for Listing and admit the Shares to trading on the Oslo Stock Exchange and the Offering being successfully completed, the Company will issue 29,855,320 new Shares at a subscription price of approximately NOK 39.89 per new Share, each with a nominal value of NOK 0.05 in connection with the SBB Transaction as described in Section 8.6 "The SBB Transaction", resulting in an increase in share capital of approximately NOK 1 million and an increase in share premium of approximately NOK 1,163 million, net of transaction costs of NOK 27 million.

- Subject to the board of directors of the Oslo Stock Exchange resolving to approve the Company's application for Listing and admit the Shares to trading on the Oslo Stock Exchange and the Offering being successfully completed, the Company will issue 1,804,189 new Shares at a subscription price of approximately NOK 39.89 per new Share, each with a nominal value of NOK 0.05 resulting in an increase in share premium of approximately NOK 72 million, as settlement for the increased purchase price of Kunnskapsveien 55 AS following the extension of the lease with the Norwegian Ministry of Education and Research (Oslo Met as user) as described in Section 11.9.6 “Off-balance sheet arrangements”.

- Subject to the completion of the SBB Transaction, the Company will repay debt of NOK 400 million in connection with the SBB Transaction, as described in Section 8.6 "The SBB Transaction".

- Subject to the completion of the Listing and Offering, the terms for the Term Loan will be amended as further described in Section 11.9.4 "IPO refinancing". In accordance with the revised financing terms, the lenders commit to make a total amount of up to NOK 3,300 million available to the Company.

- Subject to the completion of the Listing and Offering, the terms for Bond Loan 1 and Bond Loan 2 will be amended as further described in Section 11.9.4 "IPO refinancing".
- Subject to the completion of the Listing and Offering, the Company will incur and settle in cash NOK 50 million in termination fee to terminate the existing business management agreement with Arctic, as described in Section 8.7 "Business management and termination fee".
- Subject to the completion of the Listing and Offering, the Company will pay approximately NOK 1 million to the Company's current CEO (Morten Kjeldby) to settle the existing bonus agreement as described in Section 13.8 "Other financial instruments".

As a result of the transactions above, and based on an Offer Price per New Share of NOK 14.5 (which is based on the lowest point of the Indicative Price Range of NOK 14.5 to NOK 21), the Company's share capital will be approximately NOK 10 million consisting of 208,591,169 Shares, each with a nominal value of NOK 0.05.

Other than stated above, there has been no material changes to the Group's capitalisation and net financial indebtedness since 31 December 2023 and up until the date of this Prospectus.

9.2 Capitalisation

The following table sets forth information about the Group's unaudited consolidated capitalisation as per 31 December 2023 and as adjusted for the transactions as described in Section 9.1 "Introduction".

(In NOK million)	**As of 31 December 2023[(a)]**	**Adjustments not subject to the Offering and the Listing[(b)]**	**Adjustments subject to the Offering and the Listing[(c)]**	**As adjusted**
Total current debt (including current portion of non-current debt):...........	**2,196**	**73**	**(1,491)**	**778**
• Guaranteed............	-	-	-	-
• Secured	2,152[1]	73[7]	(1,491)[9]	734
• Unguaranteed/Unsecured............	44[2]	-	-	44
Total non-current debt (excluding current portion of non- current debt):	**3,476**	**-**	**1,500**	**4,976**
• Guaranteed............	-	-	-	-
• Secured	3,353[3]	-	1,486[10]	4,839
• Unguaranteed/Unsecured............	123[4]	-	14[11]	137
Shareholders' equity............	**2,850**	**(73)**	**2,590**	**5,367**
• Share capital............	4[5]	-	7[12]	10
• Legal reserve(s)............	-	-	-	-
• Other reserves	2,846[6]	(73)[8]	2,584[13]	5,356
Total capitalisation	**8,522**	**-**	**2,600**	**11,121**

(a) The data set forth in this column is extracted from the 2023 Financial Statements.

1 Secured current debt of NOK 2,152 million consists of the financial statement line item current interest-bearing liabilities. The interest-bearing liabilities are secured in shares of the Company's subsidiaries, cash and cash equivalents, factoring security and intercompany balances.

2 Unguaranteed/unsecured current debt of NOK 44 million consists of the financial statement line items trade payables of NOK 17 million and other current liabilities of NOK 27 million.

3 Secured non-current debt of NOK 3,353 million consists of the financial statement line item non-current interest-bearing liabilities. The interest-bearing liabilities are secured in shares of the Company's subsidiaries, cash and cash equivalents, factoring security and intercompany balances.

4 Unguaranteed/unsecured non-current debt of NOK 123 million consists of the financial statement line items deferred tax liabilities of NOK 66 million, interest rate derivatives of NOK 34 million and other non-current liabilities of NOK 23 million.

5 Share capital of NOK 4 million consists of the financial statements line item share capital.

6 Other reserves of NOK 2,846 million consists of the financial statements line items share premium of NOK 3,591 million and retained earnings of NOK (745) million.

(b) Adjustments not subject to the Offering and the Listing:

7 The secured current debt increase of NOK 73 million was due to accrual of interest on the Bonds of NOK 20 million and accrual of interest on the Term Loan of NOK 54 million.

8 The other reserves decrease of NOK 73 million was due to accrual of interest on the Bonds of NOK 20 million and accrual of interest on the Term Loan of NOK 54 million.

(c) Adjustments subject to the Offering and the Listing:

9 The secured current debt decrease of NOK 1,491 million is reclassification of NOK 1,393 million from current to non-current subject to the Revised Financing Terms for Bond Loan 1 and Bond Loan 2, and reclassification of NOK 98 million from current to non-current subject to the Revised Financing Terms for the Term Loan.

10 The secured non-current debt increase of NOK 1,486 million comprise of reclassification of NOK 1,373 million from current to non-current subject to the Revised Financing Terms for Bond Loan 1 and Bond Loan 2 net of estimated refinancing costs of NOK 19 million and net effects of NOK 112 million subject to the Revised Financing Terms for the Term Loan.

11 The unguaranteed/unsecured debt increase of NOK 14 million is due to trade payables and other current liabilities assumed in connection with the SBB Transaction of NOK 16 million, partially offset by the reversal of share-based compensation liability to the CEO of approximately NOK 2 million becoming payable subject to the Listing.

12 The share capital increase of approximately NOK 7 million is subject to the issuance of 105,000,000 new shares at a nominal value of NOK 0.05 per share in connection with the Offering, the issuance of 1,804,190 new shares at a nominal value of NOK 0.05 per share in connection with the extension of the Kunnskapsveien 55 lease agreement and the following settlement of the additional purchase price as per the share purchase agreement with SBB, and the issuance of 29,855,320 new shares at a nominal value of NOK 0.05 per share in connection with the SBB Transaction.

13 The other reserves increase of NOK 2,584 million comprise of i) gross proceeds subject to the issuance of 105,000,000 new shares at an offer price of NOK 14.5 per share which is the lowest point in the Indicative Price Range, net of the increase in share capital of approximately NOK 5 million and estimated transaction costs of NOK 100 million in connection with the Offering; (ii) in-kind contribution of NOK 72 million in connection with the extension of the Kunnskapsveien 55 lease agreement and the following settlement of the additional purchase price as per the share purchase agreement with SBB; and iii) in-kind contribution of NOK 1,163 million, net of the increase in share capital of NOK 1 million and transaction costs estimated to be NOK 27 million subject to the SBB Transaction; partially offset by iv) reversal of amortised costs of NOK 19 million subject to the Revised Financing Terms for the Term Loan; and v) fees to Arctic of NOK 50 million subject to the termination of the business management agreement.

9.3 Net financial indebtedness

The following table sets forth information about the Group's unaudited net financial indebtedness as per 31 December 2023 and as adjusted for the transactions as described in Section 9.1 "Introduction".

(In NOK million)		As of 31 December 2023[(a)]	Adjustments not subject to the Offering and the Listing[(b)]	Adjustments subject to the Offering and the Listing[(c)]	As adjusted
A	Cash	123[1]	-	929[7]	1,052
B	Cash equivalents	-	-	-	-
C	Other current financial assets	-	-	-	-
D	**Liquidity (A) + (B) + (C)**	**123**	**-**	**929**	**1,052**
E	Current financial debt	2,054[2]	20[5]	(1,393)[8]	681
F	Current portion of non-current financial debt	98[3]	54[6]	(98)[9]	54
G	**Current financial indebtedness (E) + (F)**	**2,152**	**73**	**(1,491)**	**734**
H	**Net current financial indebtedness (G) - (D)**	**2,029**	**73**	**(2,420)**	**(318)**
I	Non-current financial debt (excluding current portion and debt instruments)	3,353[4]	-	1,486[10]	4,839
J	Debt instruments	-	-	-	-
K	Other non-current trade and other payables	-	-	-	-
L	**Non-current financial indebtedness (I) + (J) + (K)**	**3,353**	**-**	**1,486**	**4,839**
M	**Total financial indebtedness (H) + (L)**	**5,382**	**73**	**(934)**	**4,521**

(a) The data set forth in this column is extracted the 2023 Financial Statements.

1 Cash of NOK 123 million consists of the financial statement line item cash and cash equivalents. Cash and cash equivalents comprise cash in hand and deposits held with banks of NOK 123 million and restricted cash of NOK 0 million.

2 Current financial debt of NOK 2,054 million consists of the financial statement line item current interest-bearing liabilities of NOK 2,152 million, net of current portion of non-current financial debt of NOK 98 million.

3 *Current portion of non-current financial debt of NOK 98 million consists of instalments falling due within the next twelve months on non-current financial debt, as disclosed in Note 14 "Interest bearing liabilities" in the 2023 Financial Statements.*

4 *Non-current financial debt of NOK 3,353 million consists of the financial statement line item non-current interest-bearing liabilities.*

(b) *Adjustments not subject to the Offering and the Listing:*

5 *The current financial debt increase of NOK 20 million was due to accrual of interest on the Bonds.*

6 *The current portion of non-current financial debt increase of NOK 54 million was due and accrual of interest on the Term Loan.*

(c) *Adjustments subject to the Offering and the Listing:*

7 *The cash increase of NOK 929 million comprise of i) gross proceeds subject to the issuance of 105,000,000 new shares at an offer price of NOK 14.5 per share which is the lowest point of the Indicative Price Range, net of estimated transaction costs of NOK 100 million in connection with Offering; partially offset by ii) estimated transaction costs of NOK 27 million subject to the SBB Transaction; iii) repayment of debt assumed in connection with the SBB Transaction of NOK 400 million and net effects of NOK 2 million subject to the Revised Financing Terms for the Term Loan; iv) estimated refinancing costs of NOK 19 million subject to the Revised Financing Terms of Bond Loan 1 and Bond Loan 2; v) fees to Arctic of NOK 50 million subject to the termination of the business management agreement, and vi) and payment of approximately NOK 1 million subject to the realisation of share-based compensation to the CEO.*

8 *The current financial debt decrease of NOK 1,393 million is reclassification from current to non-current subject to the Revised Financing Terms for Bond Loan 1 and Bond Loan 2.*

9 *The current portion of non-current financial debt decrease of NOK 98 million is reclassification from current to non-current subject to the Revised Financing Terms for the Term Loan.*

10 *The non-current financial debt increase of NOK 1,486 million comprise of reclassification of NOK 1,373 million from current to non-current subject to the Revised Financing Terms for Bond Loan 1 and Bond Loan 2 net of estimated refinancing costs of NOK 19 million and net effects of NOK 113 million subject to the Revised Financing Terms for the Term Loan.*

9.4 Working capital statement

As of the date of this Prospectus, the Company does not have sufficient working capital to meet present requirements for the next twelve months.

Bond Loan 1 and Bond Loan 2, with an aggregate outstanding nominal amount of NOK 2,062 million as of the date of this Prospectus, both matures in full on 23 September 2024, and the Group is dependent on refinancing, extending the maturity date and/or obtain new equity to repay Bond Loan 1 and Bond Loan 2 prior to 23 September 2024 (i.e. the maturity date). In addition, as part of the SBB Transaction, the Group will take over NOK 400 million in debt pertaining to the SBB Properties (the SBB Indebtedness). The SBB Indebtedness is subject to a change of control clause which will be triggered by the SBB Transaction and result in an obligation for the Company to repay the debt.

As described in Section 11.9.4 "IPO refinancing" the Company has negotiated revised terms for Bond Loan 1 and Bond Loan 2, which include partial redemption and extension of the maturity date. The revised terms taking effect are subject to certain conditions, and in respect of Bond Loan 1, inter alia a successful completion of the Offering and the Listing. The SBB Indebtedness will be repaid with proceeds from the Offering.

The Company will need to raise net proceeds of at least NOK 1,064 million through the Offering to be able to repay (i) the partial redemption of NOK 350 million and NOK 314 million for Bond 1 and Bond 2 respectively, to fulfil the conditions for the Revised Financing Terms, and (ii) the SBB Indebtedness of NOK 400 million.

The Company is confident that the conditions for the Revised Financing Terms to take effect will be fulfilled. However, should the Group not be able to fulfil the conditions for the Revised Financing Terms, or otherwise secure long-term financing at least covering the aggregate outstanding nominal amount under Bond Loan 1 and Bond Loan 2, the Group may have to sell properties to finance the repayments with the risk of obtaining prices for such properties lower than the current market prices compared to a normal transaction without the time pressure.

9.5 Contingent and indirect indebtedness

Other than as described in Section 11.9.6 "Off-balance sheet arrangements" the Group does not have any material contingent or indirect indebtedness as at the date of this Prospectus.

10 SELECTED FINANCIAL AND OTHER INFORMATION

10.1 Introduction

The selected financial information for the Group included in this Section 10 "Selected financial and other information" has been extracted from the Financial Statements. All financial information included in this Section 10 "Selected financial and other information" should therefore be read in connection with, and is qualified in its entirety by reference to, the Financial Statements included in this Prospectus. See Section 4.2.1 "Financial information in the Prospectus" for more information.

10.2 Statement of comprehensive income

The table below sets out selected data from the Company's consolidated statement of comprehensive income for the financial years ended 31 December 2023, 2022 and 2021, as extracted from the Financial Statements.

In NOK million	**Year ended 31 December**		
	2023	**2022**	**2021**
Rental income	575	504	68
Other income	0	1	1
Operating income	576	**504**	**69**
Property expenses	(75)	(63)	(7)
Administration expenses	(31)	(36)	(5)
Net income from property management	**470**	**405**	**56**
Financial Income	6	2	5
Financial Expenses	(278)	(226)	(53)
Changes in fair value of interest derivatives	(25)	28	-
Changes in fair value of investment properties.	(1,143)	(913)	1,018
Profit/(loss) before tax	**(969)**	**(704)**	**1,027**
Income tax expenses	69	81	(249)
Net profit/(loss)	**(900)**	**(623)**	**778**

10.3 Consolidated statement of financial position

The table below sets out data from the Company's consolidated statement of financial position as at 31 December 2023, 2022 and 2021, as extracted from the Financial Statements.

In NOK million	**As at 31 December**		
	2023	**2022**	**2021**
ASSETS			
Non-current assets			
Investment properties	8,336	9,447	8,457
Investment in shares	-	-	-
Interest derivatives	37	28	-
Other non- current assets	7	7	5
Total non- current assets	**8,380**	**9,481**	**8,462**
Current assets			
Trade receivables	5	13	6

In NOK million	As at 31 December		
	2023	**2022**	**2021**
Other current receivables	15	20	306
Cash and cash equivalents	123	177	202
Total current assets	142	**209**	**514**
Total assets	**8,522**	**9,691**	**8,976**
EQUITY AND LIABILITIES			
Equity			
Share capital	4	4	2
Share premium	3,591	3,591	2,319
Not registered capital changes	-	-	379
Retained earnings	(745)	155	778
Minority interest	-	-	62
Total equity	**2,850**	**3,750**	**3,541**
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	66	135	213
Non-current interest- bearing liabilities	3,353	4,933	4,418
Interest derivative	34	-	-
Other non-current liabilities	23	26	136
Total non- current liabilities	**3,476**	**5,094**	**4,768**
Current liabilities			
Current interest-bearing liabilities	2,152	760	290
Trade payables	17	21	150
Current tax liabilities	-	-	-
Other current liabilities	27	66	227
Total current liabilities	**2,196**	**847**	**667**
Total liabilities	**5,671**	**5,940**	**5,435**
Total equity and liabilities	**8,522**	**9,691**	**8,976**

10.4 Consolidated statement of cash flows

The table below sets out data from the Company's consolidated statement of cash flow for the financial years ended 31 December 2023, 2022 and 2021, as extracted from the Financial Statements.

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Profit before tax	(969)	(704)	1,027
Changes in fair value of investment properties	1,143	913	(1,018)
Changes in fair value of interest derivatives	25	(28)	-
Net interest paid	247	202	39

In NOK million	Year ended 31 December		
	2023	**2022**	**2021**
Financial costs in profit before tax without cash effect ...	25	20	-
Change in working capital:			
Change in current assets	13	(5)	2
Change in current liabilities...	(4)	(55)	35
Charge in other working capitals...	(42)	(20)	26
Taxes paid..	-	(0)	-
Net cash flows from operating activities....................	**437**	**323**	**111**
Investment in investment property entities.......................	-	(1,781)	(4,019)
Upgrades of investment properties....................................	(32)	(33)	(1)
Interest received...	6	1	5
Net cash flows from investing activities.....................	**(26)**	**(1,813)**	**(4,015)**
Proceeds interest- bearing liabilities	616	1,289	2,379
Repayment interest-bearing liabilities................................	(828)	(324)	-
Interest paid	(253)	(203)	(44)
Purchase of minority interest	-	(62)	-
Paid in capital increase..	-	868	1,793
Transaction costs on capital increase.................................	-	(103)	(21)
Net cash flow from financing activities	(466)	**1,465**	**4,107**
Net change in cash and cash equivalents...................	**(54)**	**(25)**	**202**
Opening balance of cash and cash equivalents	177	202	-
Cash and cash equivalents at period end	**123**	**177**	**202**

10.5 Consolidated statement of changes in equity

The table below sets out data from the Company's consolidated statement of changes in equity for the years ended 31 December 2023, 2022 and 2021, as extracted from the Financial Statements.

In NOK million	**Subscribed share capital**	**Share premium**	**Not registered capital**	**Minority interest**	**Retained earnings**	**Total equity**
Total equity at 31.12.2020.............	**-**	**-**	**-**	**-**	**-**	**-**
Capital reduction	-	-	-	-	-	-
Issue of Shares	2	2,395	379	-	-	2,776
Transaction cost issue of share net of tax	-	(75)	-	-	-	(75)
Profit /(loss) for the period	-	-	-	-	778	778
Minority interest	-	-	-	-	-	-
Total equity at 31.12.2021................	**2**	**2,319**	**379**	**62**	**778**	**3,541**
Issue of Shares..	1	1,293	(379)	-	-	915

In NOK million	Subscribed share capital	Share premium	Not registered capital	Minority interest	Retained earnings	Total equity
Transaction cost issue of share net of tax	-	(21)	-	-	-	(21)
Profit /(loss) for the period	-	-	-	-	(623)	(623)
Minority interest	-	-	-	(62)	-	(62)
Total equity at 31.12.2022	**4**	**3,591**	**.**	**-**	**155**	**3,750**
Profit/ (loss) for the period	-	-	-	-	(900)	(900)
Total equity at 31.12.2023	**4**	**3,591**	**-**	**-**	**(745)**	**2,850**

10.6 Independent auditor

The Company's independent auditor is PricewaterhouseCoopers AS with business registration number 987 009 713, and business address at Dronning Eufemias gate 71, 0194 Oslo, Norway. PwC is member of The Norwegian Institute of Public Accountants (Nw.: *Den Norske Revisorforening*).

The Financial Statements have been audited by PwC, and the audit reports are included together with the Financial Statements in Appendix B and Appendix C. PwC has not audited, reviewed or produced any report on any other information provided in this Prospectus.

11 OPERATING AND FINANCIAL REVIEW

This operating and financial review should be read in connection with the Financial Statements and the Interim Financial Statements and related notes as incorporated to this Prospectus by reference and appended hereto, as further specified. The Financial Statements have been prepared in accordance with IFRS. See Section 4.2.1 "Financial information in the Prospectus" for more information.

The operating and financial review contains Forward-looking Statements. These Forward-looking Statements are not historical facts, but are rather based on the Company's current expectations, estimates, assumptions and projections about the Group's industry, business and future financial results. Actual results could differ materially from the results contemplated by these Forward-looking Statements because of several factors, including those discussed in Section 2 "Risk factors" and Section 4.3 "Cautionary note regarding forward-looking statements"*, as well as other Sections of this Prospectus.*

11.1 Presentation of financial information

Please refer to 4.2.1 "Financial information in the Prospectus" for an overview of the financial information, the accounting standards pursuant to which the Financial Statements has been prepared and the review that the Financial Statements has been subject to.

Please refer to 4.2.2 "Alternative performance measures (APMs)" or definitions and reconciliations of the non-IFRS measures presented herein.

11.2 Operating segments

The Group has in each of 2023, 2022 and 2021 (i.e. the period covered by the Financial Statements) had, and currently has, one reporting segment in accordance with IFRS 8, being "commercial properties". The Group has in each of 2023, 2022 and 2021 (i.e. the period covered by the Financial Statements) operated, and currently operates, solely in Norway, and accordingly, all revenues during the periods covered by the Financial Statements pertains to "commercial properties" from the Norwegian operations.

The following table presents the Group’s rental income by geographical region in Norway for the years ended 31 December 2023, 2022 and 2021.

In NOK million	**Year ended 31 December**		
	2023	**2022**	**2021**
East[1]	309	251	29
Inland[2]	73	68	13
North[3]	72	68	2
West[4]	59	54	18
South[5]	57	53	3
Central	6	10	3
Total rental income	**575**	**504**	**68**

1 Locations with more than NOK 10 million of rental income comprise Skien, Moss, Kjeller, Drammen, Tønsberg, Fredrikstad, Sarpsborg and Porsgrunn.

2 Locations with more than NOK 10 million of rental income comprise Hamar, Kongsvinger, Gjøvik and Lillehammer.

3 Locations with more than NOK 10 million of rental income comprise Bodø, Mo i Rana, Tromsø and Narvik.

4 Locations with more than NOK 10 million of rental income comprise Leikanger, Stavanger and Floro.

5 Locations with more than NOK 10 million of rental income comprise Kristiansand and Arendal.

11.3 Key factors affecting the Group's result of operations and financial performance

The Group's results of operations have been, and will continue to be, affected by a range of factors. The factors that the Group believes have had a material effect on the Group's results of operations during the periods under review, as well as those considered reasonably likely to have a material effect on its results of operations in the future are described below;

- Macro-economic factors;
- Occupancy rates;
- M&A and transaction market;
- Market values of investment properties.

11.3.1 Macro-economic factors

There are several macro-economic factors that have affected the Group's operations, including consumer price index (CPI), inflation rates and interest rates.

CPI is a measure to calculate the actual changes in the prices for household goods and services including charges and fees. The majority of the Group’s lease agreements have a CPI adjustment clause, which allows the Group to increase rent levels payable under the lease agreements on an annual basis in line with the increases in CPI. As of 31 December 2023, the Group's portfolio has a 92.5% CPI adjustment on average. Approximately 70% of the Group's lease agreements calculate changes in CPI from November to November in order to allow increases in rent levels to take effect at the beginning of the next calendar year. The Norwegian market have been through a period with increasing CPI which have allowed the Group to increase the rental income for the period under review. The Norwegian CPI for the period November 2022 to November 2023 was 4.77%[42]

CPI is in turn used to determine the inflation level in Norway. Inflation is one of the measures used by the Independent Appraisers to calculate the market value of the Group's investment properties, refer to the key factor below for additional information about market values of investment properties. As a result, any significant change in the level of inflation during a valuation period would be expected to have a significant impact on the valuation of the Group’s investment properties, and therefore the Group's results of operations with respect to such period. The core inflation in Norway was 5.5%, 5.8% and 1.8% for the years ended 2023, 2022 and 2021 respectively according to Statistics Norway[43]. The long-term objective of the Norwegian Central Bank is to maintain a long-term inflation at 2%[44].

The policy rate is the Norwegian Central Bank’s main instrument for stabilising inflation and development in the Norwegian economy. The policy rate and policy rate expectations primarily influence interbank rates and banks' interest rates on loans. Developments in interest rate levels impact the interest payable by the Group in relation to is long term borrowings issued at floating interest rates. As the Group maintains a significant level of borrowings, with a EPRA loan-to-value (EPRA LTV) of 65.1% as of 31 December 2023, any such change in interest rates could have a material impact on the Group’s results of operations. As of 31 December 2023 59% of the Group’s interest bearing liabilities was issued at floating interest rates, whereas 50% was swapped to fixed rate through forward interest rate swaps. In relation with the contemplated listing, the Group will use parts of the proceeds to downpayment of interest-bearing liabilities. Please refer to section 9 "Capitalisation and indebtedness".

Interest rate developments may also impact the valuation of the Group's investment properties, which are recognized on the balance sheet at fair value. Refer to the key factor “Market values of investment properties” for additional information.

11.3.2 Occupancy rates

Occupancy rates of the Group’s management properties are a key determinant of the rental income received by the Group. As of 31 December 2023, the Group had a portfolio of 48 properties comprising more than 300,000 square meters with an occupancy rate of 95%, whereas approximately 91% of the tenants are in the public sector. The Group’s success to collect rental income under the lease agreements will depend on the willingness and ability of counterparties to meet their credit obligations. The Group considers their tenants to be entities with very good credit ratings and liquidity. The expected credit loss and late payment risks are assessed as very low. Refer to note 4 and 6 in the 2023 Financial Statements for additional information on the Group's tenants and financial risks.

[42] Source: https://www.ssb.no/priser-og-prisindekser/konsumpriser/statistikk/konsumprisindeksen

[43] Source: https://www.ssb.no/statbank/table/05327/

[44] Source: https://www.norges-bank.no/en/topics/Monetary-policy/Inflation/

The Group's ability to attract or maintain tenants for its properties will affect the Group's occupancy rate and impact the Group's rental income. During the year ended 31 December 2023, the Group signed new or extended lease agreements for approximately 13,854 of the square meters with an average lease term of 10.95 and 3.54 years for new and extended agreements respectively. As of 31 December 2023, the average lease term of the portfolio is 5.2 years.

11.3.3 M&A and transaction market

A central part in the Group's growth plan, have been and will continue to be, to acquire more properties that suits its strategy and which management believes will generate additional economics of scale. For example, the Group acquired 41 properties in 2021 and seven properties in 2022. No properties were acquired in 2023, but the Group is in the process of acquiring certain properties from SBB. Please see the table in section 8.6 "The SBB Transaction" that sets forth information regarding the transaction.

As a result of its strategy to actively purchase properties, the Group depends on a robust and liquid transaction market in commercial properties in Norway. The Group's ability to purchase properties is driven by the availability of appropriate properties at price levels the Group considers attractive, while the Group's ability to sell properties is driven by both demand for office properties and sufficiently high pricing in sale transactions. Both purchases and sales of properties are influenced by the level of activity in the relevant transaction markets, and such purchases and sales will in turn affect the Group's level of rental income, financial performance, and financial position.

11.3.4 Market values of investment properties

Investment properties are recognised at fair value, based on market values identified by the independent appraisers on a quarterly basis. The valuations are mainly based on the discounted cash flow method, which involves discounting future cash flows over a specified period using an estimated discount rate and then a terminal value at the end of the period. Future cash flows are calculated on the basis of cash flows from signed lease agreements, as well as future cash flows based on an expected market rent level at the end of the lease terms. As a result, the fair value of investment properties is therefore mainly affected by expected market rent levels, discount rates (which are affected by market interest rates), exit yield and inflation, as well as underlying operational developments. Gains or losses as a result of changes in the market value of investment properties are recognised in profit or loss as they arise.

The Norwegian economy has experienced volatility in macro-economic factors in the review period which have impacted CPI (and then market rent levels), inflation and market interest rates and hence resulted in volatility in the market values of investment properties. During the years ended 31 December 2023, 2022, and 2021, changes in fair value of investment properties as shown in the Company's Financial Statements showed a decrease of NOK 1,143 million, NOK 913 million and an increase of NOK 1,018 million respectively.

11.4 Recent developments and trends

11.4.1 Recent development and trends

Since 1 January 2024 and until the date of this Prospectus, the financial development of the Group has been in line with expectations. Further, there has been no significant change in the financial performance of the Group, and the Group has not experienced any significant trends since 1 January 2024, (noting that "Other expenses" are expected to be higher in Q1 and Q2 2024 compared to previous periods due to additional costs related to the Offering and the Listing as described in this Prospectus).

Since 1 January 2024, the Group's occupancy rate has been stable, and the rent level reflects contractual yearly CPI adjustments. Lease agreements governing approximately 70% of the Group's total rental income calculate changes in CPI from November to November in order to allow increases in rent levels to take effect at the beginning of the next calendar year. As of the date of this Prospectus none of the Group's tenants had defaulted on their obligations under lease agreements with the Group.

Further, on 22 March 2024, the Group Company Offentlig Eiendom AS entered into a share purchase agreement with SBB Samfunnsbygg AS for the acquisition of five property-owning companies owning 13 properties, as further described in Section 8.6 "The SBB Transaction". On 22 March 2024 the lease agreement regarding Kunnskapsveien 55 with Norwegian Ministry of Education and Research was extended until 31 December 2029.

11.4.2 Known trends, uncertainties, etc. for 2024

The Group is subject to various trends and uncertainties, which are continuously monitored by the Group. This includes factors such as the transaction market for real estate, macro-economic factors and market rent levels.

After a period of a highly active transaction market, the increase in long-term interest rates combined with macroeconomic uncertainty resulted in a cooldown in the transaction market during 2022. The first half of 2022 was strong in terms of transactions, but then the market started slowing down, and such slowdown continued through 2023 with record low transaction volumes and record high financing costs, resulting in a close to standstill market. As a result of its strategy to actively purchase properties, the Group depends on a robust and liquid transaction market in commercial properties in Norway. Should the market conditions for commercial properties in 2023 continue in 2024, this may affect the Group's ability to execute on its strategy. Still, so far in 2024 the transaction market seems healthier. There is an expectation that there will be an increasing number of forced sellers in 2024 and 2025 in connection with refinancing, which is likely be a driver of increased transaction activity. The Group intends to take advantage of this and eyes opportunities to make acquisitions at attractive prices which will be accretive for its shareholders.

The global economy has since Covid-19 experienced high volatility with a surge in inflation and a record fast interest rate hike, which have had a severe impact on the real estate sector, in particular on market values of investment properties and market rents. During the year ended 31 December 2023, changes in fair value of the Group's properties decreased by NOK 1,143 million. Should the macro-economic environment continue to be unfavourable in 2024 and interest rates continue to rise, which is outside of the Group's control, the fair value of the Group's investment properties may decrease further. Based on draft preliminary valuations as of 31 March 2024 received from the Independent Valuers it is expected that the fair value of the Group's properties will decrease with around 2% compared to the fair value as of 31 December 2023. Such a decrease in the fair value of the Group's properties will not result in any breach of financial covenants nor is expected to have any other material negative effects for the Group, but illustrates the current market conditions for the real estate sector. However, the Group has (following the contemplated SBB Transaction) 92.5% CPI adjusted income streams, and will be able to counter some of the negative valuation effects of a high inflationary environment with the increase in gross rental income.

Sustainability is becoming an increasingly important topic for the real estate industry, both for landlords and tenants. There is an increased focus on this driven by the European Union which has proposed new legislation revised in the EPBD, as further described in Section 8.12.2 "New EU regulation". The Group has already taken measures to prepare for the upcoming changes to legislation and is in the process of completing an extensive mapping of its properties with regards to energy performance as further described in Section 8.3.3 "A sustainability frontrunner". Despite proactive measures, there is some risk to the Group experiencing higher renovation costs in the years to come to comply with new regulations and public tenant requirements.

The public sector accounts for 91% of the gross rental income for the Group as of 31 December 2023. Going forward it is in the Groups strategy to focus on government backed long-term cash flows and keep the share of public sector tenants high. Public sector in Norway accounts of the majority of GDP and is expected to continue to expand in the years to come. This implies a high likelihood of continued solid demand from public sector tenants for real estate, which will be supportive for the Group's growth ambition and overall operational stability with low portfolio vacancy. However, long-term megatrends outside of the Group's control, such as urbanisation and digitalisation, may change the demand from some public sector tenant types in the future, which may impact the Group’s operations. Change in political and societal environment is likely to also cause increased uncertainty for the Group.

11.5 Financial review of the Group's results of operations

11.5.1 Results of operations for the year ended 31 December 2023 compared to the year ended 31 December 2022

The table below is an extract of the consolidated statements of profit and loss in the Financial Statements, setting out line items to be discussed in this Section 11.5.1.

In NOK million	Year ended 31 December			
	2023	**2022**	**Change in NOK million**	**Change in %**
Rental income	575	504	71	14%
Other income	0	1	(0)	(22)%
Operating income	**576**	**504**	**71**	**14%**
Property expenses	(75)	(63)	(12)	20%
Administration expenses	(31)	(36)	5	(14)%
Net income from property management	**470**	**405**	**64**	**16%**
Financial Income	6	2	4	160%
Financial Expenses	(278)	(226)	(52)	23%
Changes in fair value of interest derivatives	(25)	28	(52)	(190)%
Changes in fair value of investment properties	(1,143)	(913)	(230)	25%
Profit/(loss) before tax	**(969)**	**(704)**	**(266)**	**38%**
Income tax expenses	69	81	(12)	(15)%
Net profit	**(900)**	**(623)**	**(278)**	**45%**

Rental income

Rental income increased by NOK 70 million, or 14%, to NOK 575 million in the year ended 31 December 2023 from NOK 504 million in the year ended 31 December 2022.

The Group's rental income in the year ended 31 December 2022 of NOK 504 million comprises NOK 451 million generated from the 41 investment properties acquired in 2021 through Phase I to Phase III, and NOK 53 million generated from the 7 investment properties acquired in June 2022 through Phase IV. An overview of the properties acquired under the various phases is included in Section 8.5.2 "Current property portfolio of the Group".

The Group did not acquire new properties during 2023. The increase in rental income of NOK 70 million in 2023 compared to the previous year is mainly related to increased income of NOK 51 million from Phase IV, and the remaining NOK 19 million is primarily related to CPI adjustments of the properties acquired through Phase I to Phase III.

Phase I properties contributed with NOK 136 million in the year ended 31 December 2023 (which is unchanged from previous year). During 2023, one rental agreement related to Postgården Eiendom Namsos was not renewed. This effect was offset by CPI adjustments for the remaining rental agreements. Phase II properties contributed with NOK 162 million in the year ended 31 December 2023 (or NOK 156 million in the previous year). The increase was primarily due to CPI adjustments of the rental agreements. Phase III properties contributed with NOK 167 million in the year ended 31 December 2023 (or NOK 159 million in the previous year). The increase was primarily due to CPI adjustments of the rental agreements.

Property expenses

Property expenses increased by NOK 12 million, or 20%, to NOK 75 million in the year ended 31 December 2023 from NOK 63 million in the year ended 31 December 2022. This increase was primarily due to higher maintenance activity reflecting the number of investment properties owned by the Group, including a full year of Phase IV properties in the year ended 2023.

Administration expenses

Administration expenses decreased by NOK 5 million, or 14%, to NOK 31 million in the year ended 31 December 2023 from NOK 36 million in the year ended 31 December 2022. This decrease was primarily due to normalised level of operating expenses in the year ended 2023 compared to 2022 which experienced a higher level of use of consultants reflecting the acquisition of the properties acquired in 2022 and 2021.

Financial Income

Financial income increased by NOK 4 million, or 160%, to NOK 6 million in the year ended 31 December 2023 from NOK 2 million in the year ended 31 December 2022. This increase was primarily due to an increase in interest income from bank deposits.

Financial Expenses

Financial expenses increased by NOK 52 million, or 23%, to NOK 278 million in the year ended 31 December 2023 from NOK 226 million in the year ended 31 December 2022. This increase was primarily due to an increase in interest expenses paid which is the result of increased interest rates and an increase in bank loan.

Changes in fair value of interest derivatives

Changes in fair value of interest derivatives decreased by NOK 52 million, or 190%, to NOK (25) million in the year ended 31 December 2023 from NOK 28 million in the year ended 31 December 2022. This decrease was primarily due to a decrease in the market value of the fixed interest swap agreements of the Group.

Changes in fair value of investment properties

Changes in fair value of investment properties decreased by NOK 230 million, or 25%, to NOK 1,143 million in the year ended 31 December 2023 from NOK (913) million in the year ended 31 December 2022. The decrease in value of the properties was primarily attributable to a change in market conditions in 2023. Higher interest rates have impacted cost of capital adversely which is mirrored in higher valuation yields and thus lower value of properties and future cash flows.

Income tax expense

Income tax expense was a tax income of NOK 69 million in the year ended 31 December 2023 compared to a tax income of NOK 81 million for the year ended 31 December 2022. The tax income decreased by NOK 12 million or 15%. This was primarily due to change in deferred tax related to changes in fair value of investment properties and interest derivatives. There was no tax payable by the Group in either period.

Net profit

Net profit decreased by NOK 277 million to NOK (900) million in the year ended 31 December 2023 from NOK (623) million in the year ended 31 December 2022. This decrease was primarily due to negative change in fair value of investment properties offset by an increase in net income from property management.

11.5.2 Results of operations for the year ended 31 December 2022 compared to the year ended 31 December 2021

The table below is an extract of the consolidated statements of profit and loss in the Financial Statements, setting out line items to be discussed in this Section 11.5.2.

In NOK million	**Year ended 31 December**			
	2022	**2021**	**Change in NOK million**	**Change in %**
Rental income	504	68	436	641%
Other income	1	1	-	-
Operating income	**504**	**69**	**435**	**635%**
Property expenses	(63)	(7)	(56)	832%
Administration expenses	(36)	(5)	(31)	562%
Net income from property management	**405**	**(56)**	**349**	**618%**
Financial income	2	5	(3)	60%
Financial expenses	(226)	(53)	(173)	327%
Changes in fair value of interest derivatives	28	-	28	-

In NOK million	Year ended 31 December			
	2022	**2021**	**Change in NOK million**	**Change in %**
Changes in fair value of investment properties	(913)	1,018	(1,931)	190%
Profit before tax	**(704)**	**1,027**	**(1,731)**	**169%**
Income tax expenses	81	(249)	330	133%
Net profit	**(623)**	**778**	**(1,401)**	**180%**

Rental income

Rental income increased by NOK 436 million, or 641%, to NOK 504 million in the year ended 31 December 2022 from NOK 68 million in the year ended 31 December 2021.

The Group's rental income in the year ended 31 December 2021 represents the income generated from the 41 investment properties acquired during that year, where 15 of the acquisitions were completed end of June (Phase I) and the remaining 26 properties were acquired during December (Phase II with 10 properties and Phase III with 16 properties).

In the year ended 31 December 2022, the properties acquired during 2021 contributed with NOK 451 million in rental income in total, whereas the Phase I acquisitions contributed with NOK 136 million, the Phase II acquisitions contributed with NOK 156 million and the Phase III contributed with NOK 159 million in rental income in 2022. The investment properties acquired during 2022 (Phase IV with the acquisition of 7 properties completed in June 2022) contributed to the remaining NOK 53 million in rental income.

Property expenses

Property expenses increased by NOK 56 million, or 832%, to NOK 63 million in the year ended 31 December 2022 from NOK 7 million in the year ended 31 December 2021, whereas maintenance costs increased with NOK 25 million. Increased maintenance costs include a general catch-up of maintenance activities performed during 2022 and related to properties acquired in 2021. The remaining increase in property expenses is mainly related to increased management fees reflecting the increased number of investment properties owned by the Group.

Administration expenses

Administration expenses increased by NOK 31 million, or 562%, to NOK 36 million in the year ended 31 December 2022 from NOK 5 million in the year ended 31 December 2021. This increase was primarily due the effect of full year of operations of the properties acquired during 2021 and the 2022 acquisitions which resulted in an increased use of consultants.

Financial Income

Financial Income decreased by NOK 3 million, or 60%, to NOK 2 million in the year ended 31 December 2022 from NOK 5 million in the year ended 31 December 2021. This decrease was primarily due to a decrease in other financial income of NOK 5 million, which was partly offset by an increase in interest income from bank deposits by NOK 2 million.

Financial Expenses

Financial Expenses increased by NOK 173 million, or 327%, to NOK 226 million in the year ended 31 December 2022 from NOK 53 million in the year ended 31 December 2021. This increase was primarily due to an increase in interest expenses of NOK 159 million related to an increase in interest bearing liabilities in form of a new bank loan of NOK 1,289 million in 2022 in addition to full year effect of interest expense related to interest bearing debt obtained during 2021.

Changes in fair value of interest derivatives

Changes in fair value of interest derivatives increased by NOK 28 million, to NOK 28 million in the year ended 31 December 2022 from NOK 0 million in the year ended 31 December 2021. This increase was primarily due to an increase in the market value of the fixed interest swap agreements of the Group due to increased market interest rates.

Changes in fair value of investment properties

Changes in fair value of investment properties decreased by NOK 1,931 million, or 190%, to NOK (913) million in the year ended 31 December 2022 from NOK 1,018 million in the year ended 31 December 2021.The decrease in value of the properties was primarily attributable to a change in market conditions in 2022. Higher interest rates have impacted cost of capital adversely which is mirrored in higher valuation yields and thus lower value of properties and future cash flows.

Income tax expense

Income tax expense was a tax income of NOK 81 million in the year ended 31 December 2022 compared to an expense of NOK 249 million in the year ended 31 December 2021. This was primarily due to change in deferred tax related to changes in fair value of investment properties and interest derivatives. There was no tax payable by the Group in either period.

Net profit

Net profit decreased by NOK 1,401 million, or 180%, to NOK (623) million in the year ended 31 December 2022 from NOK 778 million in the year ended 31 December 2021. This was primarily due to negative change in fair value of investment properties partly offset by increase in rental income in the period.

11.6 Financial review of the Group's financial position

11.6.1 Financial position as at 31 December 2023 compared to 31 December 2022

The table below is an extract of the condensed consolidated statement of financial position in the Financial Statements, setting out line items to be discussed in this Section 11.6.1.

In NOK million	**Year ended 31 December**			
	2023	**2022**	**Change in NOK million**	**Change in %**
Total non-current assets	8,380	9,481	(1,101)	(12)%
Total current assets	142	209	(67)	(32)%
Total assets	**8,522**	**9,691**	**(1,168)**	**(12)%**
Total equity	**2,850**	**3,541**	**(900)**	**(24)%**
Total non-current liabilities	3,476	4,768	(1,618)	(32)%
Total current liabilities	2,196	667	1,350	159%
Total liabilities	**5,672**	**5,435**	**(268)**	**(5)%**
Total equity and liabilities	**8,522**	**8,976**	**(1,168)**	**(12)%**

Total non-current assets

Total non-current assets decreased by NOK 1,101 million, or 12%, to NOK 8,380 million in the year ended 31 December 2023 from NOK 9,481 million in the year ended 31 December 2022. This decrease was primarily due to the revaluation of all investment properties as of 31 December 2023. No investment properties were acquired during 2023.

Total current assets

Total current decreased by NOK 67 million, or 32%, to NOK 142 million in the year ended 31 December 2023 from NOK 209 million in the year ended 31 December 2022. This decrease was primarily due to a decrease in bank deposits of NOK 54 million. The decrease in bank deposits is primarily due to net cash outflow from financing activities, which is partly offset by the net cash inflow from operating activities as described in Section 11.7.2 "Cash flows".

Total equity

Total equity decreased by NOK 900 million, or 24%, to NOK 2,850 million in the year ended 31 December 2023 from NOK 3,750 million in the year ended 31 December 2022. This decrease was due to loss for the period of NOK 900 million. Please see the discussion on *Net Profit* in section 11.5.1 "Results of operations for the year ended 31 December 2023 compared to the year ended 31 December 2022" for further details.

Total non-current liabilities

Total non-current liabilities decreased by NOK 1,618 million, or 32%, to NOK 3,476 million in the year ended 31 December 2023 from NOK 5,094 million in the year ended 31 December 2022. This decrease was primarily due to a reclassification of bond loans NOK 2,137 million to current interest-bearing liabilities and repayment of bond loans of NOK 66 million, which was partly offset by increased bank loan of NOK 616 million.

Total current liabilities

Total current liabilities increased by NOK 1,350 million, or 148%, to NOK 3,476 million in the year ended 31 December 2023 from NOK 847 million in the year ended 31 December 2022. This increase was primarily due to reclassification of the bonds maturing within one year (2024) from non-current liabilities to current liabilities of NOK 2,040 million. This was partially offset by settlement of bonds maturing in 2023 of NOK 762 million. Refer to note 14 in the 2023 Financial Statement for more information.

11.6.2 Financial position as at 31 December 2022 compared to 31 December 2021

The table below is an extract of the condensed consolidated statement of financial position in the Financial Statements, setting out line items to be discussed in this Section 11.6.2.

In NOK million	**Year ended 31 December**			
	2022	**2021**	**Change in NOK million**	**Change in %**
Total non-current assets	9,481	8,462	1,019	12%
Total current assets	209	514	(305)	59%
Total assets	**9,691**	**8,976**	**714**	**8%**
Total equity	**3,750**	**3,541**	**209**	**6%**
Total non-current liabilities	5,094	4,768	326	7%
Total current liabilities	847	667	179	27%
Total liabilities	**5,940**	**5,435**	**505**	**9%**
Total equity and liabilities	**9,691**	**8,976**	**714**	**8%**

Total non-current assets

Total non-current assets increased by NOK 1,019 million, or 12%, to NOK 9,481 million in the year ended 31 December 2022 from NOK 8,462 million in the year ended 31 December 2021. This increase was primarily due to acquisition of phase 4 properties which had a total property value of NOK 1,870 million. This increase was partly offset by a decrease of NOK 913 million in the fair value of investment properties due to the revaluation of all investment properties as of 31 December 2022.

Total current assets

Total current assets decreased by NOK 305 million, or 59%, to NOK 209 million in the year ended 31 December 2022 from NOK 514 million in the year ended 31 December 2021. This decrease was primarily due to settlement of a receivable of NOK 294 million related to the equity issuance carried out in 2021. The equity issuance of total NOK 379 million was carried out on 27 December 2021, in relation with the purchase of properties in Phase III (see Section 8.5.2 "Current property portfolio of the Group"), and were subscribed for by SBB Samfunnsbygg AS, Helse AS and Telecom AS. The equity issuance was only partially settled in 2021 with NOK 85 million, while the remaining amount of NOK 294 million was classified as other current receivable until it was settled on 3 January 2022. The equity issuance was registered in the Norwegian Register of Business Enterprises on 14 February 2022. See also note 10 in the 2022 Financial Statements.

Total equity

Total equity increased by NOK 209 million, or 6%, to NOK 3,750 million in the year ended 31 December 2022 from NOK 3,541 million in the year ended 31 December 2021. This increase was primarily due to capital increase of NOK 915 million during 2022 which was partly offset by loss for the period of NOK 623 million.

Total non-current liabilities

Total non-current liabilities increased by NOK 326 million, or 7%, to NOK 5,094 million in the year ended 31 December 2022 from NOK 4,768 million in the year ended 31 December 2021. This increase was primarily due to new bank loans of NOK 1,289 million, which was partly offset by repayment of bond loans of NOK 34 million and reclassification of bond loan repayment due within one year of NOK 758 million to current liabilities.

Total current liabilities

Total current liabilities increased by NOK 179 million, or 27%, to NOK 847 million in the year ended 31 December 2022 from NOK 667 million in the year ended 31 December 2021. This increase was primarily due to reclassification related to bond repayment due within one year of NOK 758 million from non-current interest-bearing liabilities. The increase was partly offset by repayment of bond loans of NOK 290 million and by a decrease in trade payables and other current liabilities of NOK 129 million and NOK 161 million respectively. The decrease in trade payables and other current liabilities was primarily due to settlement of facilitation fee of NOK 92 million and seller's credit of NOK 150 million related to acquisition of investment properties.

11.7 Liquidity and capital resources

11.7.1 Sources and use of cash

The Group's objective is to safeguard its ability to continue as a going concern and manage its financing structure and cash flow requirements in response to the Group's strategy and objectives, deploying financial and other resources related to those objectives. The Group's main sources of liquidity are through borrowings, equity injections and cash generated from its operations. The Group's borrowings consist primarily of the Term Loan and the Bonds (as defined below). See Section 11.9 "Borrowings and other contractual obligations". As of 31 December 2023, the Group's cash and cash equivalents amounted to NOK 123 million. In addition, the carrying amount of the Group's interest-bearing debt amounted to NOK 5,505 million, totalling to a NIBD of NOK 5,382 million. The Group's cash and cash equivalents has since 31 December 2023 slightly increased due to rental income in Q1 2024.

The Group's liquidity requirements arise primarily from the requirement to fund operating activities, capital expenditures, fulfilment of covenants and to service debt. In addition, the Group monitors opportunities to grow further through additional acquisitions which require flexibility to seize those opportunities as they arise. The Group may in the future decide to offer additional shares or other securities in order to finance new investments or business opportunities. For further information related to financial risk management and capital management, please refer to note 4 in the Financial Statements.

11.7.2 Cash flows

11.7.2.1 The financial year ended 31 December 2023 compared to the financial year ended 31 December 2022

In NOK million	**Year ended 31 December**			
	2023	**2022**	**Change in NOK million**	**Change in %**
Net cash from operating activities	437	323	114	35%
Net cash flow from investing activities...................	(26)	(1,813)	1,788	99%
Net cash flow from financing activities	(466)	1,465	(1,931)	132%

Net cash flow from operations activities

Net cash flow from operations activities increased by NOK 114 million, or 35%, to a cash inflow NOK 437 million in the year ended 31 December 2023 from a cash inflow of NOK 323 million in the year ended 31 December 2022. This increase was primarily due to increased operating activities where 2023 was also the full year of the Phase IV properties. An overview of the properties acquired under Phase IV is included in Section 8.5.2 "Current property portfolio of the Group".

Net cash flow from investing activities

Net cash flow from investing activities decreased by NOK 1,788 million, or 99%, to a cash outflow of NOK 26 million in the year ended 31 December 2023 from a cash outflow NOK 1,813 million in the year ended 31 December 2022. There were no acquisition of investment properties completed during 2023, while in 2022 the Group completed Phase IV acquisition.

Net cash flow from financing activities

Net cash flow from financing activities decreased by NOK 1,931 million, or 132%, to a cash outflow NOK 466 million in the year ended 31 December 2023 from a cash inflow of NOK 1,465 million in the year ended 31 December 2022. The cash outflow was primarily due to repayment of existing loans and interest, which was offset by proceeds of new bank loan. There was no capital injection during 2023.

11.7.2.2 The financial year ended 31 December 2022 compared to the financial year ended 31 December 2021

In NOK million	**Year ended 31 December**			
	2022	**2021**	**Change in NOK million**	**Change in %**
Net cash from operating activities	323	111	212	192%
Net cash flow from investing activities..................	(1,813)	(4,015)	2,202	55%
Net cash flow from financing activities	1,465	4,107	(2,642)	64%

Net cash flow from operations activities

Net cash flow from operations activities increased by NOK 212 million, or 192%, to NOK 323 million in the year ended 31 December 2022 from NOK 111 million in the year ended 31 December 2021. This increase was primarily due to 2022 being full year of operations for the properties acquired during the second half of 2021 and acquisitions of investment properties in 2022.

Net cash flow from investing activities

Net cash flow from investing activities decreased by NOK 2,202 million, or 55%, to cash outflow of NOK 1,813 million in the year ended 31 December 2022 from a cash outflow of NOK 4,015 million in the year ended 31 December 2021. The cash outflow for the year ended 31 December 2022 was primarily due to the investment properties acquired in Phase IV. The cash outflow for the year ended 31 December 2021 was primarily due to the investment properties acquired in Phase I, II and III.

Net cash flow from financing activities

Net cash flow from financing activities decreased by NOK 2,642 million, or 64%, to cash inflow of NOK 1,465 million in the year ended 31 December 2022 from a cash inflow of NOK 4,107 million in the year ended 31 December 2021. The decrease was primarily due to less investing activities in 2022 in accordance with Group's growth strategy. The cash inflow for the year ended 31 December 2022 was primarily due to proceeds from new bank loan and equity injections, offset by repayment of existing loans and interest payments. The cash inflow for the year ended 31 December 2021 was primarily due to proceeds from new loans and equity injections, offset by interest payments.

11.8 Material investments

11.8.1 Material historical investments

The material investments of the Group are primarily related to the purchase of investment properties. The Group divides the acquisitions of investment properties into phases where each phase consists of a group of properties. Phase I through IV were completed during 2021 and 2022. During 2021 the Group completed phase I through III and acquired 41 investment properties, while phase IV was completed in 2022, when the Group acquired seven properties. An overview of the properties acquired under the various phases is included in Section 8.5.2 "Current property portfolio of the Group". The Group did not have any material capital expenditures in the years ended 31 December 2023, 2022 and 2021.

In NOK million	Financial year ended 31 December		
	2023	**2022**	**2021**
Phase I	-	-	2,081
Phase II	-	(17)	1,824
Phase III	-	213	1,080
Phase IV	-	1,858	-
Total	-	**2,054**	**4,985**

For the year ended 31 December 2023, there were no material investments and the Group did not acquire new properties during 2023.

For the year ended 31 December 2022, the Group's material investments amounted to NOK 2,054 million which consisted of the investment properties acquired during phase IV, payment of remaining cash consideration of NOK 213 million related to phase III and a renegotiation of the considerations related to certain properties acquired during phase II amounting to NOK 17 million. In phase IV the total consideration transferred was NOK 1,858 million, which consisted of consideration in the form of Shares of NOK 215 million and a cash consideration of NOK 1,644 million, (whereas NOK 344 million was raised through issuance of Shares and NOK 1,300 million through issuance of debt).

For the year ended 31 December 2021 the Group's material investments amounted to NOK 4,985 million for the investment properties acquired during phase I through III. In phase I the total consideration transferred was NOK 2,081 million, which consisted consideration in the form of Shares of NOK 689 million and a cash consideration of NOK 1,391 million (whereas NOK 1 million was raised through issuance of Shares and NOK 1,390 million through issuance of debt). In phase II the total consideration transferred was NOK 1,824 million settled in cash (whereas NOK 794 million was raised through issuance of Shares and NOK 1,030 million through issuance of debt). In phase III the total consideration transferred was NOK 1,080 million, which consisted of a seller's credit of NOK 150 million, consideration in the form of Shares of NOK 126 million and of a cash consideration of NOK 804 million (which was raised through issuance of Shares). The seller's credit was settled during the year ended 31 December 2022.

11.8.2 Material investments in progress and planned material investments

Other than the SBB Transaction (see Section 8.6 "The SBB Transaction"), as of the date of this Prospectus, the Group does not have any material investments in progress or which are planned.

11.9 Borrowings and other contractual obligations

11.9.1 Overview of existing financing arrangements

As of 31 December 2023, the Group's external financing arrangements consisted of:

- Bonds in a total issue amount of NOK 1,100 million issued by Public Property Sub-Holding 1 AS pursuant to a bond agreement dated 21 June 2021 and entered into by the issuer and Nordic Trustee AS as bond trustee and security agent on behalf of the bondholders (ISIN NO0011018384) (the "**Bond Loan 1**").

- Bonds in a total issue amount of NOK 962 million issued by Public Property Sub-Holding 4 AS pursuant to a bond agreement dated 16 December 2021 and entered into by the issuer and Nordic Trustee AS as bond trustee and security agent on behalf of the bondholders (ISIN NO0011149866) (the "**Bond Loan 2**").

- Bonds in a total issue amount of NOK 211 million issued by HGF Invest AS pursuant to a bond agreement dated 1 September 2015 and entered into by the issuer and Nordic Trustee AS as bond trustee and security agent on behalf of the bondholders (ISIN 0010744352) (the "**Bond Loan 3**", and together with Bond Loan 1 and Bond Loan 2, the "**Bonds**").

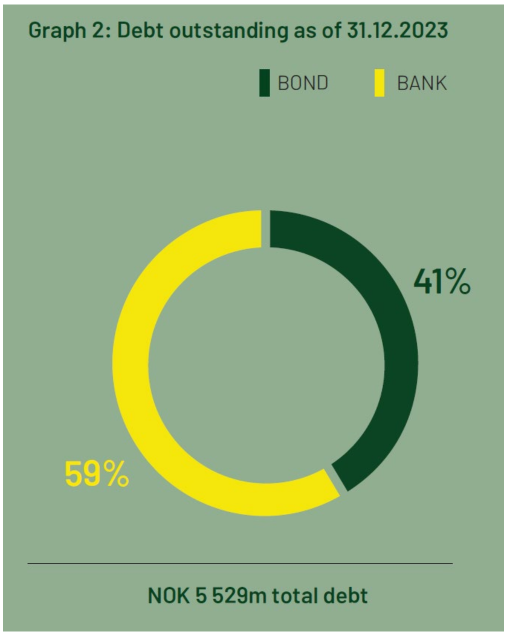
- Term loan facilities borrowed pursuant to a NOK 3,322,750,000 term loan facility agreement originally dated 28 June 2022 (as amended and restated by an amendment and restatement agreement dated 31 May 2023) and entered into between, among others, Offentlig Eiendom AS as borrower, Public Property Invest AS as parent, certain guarantors, Danske Bank A/S and Nordea Bank Abp, filial i Norge as arrangers, the Original Lenders (as defined therein) and Nordea Bank Abp, filial i Norge as facility agent and security agent on behalf of the lenders (the "**Term Loan**").

11.9.2 List of existing financing arrangements

Financing arrangement	**Issuer/Borrower**	**Outstanding nominal amounts as of 31 December 2023**	**Interest rate**	**Maturity date**
Bond Loan 1	Public Property Sub-Holding 1 AS	NOK 1,100,000,000	3.00% p.a. (fixed)	23 September 2024 *to be extended to 23 March 2027 pursuant to an amendment agreement dated 21 February 2024
Bond Loan 2	Public Property Sub-Holding 4 AS	NOK 962,000,000	3.476% p.a. (fixed)	23 September 2024 *to be extended to 23 March 2028 pursuant to an amendment agreement dated 21 February 2024
Bond Loan 3	HGF Invest AS	NOK 211,000,000	4.16% p.a. (fixed)	1 September 2025
Term Loan............	Offentlig Eiendom AS	NOK 3,256,295,000 (Tranche A: NOK 2,158,695,000) (Tranche B: NOK 485,100,000) (Tranche C: NOK 612,500,000)	NIBOR + a margin of 1.80%* p.a. (Tranche A) 1.85%* p.a. (Tranche B) 2.20%* p.a. (Tranche C) **subject to sustainability margin adjustments*	27 June 2025 *to be extended to 30 June 2026 (Tranche A) and 30 June 2027 (Tranche B and Tranche C) pursuant to an amendment agreement dated 5 April 2024
Total		**5,529,295,000**		

The split between financing in bonds (through the Bonds) and bank loans (through the Term Loan) is illustrated below:

Illustration 16: Overview of split between bonds and bank loan as of 31 December 2023



Source: Company information

11.9.3 Main terms and conditions of the Group's financing agreements

Below is a description of the main terms and conditions of the Group's material borrowings, including financial covenants. All the financing agreements are senior secured. The Group has negotiated revised terms for some of the financing arrangements which are further described in Section 11.9.4 "IPO refinancing".

11.9.3.1 Bond Loan 1

Bond Loan 1 is issued by Public Property Sub-Holding 1 AS and matures in full on 23 September 2024.

Bond Loan 1 is secured by first priority pledges over the shares in Public Property Sub-Holding 1 AS and in each relevant property owning company, property mortgages, assignments of monetary claims in respect of bank accounts, trade receivables assignments (Nw.: *factoringpant*) and assignments of intercompany loan claims. The security agent is listed as co-insured in the insurance policies.

Interest is paid quarterly on 22 March, 22 June, 22 September and 22 December each year.

Pursuant to the bond agreement, a change of control event will be triggered if, without obtaining pre-approval from the bondholders, any person or group of persons acting in concert (other than the shareholders at the issue date of the bonds) gains control (directly or indirectly) of more than 50% of the share capital or the voting rights in Public Property Holding AS or Public Property Sub-Holding 1 AS, giving the bondholders a right to require mandatory prepayment of all outstanding bonds at a price of 101% of the nominal amount. The issuer is also required to prepay the bonds in case of a total loss event or a sale of all the properties.

Bond Loan 1 contains a customary cross default provision which will be triggered by relevant defaults by Public Property Sub-Holding 1 AS or its subsidiaries in respect of debt obligations exceeding the higher of NOK 10 million and 1 per cent. of the issuers book equity.

Bond Loan 1 contains customary restrictions, e.g. on acquiring additional debt, providing security or loans.

Public Property Sub-Holding 1 AS is not permitted to pay any dividends if the loan-to-value ratio exceeds 70%, where the "loan to value" means the net debt of Public Property Sub-Holding 1 AS and its subsidiaries to the market value of the properties owned by Public Property Sub-Holding 1 AS and its subsidiaries.

Further, the bond agreement contains a loan-to-value covenant which will be triggered if the loan-to-value ratio exceeds 75%. If a covenant breach occurs, the bondholders may demand additional collateral or repayment of the bonds in part to repair the breach. A three months remedy period applies. The issuer has to maintain positive equity. As of the date of this Prospectus, Public Property Sub-Holding 1 AS is not in breach of the loan-to-value covenant, nor is there any substantial risk that a breach may occur. Public Property Sub-Holding 1 AS loan-to-value ratio was as of 31 December 2023 approximately 73.1%. The reduction of the issue amount for Bond Loan 1 with NOK 350,000,000 in September 2024 (as contemplated by the Revised Financing Terms as described in Section 11.9.4.2 "Revised terms for Bond Loan 1" below) will revise Public Property Sub-Holding 1 AS' loan-to-value ratio downwards. The Group deems Public Property Sub-Holding 1 AS to have sufficient cash at hand to repair a breach of the loan-to-value covenant in the period from the date of this Prospectus until the reduction of the issue amount in September 2024 (within what is reasonably likely) should a breach of the loan-to-value covenant occur (e.g. due to changes in the property values).

11.9.3.2 Bond Loan 2

Bond Loan 2 is issued by Public Property Sub-Holding 4 AS and matures in full on 23 September 2024.

Bond Loan 2 is secured by first priority pledges over the shares in Public Property Sub-Holding 4 AS and in each relevant property owning company, property mortgages, assignments of monetary claims in respect of bank accounts, trade receivables assignments (*Nw.: factoringpant*) and assignments of intercompany loan claims. The security agent is listed as co-insured in the insurance policies.

Interest is paid quarterly on 22 March, 22 June, 22 September and 22 December each year.

Pursuant to the bond agreement, a change of control event will be triggered if, without obtaining pre-approval from the bondholders, any person or group of persons acting in concert (other than the shareholders at the issue date of the bonds) gains control (directly or indirectly) of more than 50% of the share capital or the voting rights in Public Property Holding AS or Public Property Sub-Holding 4 AS, giving the bondholders a right to require mandatory prepayment of all outstanding bonds at a price of 101% of the nominal amount. The issuer is also required to prepay the bonds in case of a total loss event or a sale of any properties.

Bond Loan 2 contains a customary cross default provision which will be triggered by relevant defaults by Public Property Sub-Holding 4 AS or its subsidiaries in respect of debt obligations exceeding the higher of NOK 10 million and 1 per cent. of the issuers book equity.

The bond agreement contains a call option, providing the issuer with the option to prepay the bonds in full at a specified call price from and including 16 December 2023.

Bond Loan 2 contains customary restrictions, e.g. on acquiring additional debt, providing security or loans.

Public Property Sub-Holding 4 AS is not permitted to pay any dividends if the loan-to-value exceeds 70%, where the "loan to value" means the nominal amount of the outstanding bonds to the market value of the properties owned by Public Property Sub-Holding 4 AS and its subsidiaries.

Further, the bond agreement contains a loan-to-value covenant which will be triggered if the loan-to-value ratio exceeds 75%. If a covenant breach occurs, the bondholders may demand additional collateral or repayment of the bonds in part to repair the breach. A two months remedy period applies. The issuer has to maintain positive equity. As of the date of this Prospectus, Public Property Sub-Holding 4 AS is not in breach of the loan-to-value covenant, nor is there any substantial risk that a breach may occur. Public Property Sub-Holding 4 AS loan-to-value ratio was as of 31 December 2023 approximately 74.1%. The reduction of the issue amount for Bond Loan 2 with NOK 314,000,000 in September 2024 (as contemplated by the Revised Financing Terms as described in Section 11.9.4.3 "Revised terms for Bond Loan 2" below) will revise Public Property Sub-Holding 4 AS' loan-to-value ratio downwards. The Group deems Public Property Sub-Holding 4 AS to have sufficient cash at hand to repair a breach of the loan-to-value covenant in the period from the date of this Prospectus until the reduction of the issue amount in September 2024 (within what is reasonably likely) should a breach of the loan-to-value covenant occur (e.g. due to changes in the property values).

The bond trustee has the right to adjust the interest rate of the bonds following a decision of the bondholders' meeting once per year. The new interest rate shall be determined based on either altered market conditions for comparable bonds, or a change in the issuer's creditworthiness (or a combination of these two circumstances). If a new interest rate is set, the issuer will have the right to redeem the bonds in full at a price of 100 % of the nominal amount.

11.9.3.3 Bond Loan 3

Bond Loan 3 is issued by HGF Invest AS and matures in full on 1 September 2025.

Bond Loan 3 is secured by first priority share pledges over the shares in the property owning companies as well as property mortgages. The security agent is listed as co-insured in the insurance policies.

Interest is paid on 1 September each year.

Bond Loan 3 contains a customary cross default provision which will be triggered by relevant defaults by HGF Invest AS or its subsidiaries in respect of debt obligations exceeding NOK 10 million.

HGF Invest AS is not permitted to pay any dividends if the loan-to-value exceeds 65%, where "loan to value" means the amount of all financial indebtedness of HGF Invest AS and its subsidiaries to the market value of the properties owned by HGF Invest AS and its subsidiaries.

Further, the bond agreement contains a loan-to-value covenant which will be triggered if the loan-to-value ratio exceeds 75%. If a covenant breach occurs, the issuer shall either provide additional security or repay other financial indebtedness to cure the breach. If the breach is not cured, each bondholders has a put option to offer its bonds to the issuer at a price of 100% of par plus accrued interest for all its bonds. If the amount of bonds offered exceeds the aggregate amount of bonds necessary to cure the loan-to-value breach, a pro rata allocation shall be carried out.

11.9.3.4 Term Loan

The Term Loan for Offentlig Eiendom AS matures on 27 June 2025, but may, subject to acceptance by the lenders and an extension fee, be extended by a further year. Instalments are paid semi-annually with an amount which on a yearly basis will reduce the outstanding aggregate loans at specified repayment percentage rates, where the applicable repayment percentage rate will depend on the loan-to-value ratio and on whether an amortisation event (i.e. that the contract with the Norwegian Ministry of Education and Research, as tenant, and Oslo Metropolitan University, as user, regarding Kunnskapsveien 55 has not been renewed or replaced) or a WAULT event (i.e. breach of the WAULT covenant (as described below)) has occurred. No instalments will need to be paid if the loan-to-value ratio is below 50% and a WAULT event has not occurred.

The Term Loan is secured by guarantees, first priority share pledges over the shares in Offentlig Eiendom AS, the shares owned by Offentlig Eiendom AS and the shares owned by each guarantor (other than Public Property Invest AS), property mortgages and assignments of intercompany loan claims.

Interest is paid quarterly on 30 March, 30 June, 30 September and 30 December each year.

The Term Loan is subject to a change of control clause triggered *inter alia* in the events of:

- Samhällsbyggnadsbolaget i Norden AB (publ), directly or indirectly, (i) ceasing to own and control more than 25% of the Shares and votes in the Company, (ii) owning and controlling more than 49.99% of the Shares and votes in the Company, (iii) ceasing to have the right to appoint at least two (2) out of five (5) of the members of the Board of Directors, (iv) appoints or is otherwise represented by (a) more than two (2) out of five (5) of the members of the Board of Directors or (b) the chairperson of the Board of Directors; and

- Any person or group of persons acting in concert (other than Samhällsbyggnadsbolaget i Norden AB (publ)) controlling (directly or indirectly) more than 33.3% of the share capital or the voting rights in the Company.

- The Company ceases to control 100% of the shares and voting rights in Offentlig Eiendom AS or ceases to control the majority of the board of directors in Offentlig Eiendom AS.

Upon the occurrence of a change of control event, the total commitments will be cancelled and the outstanding amounts will become immediately due and payable. The Term Loan also contains provisions in respect of mandatory prepayment upon disposals and receipt of insurance proceeds. The Revised Financing Terms (as defined and explained in Section 11.9.4 "IPO refinancing", includes the lenders under the Term Loan waiving any breach of the change of control clause in connection with the Listing and the amendment of the change of control clause following the Listing (see Section 11.9.4 "IPO refinancing").

The Term Loan contains a cross default provision which will be triggered by relevant defaults by Public Property Invest AS or its subsidiaries in respect of debt obligations equal to or exceeding NOK 3 million.

Offentlig Eiendom AS is not permitted not pay any dividends if an event of default is continuing or will occur as a result of the dividend payment.

The Term Loan contains customary restrictions, e.g. on acquiring additional debt, providing security or loans.

The Term Loan contains the following covenants (for the avoidance of doubt, all covenants are defined in, and has the meaning ascribed to such terms, in the Term Loan facility agreement):

- Group interest cover ratio (the ratio of EBITDA of Public Property Invest AS and its subsidiaries to the net finance charges of Public Property Invest AS and its subsidiaries): Not less than 1.40.

- Company group interest cover ratio (the ratio of EBITDA of Public Property Sub-Holding 2 AS and Offentlig Eiendom AS and its subsidiaries to the net finance charges of (collectively) Public Property Sub-Holding 2 AS and Offentlig Eiendom AS and its subsidiaries): Not less than 1.40.

- Group equity ratio (total equity to total assets): Minimum 30%.

- Loan-to-value (the proportion which the aggregate of amount of all outstanding loans under the facility bears to the aggregate property value of all the properties): Not to exceed 67.5%.

- WAULT (weighted annual unexpired lease term of the properties): Minimum 4 years.

An equity cure is available, i.e. a right to cure breaches of the group interest cover ratio, the company group interest cover ratio, the group equity ratio and the loan-to-value by new equity injections, subject to applicable conditions and time limits.

The Group has entered into swap agreements to reduce the exposure against floating interest rates under the Term Loan, and as of 31 December 2023, 50% of the outstanding amount under the Term Loan was hedged through swap agreements. Please see Section 11.10 "Financial risk and management" for further information regarding the swap agreements.

11.9.4 IPO refinancing

As described below, the Group has negotiated revised terms for the Term Loan, the Bond Loan 1 and the Bond Loan 2 (jointly, the "**Revised Financing Terms**"). The Revised Financing Terms taking effect are, for all the financing arrangements except Bond Loan 2, contingent on a successful completion of the Offering and the Company raising at least NOK 1,000,000,000 in net proceeds, and the Listing and such other conditions described below.

11.9.4.1 Revised terms for the Term Loan

The Group has entered into an amendment agreement dated 5 April 2024 and negotiated revised terms for the Term Loan, including but not limited to:

- Extension of the termination date of Tranche A to 30 June 2026;

- Extension of the termination date of Tranche B and Tranche C to 30 June 2027;

- Increase of the base margin to 2.10% in respect of Tranche A, 2.35% in respect of Tranche B and 2.275% in respect of Tranche C;

- Adjustment of the total commitments to NOK 3,300,000,000, of which Tranche A will constitute NOK 1,000,000,000, Tranche B NOK 485,100,000 and Tranche C 1,814,900,000);

- Amendment of the change of control clause such that the Term Loan will be subject to a change of control and de-listing clause triggered inter alia in the events of (a) any other party than Samhällsbyggnadsbolaget i Norden AB (publ), directly or indirectly, owning more than 33% of the Shares and votes in the Company, (b) Samhällsbyggnadsbolaget i Norden AB (publ), directly or indirectly owning more than 49.99% of the Shares and votes in the Company, (c) a delisting of the Company from the Oslo Stock Exchange, (d) more than two out of five persons (or more than 40%) appointed by or related to Samhällsbyggnadsbolaget i Norden AB (publ) serving on the Board of Directors, or a person appointed by or related to Samhällsbyggnadsbolaget i Norden AB (publ) being the chairperson of the Board of Directors, or (e) the Company ceasing to control 100% of the shares and voting rights in Offentlig Eiendom AS or ceases to control the majority of the board of directors in Offentlig Eiendom AS.

- Loan-to-value (the proportion which the aggregate of amount of all outstanding loans under the facility bears to the aggregate property value of all the properties): Not to exceed 65%.

- Removal of the amortisation event regulation (i.e. consequences of failure to renew or replace the contract with the Norwegian Ministry of Education and Research, as tenant, and Oslo Metropolitan University, as user, regarding Kunnskapsveien 55), as such renewal is a condition for the amendments to take effect; and
- An increase in the percentage of the loan amount to be paid in instalments if a WAULT event has occurred and the loan-to-value is below 50%.

The SBB Transaction is consented to subject to, inter alia, provision of certain security and that the five property owning companies (acquired under the SBB Transaction) accedes to the loan agreement as guarantors and provide security (the "**Additional Guarantors**"). The SBB Indebtedness is permitted, provided that the SBB Indebtedness is repaid within ten business days after the amendment has taken place and in no event later than 30 April 2024.

Tranche A shall be prepaid by an amount so that the aggregate amount of Tranche A equals NOK 1,000,000,000 following the effective date of the amendments. Tranche C shall be increased so that the aggregate amount of Tranche C equals NOK 1,814,900,000. I.e. Tranche A will be partly repaid and cancelled in an amount of NOK 1,158,695,000, while Tranche C will be increased by NOK 1,202,400,000, which will partly be applied towards the Tranche A Repayment.

In addition to a successful completion of the Offering and the Company raising at least NOK 1,000,000,000 in net proceeds and the Listing which are applied to repay parts of the Group's debt, the revised terms for the Term Loan taking effect are subject to, inter alia, the following conditions:

- Evidence that Bond Loan 1 and Bond Loan 2 are extended or will be extended to 1 September 2026 at the earliest.
- Renewal of the contract with the Norwegian Ministry of Education and Research, as tenant, and Oslo Metropolitan University, as user, regarding Kunnskapsveien 55 to a termination date no earlier than 31 December 2029; and
- Evidence that any existing debt owed by, or any security or guarantees provided by, the Additional Guarantors, will be repaid, cancelled or released within ten business days after the completion of the Listing.

If the conditions are not satisfied on or before 30 April 2024, the amendments will not take effect. As of the date of the Prospectus extensions of Bond Loan 1 and Bond Loan 2 are successfully negotiated by the Company (as described below in Section 11.9.4.2 and 11.9.4.3) and the contract with the Norwegian Ministry of Education and Research, as tenant, and Oslo Metropolitan University, as user, regarding Kunnskapsveien 55 has been renewed to 31 December 2029 as described in Section 8.5.4.

11.9.4.2 Revised terms for Bond Loan 1

The Group has negotiated the following revised terms for Bond Loan 1 with the bondholders in Bond Loan 1 pursuant to an amendment agreement dated 21 February 2024, which will be effective from and including 23 September 2024, subject to successful completion of the IPO and the Listing, and the bond trustee having received certain documentation in form and content satisfactory to the bond trustee:

- The maturity date is extended to 23 March 2027;
- The issue amount is reduced to NOK 750,000,000, i.e. the issuer is required to redeem outstanding bonds in an amount of NOK 350,000,000;
- The interest rate provision is amended so that the interest rate is 3,00% p.a. until 23 September 2024, and thereafter 6.51% p.a.;
- Interest shall be paid quarterly on 23 March, 23 June, 23 September and 23 December each year; and
- A call option is included in the bond terms.

The issuer will, at latest at the amendment effective date, pay fees to the bondholders in a total amount of 0.60% of the issue amount of the outstanding bonds at the amendment effective date for the amendment of Bond Loan 1.

11.9.4.3 Revised terms for Bond Loan 2

The Group has negotiated the following revised terms for Bond Loan 2 with the bondholders in Bond Loan 2 pursuant to an amendment agreement dated 21 February 2024, which will be effective from and including 23 September 2024, subject to the bond trustee having received certain documentation in form and content satisfactory to the bond trustee:

- The maturity date is extended to 23 March 2028;
- The issue amount is reduced to NOK 648,000,000, i.e. the issuer is required to redeem outstanding bonds in an amount of NOK 314,000,000;
- The interest rate provision is amended so that the interest rate is 3,467% p.a. until 23 September 2024, and thereafter a new interest rate shall apply, as determined by the manager in consultation with the issuer and the bond trustee on 13 September 2024, based on 3.5 year quarterly swap rate plus a margin of 2.50%, subject to any adjustments the bondholders may make to the interest rate as per clause 4.6.1 (*Determination of the interest rate*) in the bond terms, where the new interest rate is documented in a side letter signed by the issuer and the bond trustee;
- Interest shall be paid quarterly on 23 March, 23 June, 23 September and 23 December each year; and
- The call option and call price are amended so that the call option may be exercised from 2 years following the amendment effective date, while the call price shall be calculated on the basis of the new interest rate.

The issuer will, at latest at the amendment effective date, pay fees to the bondholders in a total amount of 1% of the issue amount of the outstanding bonds at the amendment effective date for the amendment of Bond Loan 2.

11.9.5 Debt repayment and borrowing requirements

Further, the Group's maturity profile of its main interest bearing debt which consist of the Bonds and the Term Loan (please refer to Section 9.3 "Net financial indebtedness"), on an undiscounted basis and in nominal amounts is as follows (assuming completion of the Listing, the Offering and the Revised Financing Terms becoming effective):

In NOK million	**Instalments and interest profile**					
	2024	**2025**	**2026**	**2027**	**2028**	**Total**
Instalments Bonds	664	211	-	750	648	2,273
Bond Loan 1	*350*	-	-	*750*	-	*1,100*
Bond Loan 2	*314*	-	-	-	*648*	*962*
Bond Loan 3	-	*211*	-	-	-	*211*
Instalments Term Loan	-	-	1,000	2,300	-	3,300
Total instalments	**664**	**211**	**1,000**	**3,050**	**648**	**5,573**
Calculated interest profile(1).....................	298	291	247	117	10	953
Total instalments and interest	**962**	**502**	**1,247**	**3,167**	**658**	**6,526**

1 Excludes the effect of interest derivatives.

The calculated interest profile comprises the total interest payments due under the Revised Financing Terms. The interest will be covered by cash flow generated from operating activities.

11.9.6 Off-balance sheet arrangements

Other than (i) the termination fee equal to 0.6% of the value of the Group's property portfolio to be paid to Arctic described in Section 8.7 "Business management and termination fee", and (ii) the purchase price adjustment in the share purchase agreement between Offentlig Eiendom AS and SBB Samfunnsbygg AS, as further described below, the Group does not have any off-balance sheet arrangements as of the date of this Prospectus.

Pursuant to the share purchase agreement between Offentlig Eiendom AS as purchaser and SBB Samfunnsbygg AS as seller of the shares in Kunnskapsveien 55 AS, SBB Samfunnsbygg AS was entitled to an additional purchase price if an extension of the lease agreement with the Norwegian Ministry of Education and Research (OsloMet as user) for the property in Kunnskapsveien 55 was agreed and certain other conditions relating to the use of the property, the extension being a result of the prolongation negotiations initiated by SBB Samfunnsbygg AS and the terms of the extension being met. The conditions for the additional purchase price was fulfilled, and the seller was entitled to an additional consideration of approximately NOK 72 million. SBB Samfunnsbygg AS and the Group has agreed that the additional consideration shall be settled in the form of newly issued shares in the Company. On 12 April 2024, the extraordinary general meeting of the Company resolved the issuance of 1,804,189 new Shares to SBB Samfunnsbygg AS at a subscription price of approximately NOK 39.89 per share as settlement for the additional purchase for the extension of the lease agreement with the Norwegian Ministry of Education and Research (OsloMet as user) for the property in Kunnskapsveien 55.

11.10 Financial risk and management

Please see note 4 of the 2023 Financial Statements for an overview of the Group's financial risk, i.e. currency risk, interest rate risk, price risk and liquidity risk and the Board of Directors' report starting on page 38 of the 2023 Financial Statements.

As described in note 14 of the 2023 Financial Statements the Group has entered into swap agreements to reduce the exposure against floating interest rates as, described in Section 11.9.3.4 "Term Loan". The table below includes an overview of the Group's swap agreements as of 31 December 2023.

Amounts in millions	**NOK amount[1]**	**Maturity date**	**Fixed interest**
Interest rate swap	239	30.06.2026	1.34%
Interest rate swap	100	27.03.2025	1.03%
Interest rate swap	150	18.04.2028	1.65%
Interest rate CAP	57	15.04.2024	2.75%
Interest rate swap	388	30.06.2025	3.46%
Interest rate swap	388	30.06.2025	3.39%
Interest rate swap	153	30.06.2028	3.93%
Interest rate swap	153	30.06.2028	3.98%
Total	**1 628**		

1 Subject to rounding.

11.11 Significant change

Except for the SBB Transaction as described in Section 8.6 "The SBB Transaction" and the IPO Refinancing as described in Section 11.9.4 "IPO refinancing" (both subject to the Offering and the Listing), and the Offering as described in Section 17 "The terms of the Offering", there has been no significant changes in the financial or trading position of the Group since 31 December 2023.

12 BOARD OF DIRECTORS, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

12.1 Introduction

The general meeting is the highest decision-making authority of the Company. All shareholders of the Company are entitled to attend and vote at general meetings of the Company and to table draft resolutions for items to be included on the agenda for a general meeting.

The overall management of the Company is vested with the Board of Directors and the Management. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Company's business ensuring proper organization, preparing plans and budgets for its activities ensuring that the Company's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The Board of Directors has established three committees: an investment committee, an audit committee and a remuneration committee. In addition, a separate nomination committee has been established by the general meeting. The members of the nomination committee will be elected at the first annual general meeting of the Company following the Listing. These committees have been established in accordance with the Corporate Governance Code (as defined below), and comply with applicable laws and regulations for such committees. See Sections 12.10 to 12.13 below for more information on these committees.

The Management is responsible for the day-to-day management of the Company's operations in accordance with Norwegian law and instructions set out by the Board of Directors. Among other responsibilities, the Company's chief executive officer (the "**CEO**"), is responsible for keeping the Company's accounts in accordance with existing Norwegian legislation and regulations and for managing the Company's assets in a responsible manner. In addition, the CEO must, according to Norwegian law, brief the Board of Directors about the Company's activities, financial position and operating results once a month as a minimum.

12.2 The Board of Directors

12.2.1 Overview

The Articles of Association provide that the Board of Directors shall consist of between three and nine board members, as elected by the Company's shareholders. The current Board of Directors consists of five board members. The Company will have a new board of directors from the Listing (the "**IPO Board Members**"). The names and term of office of the current Board of Directors as of the date of this Prospectus and the IPO Board Members are set out below.

Pursuant to the Norwegian Code of Practice for Corporate Governance, last updated 14 October 2021 (the "**Corporate Governance Code**"), (i) the majority of the shareholder-elected members of the board of directors should be independent of the company's executive management and material business contacts, (ii) at least two of the shareholder-elected board members should be independent of the company's main shareholders (being shareholders holding more than 10% of the shares in the company), and (iii) no member of the company's management should be on the board of directors.

All the IPO Board Members are independent from the Company's executive management. With the exemption of Sven-Olof Johansson, all the IPO Board Members are further independent of the Company's material business contacts and the Company's major shareholders.

The Group's corporate headquarters, located at Tordenskiolds gate 8-10, 0161 Oslo, Norway, serves as business address for the members of the Board of Directors in relation to their directorship in the Company.

12.2.2 Composition of the current Board of Directors

The names and positions of the current Board of Directors are set out in the table below:

Name	Position	Served Since	Term expires
Kenneth Bern	Chairperson	2021	2026
Silje Cathrine Hauland	Board Member	2021	2026

Name	Position	Served Since	Term expires
Gerd Ylva Göransson	Board member	2021	As of the first day of trading of the Shares on the Oslo Stock Exchange
Arnt Rolf Hillestad	Board member	2021	As of the first day of trading of the Shares on the Oslo Stock Exchange
Ilija Batljan	Board member	2024	As of the first day of trading of the Shares on the Oslo Stock Exchange

Kenneth Bern and Silje Cathrine Hauland will continue as IPO Board Members, see Section 12.2.5 "Composition of the IPO Board Members".

12.2.3 Brief biographies of the current Board Members

Kenneth Bern, Chairperson

Kenneth Bern is the owner and CEO of Telecom AS, and founder and investor in NutraQ and Nq Active AS. He has more than 30 years of experience within commercial real estate, and has had various roles in Norsk Hydro, including Head of Performance and Planning. Bern holds an MBA from IESE Business School. He is a Norwegian citizen, currently residing in Switzerland.

Current directorships and senior management positions	Telecom AS (chairperson and CEO), Immunocorp Consumer Health AS (board member and CEO), Hete Invest AS (chairperson), NQ Active AS (chairperson and CEO), Okay AS (board member), Evolys AS (board member), Gullsport AS (chairperson), Sudrheim Aviation Group AS (board member), Martin Linges vei 33 AS (board member), ML 33 Holding AS (board member), ML 33 Invest AS (board member), Roxee Sport AS (chairperson), Sportspro AS (chairperson), Godeland Boligutvikling AS (chairperson), Avinxt AS (board member), New Normal Group AS (board member), Carwash Invest AS (board member), MSG Cleaning Systems AS (chairperson), Grimstad Logistikkbygg AS (chairperson), Teleheim AS (chairperson), MSG Bilvask Seljord AS (chairperson), Gaitline AS (board member), Greenaltech S.L. (chairperson), GAT Biosciences S.L.U (board member), AdvanSyn BIO S.L. (board member), Algalif EHF (board member), Algalif Holding EHF (board member).
Previous directorships and senior management positions last five years.............	Aurela AS (CEO), Mark AS (board member), Protectoria Venture AS (board member), Campus Hamar Invest II AS (chairperson), Bio Invest AS (chairperson), NutraQ 3 AS, (board member), NutraQ 2 AS (board member), Sana Pharma Medical AS (board member), Sana Pharma Norge AS (chairperson), Sana Pharma Management AS (board member), Sana Pharma Holding AS (chairperson), Quantum 1 AS (board member), Quantum 2.2 AS (board member), Gilehusveien 1 AS (board member), Teleheim AS (board member), Campus Hamar Invest I AS (chairperson), Lier Logistikkinvest I AS (board member), QBEV Logistics AS (board member), Norwegian Beer Holding AS (board member), Skiglider AS (chairperson).

Silje Cathrine Hauland, Board member

Silje Hauland is currently the CEO of Chrisanic AS. She has previous experience as CFO of Nessco Holding AS, and finance manager for Norway and Denmark at Chevron. Hauland holds an MBA from BI Norwegian Business School. She is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	Marstrandgata 9 AS (chairperson), Gatekeeper AS (chairperson), Chrisanic II AS (CEO), Sameiet Prof Birkelandsvei 24 A-D (board

	member), Forskningsveien Holding AS (board member), Merkur Bygginvest AS (board member), Elevrum Eiendomsinvest AS (board member), Billingstadsletta Kombibygg AS (board member).
Previous directorships and senior management positions last five years.............	-

Gerd Ylva Göransson, Board member

Gerd Ylva Göransson has vast experience from the real estate sector from companies such as SBB Samfunnsbygg AS, Peritus Entreprenør AS, Union Eiendomskapital and ICA Eiendom Norge AS. Göransson holds a Master of Business Administration from Lund University. She is a Swedish citizen, currently residing in Norway.

Current directorships and senior management positions	Several real estate companies within the SBB Group (chairperson/board member).
Previous directorships and senior management positions last five years.............	Public Property Invest ASA (board member), SBB Samfunnsbygg AS (CFO), Offentlig Eiendom AS (board member).

Arnt Rolf Hillestad, Board member

Arnt Rolf Hillestad has several years of experience as owner and CEO of the retail chain "Rafens". Hillestad holds an MBA from BI Business School. He is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	Maso Holding AS (Chairman), Bjørum AS (board member), Goebel AS (board member), Fyrstikkaleen 3 AS (board member), Helsfyr Kontorholding II AS (board member), Helsfyr Kontorinvest II AS (board member).
Previous directorships and senior management positions last five years.............	-

Ilija Batljan, Board member

Ilija Batljan is the founder and a member of the board of directors of Samhällsbyggnadsbolaget i Norden AB (publ) and has served as the CEO, chairperson and board member in over 1,000 companies within the SBB Group. Prior to founding Samhällsbyggnadsbolaget i Norden AB (publ) in 2016, Batljan among others, served as the Vice Chair for Stockholm Regional Council and as vice CEO of Rikshem AB. He holds a PhD in Demography and Planning for elderly care and a bachelor in economics from Stockholm University. He is a Swedish citizen, currently residing in Sweden.

Current directorships and senior management positions	Samhällsbyggnadsbolaget i Norden AB (publ) (board member)[1], Offentliga Hus i Norden AB (publ) (CEO), Hemfosa Fastigheter AB (CEO), SBB i Norden AB (CEO), Ilija Batljan Invest AB (publ) (CEO), Cryptzone Group AB (board member), Emergy Holding AB (board member), SBB Håpan Bostad AB (board member), Health Runner AB (chairperson).
Previous directorships and senior management positions last five years.............	SBB Samfunnsbygg AS (chairperson), Offentliga Hus i Norden AB (publ) (chairperson), Hemfosa Fastigheter AB (chairperson), Samhällsbyggnadsbolaget i Norden AB (publ) (chairperson), Ilija Batljan Invest AB (publ) (chairperson), Emergy Holding AB (chairperson).

1 Including current and non-active managerial positions and directorships in several subsidiaries of Samhällsbyggnadsbolaget i Norden AB (publ).

12.2.4 Shares held by the current Board Members

Name	Position	No. of shares	No. of options
Kenneth Bern	Board Member	3,274,320[1]	-
Silje Cathrine Hauland..................	Board Member	19,300	-
Gerd Ylva Göransson	Board Member	-	-
Arnt Rolf Hillestad	Board Member	411,760[3]	-

Ilia Batljan[4]	Board Member	-	-

1 Kenneth Bern holds his shares through his wholly-owned company Telecom AS.

2 Silje Cathrine Hauland holds her shares through Gatekeeper AS, a company wholly owned by her and affiliated persons.

3 Arnt Rolf Hillestad holds his shares through his wholly-owned company Maso Holding AS.

4 Ilija Batljan has an aggregate ownership interest of approximately 8.3%, and controls approximately 31.6% of the votes in Samhällsbyggnadsbolaget i Norden AB (publ). Samhällsbyggnadsbolaget i Norden AB (publ) is the ultimate shareholder of SBB Samfunnsbygg AS, the Company's largest shareholder.

12.2.5 Composition of the IPO Board Members

On 12 April 2024, the extraordinary general meeting of the Company elected the following persons to the Board of Directors with effect from the first day of trading of the Shares on the Oslo Stock Exchange. The IPO Board Members will, if the Listing is completed, replace the current Board of Directors with effect from the first day of trading of the Shares on the Oslo Stock Exchange.

Name	Position	Served since/Will serve from	Term expires
Martin Mæland	Chairperson	The first day of trading of the Shares on the Oslo Stock Exchange	2026
Sven-Olof Johansson..	Board member	The first day of trading of the Shares on the Oslo Stock Exchange	2026
Kenneth Bern	Board Member	2021	2026
Silje Cathrine Hauland...	Board Member	2021	2026
Siv Jensen	Board Member	The first day of trading of the Shares on the Oslo Stock Exchange	2026

12.2.6 Brief biographies of the IPO Board Members

Set out below are brief biographies of the IPO Board Members. The biographies include each IPO Board Member's relevant management expertise and experience, an indication of any significant principal activities performed by such member outside the Company and names of companies and partnerships where the member is or has been a member of the administrative management or supervisory bodies or partner in the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Martin Mæland, Chairperson

Martin Mæland has 32 years of experience as CEO of OBOS, and currently serves as chairperson or board member at inter alia Consto, BaneNor Eiendom, and Arctic Securities. Mæland holds degrees in mathematics, computer science and economics from the University of Oslo. He is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	Brimar Eiendom AS (chairperson), Brimas AS (chairperson), Strandveien 1 AS (chairperson), Strandveien Utvikling AS (chairperson), Consto Holding AS (chairperson), Consto AS (chairperson), Fjellhamar Bruk AS (chairperson), Gjettumgrenda AS (chairperson), Gjettumgrenda KS (chairperson), Foreningen for Nordre Skøyen Hovedgård (chairperson), Bane Nor Eiendom AS (board member), Arctic Securities AS (board member), Høvik Stasjonsby AS (board member), Høvik Stasjonsby KS (board member), Snoveien 17-19 AS (board member), Sameiet Grønlibakken 13-15 (board member), Fornebu Strandsone AS (deputy board member), Fornebu Sentrum Utvikling AS (deputy board member), Fornebu Sentrum AS (deputy board member).
Previous directorships and senior management positions last five years.............	B&H Holding AS (chairperson), Ticon AS (board member), Eidos AS (board member), Arctic Real Estate Development AS (board member), JV Tangen AS (board member).

Sven-Olof Johansson, Board member

Sven-Olof Johansson has been a board member of Samhällsbyggnadsbolaget i Norden AB since 2017. He is the founder and Managing Director of FastPartner AB (publ), Chairman of the Board and Managing Director of Compactor Fastigheter AB and Board member of Autoropa Aktiebolag and STC Interfinans AB. Johanson holds a master in political science from Stockholm University and Stockholm School of Economics. He is a Swedish citizen, currently residing in Sweden.

Current directorships and senior management positions	FastPartner AB (CEO and board member), Compactor Fastigheter AB (chairperson), Samhällsbyggnadsbolaget i Norden AB (publ) (board member), STC Interfinans AB (board member).
Previous directorships and senior management positions last five years.............	-

Kenneth Bern, Board member

See information in Section 12.2.3 "Brief biographies of the current Board Members" above.

Silje Cathrine Hauland, Board member

See information in Section 12.2.3 "Brief biographies of the current Board Members" above.

Siv Jensen, Board member

Siv Jensen is a prominent Norwegian politician and served as Minister of Finance from 2013 to 2020. Jensen served as a parliamentary politician for six terms, from 1997 until 2021, and was the party leader for the Progress Party (Nw: *Fremskrittspartiet*) from 2006 to 2021. Currently, Jensen serves among others as a political advisor to Flyte and as a senior advisor for Jordanes Investment AS. Jensen holds a BBA degree in economics from the Norwegian School of Economics (NHH). She is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	MeyerHaugen AS (chairperson), Ridderrennet (board member), Norboat AS (board member), Eier Boliger AS (board member).
Previous directorships and senior management positions last five years.............	Scandza AS (chairperson), Flyte (CEO), Patientsky AS (board member).

12.2.7 Shares held by the IPO Board Members

As of the date of this Prospectus, the IPO Board Members have the shareholdings in the Company as set out in the table below.

Name	Position	No. of shares	No. of options
Martin Mæland	Chairperson	-	-
Sven-Olof Johansson[1]	Board Member	-	-
Kenneth Bern	Board Member	3,274,320[2]	-
Silje Cathrine Hauland..................	Board Member	19,300[3]	-
Siv Jensen..	Board Member	-	-

1 *Sven-Olof Johansson has an aggregate ownership interest of approximately 3.3% in Samhällsbyggnadsbolaget i Norden AB, representing approximately 7.23% of the votes in the company. Samhällsbyggnadsbolaget i Norden AB is the ultimate shareholder of SBB Samfunnsbygg AS, the Company's largest shareholder.*

2 *Kenneth Bern holds his shares through his wholly-owned company Telecom AS.*

3 *Silje Cathrine Hauland holds her shares through Gatekeeper AS, a company wholly owned by her and affiliated persons.*

12.3 Management

12.3.1 Composition of the Company's Management

The Group's Management consists of three individuals. The names of the members of Management and their respective positions are presented in the table below.

Name	Position	Held position since
Morten Kjeldby	CEO	2021

Name	Position	Held position since
Gerd Ylva Göransson	CFO	2024
André Gaden	COO	2024

The Group's corporate headquarters, Tordenskiolds gate 8-10 , 0161 Oslo, Norway, serves as business address for all members of the Management in relation to their positions with the Company.

The Group has recently gone from one employee as of 31 December 2023, with AREM as business manager and Arctic as organizer, assisting the Company and the Company's employee with commercial and financial management related to the Group, including the properties and individual companies that are part of the Group, to the company handling such functions itself, with employees of the SBB Group's Norwegian operations, including Management, having been transferred to the Group, as further described in Section 12.7.2 "Employees transferred from SBB Samfunnsbygg AS".

12.3.2 Brief biographies of the members of Management

Set out below are brief biographies of the members of the Management. The biographies include the member of Management's relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and executive management positions in subsidiaries of the Company).

Morten Kjeldby, CEO

Morten Kjeldby has held the position as CEO of the Company since the Company was established in 2021. For the past 20 years, he has worked with commercial property as a strategic advisor for both tenants and landlords. Kjeldby has studied economics and marketing through the master's program at BI Business School. He is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	Dahl & Co Trading ANS (CEO).
Previous directorships and senior management positions last five years	Eiendomsmegler 1 Næringsmegling AS (CEO), Sameiet Dockside 2 (Chairperson).

Gerd Ylva Göransson, CFO

Gerd Ylva Göransson has held the position as CFO of the Company since 1 January 2024. She has vast experience from the real estate sector from companies such as SBB Samfunnsbygg AS, Peritus Entreprenør AS, Union Eiendomskapital and ICA Eiendom Norge AS. Göransson holds a Master of Business Administration from Lund University. She is a Swedish citizen, currently residing in Norway.

Current directorships and senior management positions	Several real estate companies within the SBB Group (chairperson/board member). Public Property Invest ASA (board member).
Previous directorships and senior management positions last five years	SBB Samfunnsbygg AS (CFO), Offentlig Eiendom AS (board member).

André Gaden, COO

André Gaden has held the position as COO since 1 January 2024. Prior to taking his current position, Gaden served as Property Director for Samhällsbyggnadsbolaget i Norden AB (publ) and Hemfosa Samfunnsbygg AS. Gaden has also served as Commercial Director for Citycon Oyj. Gaden holds an MBA from BI Business School. He is a Norwegian citizen, currently residing in Norway.

Current directorships and senior management positions	-
Previous directorships and senior management positions last five years	SBB Samfunnsbygg AS (Property Director), Citycon Oyj (Commercial Director).

12.3.3 Shares held by Management

As at the date of this Prospectus, no member of Management hold any shares in the Company.

12.3.4 New interim CEO with effect from the Listing

The Board of Directors have appointed Ilija Batljan as interim CEO with effect from the first day of trading of the Shares on the Oslo Stock Exchange. See further information about Ilija Batljan in Section 12.2.3 "Brief biographies of the current Board Members".

Ilija Batljan does not own any shares or options in the Company. However, Ilija Batljan has an aggregate ownership interest of approximately 8.3%, and controls approximately 31.6% of the votes in Samhällsbyggnadsbolaget i Norden AB. Samhällsbyggnadsbolaget i Norden AB is the ultimate shareholder of SBB Samfunnsbygg AS, the Company's largest shareholder.

The Board of Directors will appoint a new, permanent CEO independent from the SBB Group within six months from the Listing. This has been reflected in the Revised Financing Terms. Ilija Batljan will then be proposed elected as a Board Member.

12.4 Remuneration and benefits

12.4.1 Remuneration of the Board of Directors

Prior to 16 February 2024, the Board of Directors comprised Kenneth Bern (chairperson), Gerd Ylva Göransson (board member), Henrik Melder (board member), Arnt Rolf Hillestad (board member) and Silje Cathrine Hauland (board member). As remuneration for their directorship during the financial year 2023, the chairperson received NOK 200,000 and the other Board Members received NOK 110,000 each.

The members of the Board of Directors will receive remuneration going forward.

12.4.2 Remuneration of Management

Morten Kjeldby had a salary of NOK 1,533,000 and pension costs of NOK 76,000 in 2023. Further, Morten Kjeldby received an annual bonus of NOK 750,000 in synthetic shares. Please see Section 13.8 "Other financial instruments" for further details regarding these synthetic shares. As Gerd Ylva Göransson and André Gaden were employed in 2024, they did not receive any remuneration from the Group for the financial year 2023.

12.4.3 Transaction bonus

No person will be entitled to any transaction bonus in connection with the Listing. Morten Kjeldby is however entitled to a bonus calculated as an accrual of synthetic shares which are linked to the value of the Shares payable as a result of the Listing (see Section 13.8 "Other financial instruments" below).

12.4.4 Bonus scheme

As of the date of the Prospectus the Group has no bonus scheme for its employees, but intends to implement a bonus scheme for the Group's employees following the Listing.

12.5 Benefits upon termination

The Company's current CEO, Morten Kjeldby will leave the Company in connection with the Listing, and Ilija Batljan will take over as CEO (for an interim period) with effect from the first day of trading of the Shares on the Oslo Stock Exchange. Morten Kjeldby is entitled to 12 months' severance pay and 6 months' notice period (18 months in total). Ilija Batljan, as interim CEO with effect from the first day of trading of the Shares on the Oslo Stock Exchange, is entitled to two months' severance pay upon termination of his employment to be at disposition to the new permanent CEO.

No other member of the Board of Directors or Management is entitled to benefits upon termination of their position.

12.6 Loans and guarantees

The Company has not granted any loans, guarantees or made any other similar commitments to any of its Board Members or members of Management.

12.7 Employees

12.7.1 Development in the Group's full-time employee base

The table below shows the development in the Group's full-time employee base for the financial year ended 31 December 2023, 2022 and 2021:

As of 31 December 2023	As of 31 December 2022	As of 31 December 2021
1[1]	1[1]	1[1]

1 Morten Kjeldby, CEO until Listing.

During the financial years 2021, 2022 and 2023, AREM as business manager and Arctic as organiser have assisted the Company with commercial and financial management related to the Group, including the properties and individual companies that are part of the Group, and AREM has assisted the Company with the operation and management of the Group's property portfolio (see Section 8.7 "Business management and termination fee").

12.7.2 Employees transferred from SBB Samfunnsbygg AS

On 22 March 2024, the Company and SBB Samfunnsbygg AS entered into an asset transfer agreement for inter alia the transfer of 14 employees of SBB Samfunnsbygg AS to the Company, and the purchase of the shares in SBB Förvaltnings AS, and thereby the two employees of SBB Förvaltnings AS.

The transfer of the employees in SBB Samfunnsbygg AS is structured as an asset transfer and is carried out in accordance with the rules in Chapter 16 of the Norwegian Working Environment Act. The transfer of the two employees in SBB Förvaltnings AS is structured by way of share purchase, in the form that the Company will acquire all of the shares in SBB Förvaltnings AS and thereby the two employees of SBB Förvaltnings AS.

The completion of the transfer of the employees and the shares of SBB Förvaltnings AS is subject to, and will be completed upon (i) the board of directors of the Oslo Stock Exchange approving the Listing, and (ii) the board of directors of the Company resolving to complete the Offering following the Bookbuilding Period.

Through the abovementioned employee transfer process, the Group will assume the rights and obligations that the employees have as of today, and the employees will get the same rights and obligations against the Company and SBB Förvaltnings AS (as applicable) as they have today.

Consultation and information obligations under Chapter 16 of the Norwegian Working Environment Act has been complied with. Information regarding the transfer was sent to the employees of SBB Samfunnsbygg AS in March 2024, and the deadline for exercising the right to reservation expired on 8 April 2024. None of the employees exercised its right to reservation.

Pursuant to the abovementioned asset transfer agreement, the Company will also take over SBB Samfunnsbygg AS' contract position (with all attached rights and obligations) under a lease agreement between SBB Samfunnsbygg AS and Eiendomsspar AS for premises in Tordenskiolds gate 10, 0160 Oslo, Norway, dated 12 July 2019, and certain furniture, inventory and technical equipment owned by SBB Samfunnsbygg AS and placed at the premises in Tordenskiolds gate 10, 0160 Oslo, Norway. The premises in Tordenskiolds gate 10, 0160 Oslo, Norway will serve as the Company's new headquarters.

12.8 Pension and retirement benefits

No amounts have been set aside or accrued by the Group to provide for pension, retirement or similar benefits.

For more information regarding the Group's pension and retirement benefits, see note 7 to the 2023 Financial Statements, included in this Prospectus as Appendix B.

12.9 Investment committee

The Board of Directors has, subject to and with effect from the Listing, established an investment committee. The appointed members of the investment committee are Ilija Batljan (chairperson), Martin Mæland and Silje Cathrine Hauland.

The purpose of the investment committee is to ensure that investment opportunities falling within the Group's investment strategy, including strategic rationale, possible synergies, benefits and issues, are thoroughly assessed before an investment opportunity is presented to the board of directors. The committee may also, depending on the project's significance for the Group, be involved in development projects and establishment of new lease agreements on an ad-hoc basis.

The investment committee reports to the Board of Directors. When making a recommendation to the board of directors, any material interests that a member or its related parties have in a matter shall be made known to the board of directors.

12.10 Audit committee

The Board of Directors has, subject to and with effect from Listing, established an audit committee. The audit committee shall be composed of two Board Members who are appointed for a two-year term. The appointed members of the audit committee are Silje Cathrine Hauland (chairperson) and Siv Jensen (committee member), and the composition of the audit committee fulfils the required qualifications and competence in accounting and auditing under the Norwegian Public Limited Companies Act.

The primary purposes of the audit committee are to:

- assist the Board of Directors in discharging its duties relating to the safeguarding of assets, the operation of adequate system and internal controls, the control processes and the preparation of accurate financial reporting and statements in compliance with applicable legal requirements, corporate governance and accounting standards; and

- provide support to the Board of Directors on the risk profile and risk management of the Group.

The audit committee reports and makes recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

12.11 Nomination committee

According to the Articles of Association, the Company shall implement a nomination committee following the Listing. The committee will consist of two to three members elected by the general meeting of the Company. The nomination committee shall give recommendations for the shareholder-elected members of the Board of Directors, as well as make recommendations for remuneration of the Board Members. The members of the nomination committee are expected to be appointed at the first annual general meeting of the Company following the Listing.

12.12 Remuneration committee

The Board of Directors has, subject to and with effect from the Listing, established a remuneration committee composed of two Board Members. The members of the remuneration committee shall be appointed for a two-year term. The appointed members of the remuneration committee are Kenneth Frode Goovaerts Bern (chairperson), and Martin Mæland. The primary purpose of the remuneration committee is to assist the Board of Directors in matters relating to remuneration of the executive management of the Group, as well as reviewing recruitment policies, career planning and management development plans, and prepare matters relating to other material employment issue in respect of the executive management.

The remuneration committee shall report and make recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

12.13 Corporate governance

The Company has adopted and implemented a corporate governance policy, which will be effective from the date the listing application is sent to the Oslo Stock Exchange (i.e. on or about 16 April 2024). The corporate governance policy is based on, and to a large extent in compliance with, the Corporate Governance Code. The corporate governance policy has no deviations from the Corporate Governance Code.

Neither the Board of Directors nor the general meeting has adopted any resolutions which are deemed to have a material impact on the Group's corporate governance regime.

12.14 Conflict of interests, convictions for fraudulent offences, bankruptcy etc.

No Board Member or member of Management, except for Kenneth Bern who was a board member of Derute AS which filed for bankruptcy on 3 November 2023, has, or had, as applicable, during the last five years preceding the date of the Prospectus:

- any convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, member of the administrative body or supervisory body, director or senior manager of a company.

With regards to Kenneth Bern and Derute AS, no claims or accusations of wrongdoings have been made against Kenneth Bern as of the date of this Prospectus. The background for the insolvency proceedings in Derute AS, also included in the preliminary conclusion from the bankruptcy trustee, is the current challenging market conditions for sale of outdoor and action sports articles and lack of investors willing to provide financing to the company.

There are no actual or potential conflicts of interest between the Company and the private interests or other duties of any of the members of the Management and the Board of Directors other than the Group's interim Chief Executive Officer with effect from the first day of trading of the Shares on the Oslo Stock Exchange, Ilia Batljan, and member of the Board of Directors with effect from the first day of trading of the Shares on the Oslo Stock Exchange, Sven-Olof Johansson, which are both members of the board of directors of Samhällsbyggnadsbolaget i Norden AB, which is the ultimate owner of SBB Samfunnsbygg AS, the Company's largest shareholder. Further, SBB Samfunnsbygg AS is a customer of the Group, as described in Section 8.8 "Management of external properties".

13 CORPORATE INFORMATION AND DESCRIPTION OF THE SHARE CAPITAL

The following is a summary of certain corporate information and material information relating to the Shares and share capital of the Company and certain other shareholder matters, including summaries of certain provisions of the Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Articles of Association, included in Appendix A to this Prospectus, and applicable law.

13.1 Company corporate information

The Company's registered name is "Public Property Invest ASA", while its commercial name is "Public Property Invest". The Company is a public limited liability company organized and existing under the laws of Norway pursuant to the Norwegian Public Limited Companies Act. The Company's registered office is in the municipality of Oslo, Norway. The Company was incorporated 16 August 2018 as a private limited liability company. At the extraordinary general meeting held on 16 February 2024, the Company was resolved converted from a private limited liability company to a public limited liability company. This conversion entered into force on 5 April 2024, and at the same time the Company's name changed from " Public Property Invest AS" to "Public Property Invest ASA". The Company is registered in the Norwegian Register of Business Enterprises with registration number 921 563 108 and the Company's LEI code is 254900QSCB9T0W2KE886.

The existing Shares are, and the New Shares will be, governed by the Norwegian Public Limited Companies Act. The existing Shares are, and the New Shares will be, registered in book-entry form with the VPS under ISIN NO NO0013178616. The Company's register of shareholders in the VPS is administrated by Nordic Issuer Services AS, with registered business address at Billingstadsletta 13, 1396 Billingstad, Norway (being the VPS Registrar).

The Company's registered office is located at Tordenskiolds gate 10, 0161 Oslo, Norway and the Company's e-mail is post@publicproperty.no. The Company's main telephone number is +47 905 71 445. The Company's website can be found at https://publicproperty.no/. The content of the Company's website is not incorporated by reference into this Prospectus, nor does it in any other manner constitute a part of this Prospectus.

Pursuant to section 3 of the Articles of Association, the Company's objective is to own, acquire, dispose of, operate, develop and manage real estate and other related activities. The Company can also participate in and own shares or share certificates in other companies that conduct business as mentioned in the first sentence of this paragraph.

13.2 Legal structure

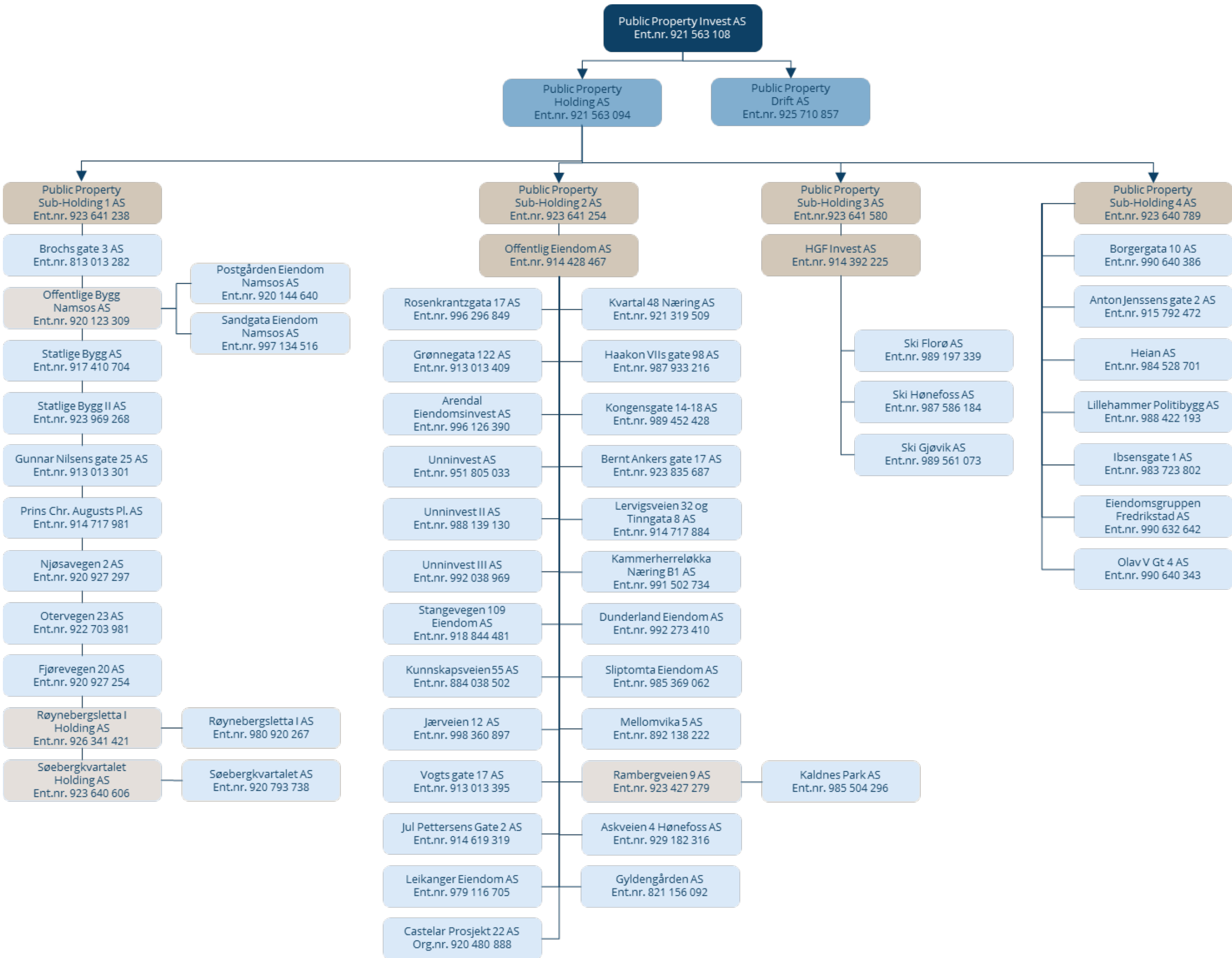
The table below sets out brief information about the Group, including country of incorporation, main activity carried out by such companies and the reporting segment they belong to.

The Company functions as the ultimate holding company of the Group. The Group's operations are mainly carried out through single purpose limited liability companies, where the activity of such company exclusively consists of the ownership and operation of a certain property or properties. Set out below is an overview of the Company's subsidiaries, including the principal activity carried out by each subsidiary. Below the table is a structure chart for the Group. The table and structure chart is as of the date of this Prospectus, and does not include the property owning companies contemplated acquired under the SBB Transaction as described in Section 8.6 "The SBB Transaction".

Company	Country of incorporation	Activity	Direct or indirect ownership interest
Public Property Drift AS	Norway	Common cost company	100%
Public Property Holding AS	Norway	Holding company	100%
Public Property Sub-Holding 1 AS	Norway	Sub-holding company	100%
Røynebergsletta I Holding AS	Norway	Property holding company	100%
Røynebergsletta I AS	Norway	SPV	100%
Søebergkvartalet Holding AS	Norway	Property holding company	100%
Søebergkvartalet AS	Norway	SPV	100%

Company	Country of incorporation	Activity	Direct or indirect ownership interest
Gunnar Nilsens gate 25 AS	Norway	SPV	100%
Prins Chr. Augusts Pl. AS	Norway	SPV	100%
Brochs gate 3 AS	Norway	SPV	100%
Fjørevegen 20 AS	Norway	SPV	100%
Njøsavegen 2 AS	Norway	SPV	100%
Otervegen 23 AS	Norway	SPV	100%
Statlige Bygg AS	Norway	SPV	100%
Statlige Bygg II AS	Norway	SPV	100%
Offentlige Bygg Namsos AS	Norway	Property holding company	100%
Sandgata Eiendom Namsos AS	Norway	SPV	100%
Postgården Eiendom Namsos AS	Norway	SPV	100%
Public Property Sub-Holding 2 AS	Norway	Sub-holding company	100%
Offentlig Eiendom AS	Norway	Property holding company	100%
Arendal Eiendomsinvest AS	Norway	SPV	100%
Unninvest AS	Norway	SPV	100%
Unninvest II AS	Norway	SPV	100%
Unninvest III AS	Norway	SPV	100%
Stangevegen 109 Eiendom AS	Norway	SPV	100%
Rosenkrantzgata 17 AS	Norway	SPV	100%
Grønnegata 122 AS	Norway	SPV	100%
Kvartal 48 Næring AS	Norway	SPV	100%
Haakon VIIs gate 98 AS	Norway	SPV	100%
Kongensgate 14-18 AS	Norway	SPV	100%
Bernt Ankers gate 17 AS	Norway	SPV	100%
Lervigsveien 32	Norway	SPV	100%
Tinngata 8 AS	Norway	SPV	100%
Kammerherreløkka Næring B1 AS	Norway	SPV	100%
Dunderland Eiendom AS	Norway	SPV	100%
Sliptomta Eiendom AS	Norway	SPV	100%
Mellomvika 5 AS	Norway	SPV	100%
Askveien 4 Hønefoss AS	Norway	SPV	100%
Rambergveien 9 AS	Norway	SPV	100%
Kaldnes Park AS	Norway	SPV	100%
Kunnskapsveien 55 AS	Norway	SPV	100%
Jærveien 12 AS	Norway	SPV	100%
Vogts gate 17 AS	Norway	SPV	100%
Jul Pettersens gate 2 AS	Norway	SPV	100%
Public Property Sub-Holding 3 AS	Norway	Sub-holding company	100%
HGF Invest AS	Norway	Property holding company	100%
Ski Florø AS	Norway	SPV	100%
Ski Hønefoss AS	Norway	SPV	100%
Ski Gjøvik AS	Norway	SPV	100%

Company	Country of incorporation	Activity	Direct or indirect ownership interest
Public Property Sub-Holding 4 AS	Norway	Sub-holding company	100%
Anton Jenssens gate 2 AS......................	Norway	SPV	100%
Heian AS...	Norway	SPV	100%
Lillehammer Politibygg AS	Norway	SPV	100%
Ibsensgate 1 AS..	Norway	SPV	100%
Eiendomsgruppen Fredrikstad AS........	Norway	SPV	100%
Olav V Gt 4 AS..	Norway	SPV	100%
Borgergata 10 AS....................................	Norway	SPV	100%
Castelar Prosjekt 22 AS..........................	Norway	SPV	100%
Gyldengården AS....................................	Norway	SPV	100%
Leikanger Eiendom AS...........................	Norway	SPV	100%



13.3 Share capital and share capital history

As at the date of the Prospectus, the Company's share capital is NOK 3,596,583, divided into 71,931,660 Shares, each with a nominal value of NOK 0.05. All the Shares have been created under the Norwegian Public Limited Companies Act, and are validly issued and fully paid.

All Shares provide equal rights in the Company, including voting rights and right to dividend. Neither the Company nor any of its subsidiaries directly or indirectly owns any shares in the Company.

The table below provides an exhaustive overview of the development in the Company's share capital from the date of its incorporation and up to the date of this Prospectus:

Date of Registration*	Type of change	Change in share capital	New share capital	Nominal value
12 August 2021	Share capital increase	NOK 1,014,000	NOK 1,044,000	NOK 1
8 December 2021	Share capital increase	NOK 1,321,289	NOK 2,365,289	NOK 1
14 February 2022	Share capital increase	NOK 493,619	NOK 2,858,908	NOK 1
2 March 2022	Share capital increase	NOK 29,301	NOK 2,888,209	NOK 1
25 March 2022	Share capital increase	NOK 1	NOK 2,888,210	NOK 1
28 June 2022	Share capital increase	NOK 504,898	NOK 3,393,108	NOK 1
17 August 2022	Share capital increase	NOK 203,475	NOK 3,596,583	NOK 1
5 April 2024	Share split	N/A	N/A	NOK 0.05

*On 12 April 2024, an extraordinary general meeting of the Company made three resolutions to increase the Company's share capital, being (i) the share capital increase for the Offering, (ii) the share capital increase pertaining to the 1,804,189 new Shares to SBB Samfunnsbygg AS in connection with the prolongment of the lease agreement for Kunnskapsveien 55, and (iii) the share capital increase pertaining to the 29,855,320 new Shares to SBB Samfunnsbygg AS in connection with the SBB Transaction. The three share capital increases have not been registered in the Norwegian Register of Business Enterprises as of the date of this Prospectus.

13.4 Admission to trading

The Company will on or about 16 April 2024 apply for admission to trading of its Shares, including the Offer Shares, on the Oslo Stock Exchange, and the board of directors of the Oslo Stock Exchange is expected to approve the listing application of the Company on or about 22 April 2024 subject to certain conditions being met. See Section 17.16 "Conditions for completion of the Offering – Listing and trading of the Offer Shares".

The Company currently expects commencement of trading in the Shares on the Oslo Stock Exchange on or about 29 April 2024. The Company has not applied for admission to trading of the Shares on any other stock exchange or regulated market or a multilateral trading facility (MTF).

13.5 Ownership structure

As of the date of this Prospectus, the Company has approximately 400 shareholders. The 20 largest shareholders are listed in the table below:

#	Shareholder	Number of shares	% of total shareholders
1	SBB SAMFUNNSBYGG AS	32,247,720	44.83%[1]
2	SAGACIA AS	3,598,320	5.00%
3	TELECOM AS	3,274,320	4.55%
4	HIFO INVEST AS	700,360	0.97%
5	LEO HOLDING AS	627,520	0.87%
6	PETT INVEST AS	605,500	0.84%
7	NORDPOLEN HOLDING AS	531,460	0.74%
8	INVIMA AB	528,000	0.73%
9	CHRISANIC EIENDOM AS	492,980	0.69%
10	TJS INVEST AS	488,300	0.68%
11	DELPHIN INVEST AS	468,000	0.65%
12	EWS STIFTELSEN	453,200	0.63%
13	HP MOE AS	426,000	0.59%
14	SVEIN EGGEN HOLDING AS	420,220	0.58%

#	Shareholder	Number of shares	% of total shareholders
15	MASO HOLDING AS	411,760	0.57%
16	HARDING TRADING HOLDING AS	401,200	0.56%
17	KRISTIAN FALNES AS	400,000	0.56%
18	EURO HOLDING AS	400,000	0.56%
19	V-INVEST 2 AS	390,640	0.54%
20	HARDING EIENDOM AS	362,200	0.50%
Other shareholders		**24,703,960**	**34.34%**
Total number of Shares		**71,931,660**	**100%**

1 *SBB Samfunnsbygg AS' shareholding is expected to increase upon completion of the SBB Transaction as described in Section 8.6 "The SBB Transaction" and issuance of shares pertaining to the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6 , which will have a dilutive effect on the shareholdings of the Company's other shareholders. Further, SBB Samfunnsbygg AS' shareholding will decrease upon completion of the Offering. Following the completion of these three share issuances, SBB Samfunnsbygg AS' shareholding will in any case stay below 50%.*

Shareholders owning 5% or more of the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. See Section 15.8 "Disclosure obligations" for a description of the disclosure obligations under the Norwegian Securities Trading Act.

The Company is not aware of any persons or entities that, directly or indirectly, jointly or severally, exercise control over the Company. Following the Offering, it is expected that SBB Samfunnsbygg AS will remain the Company's largest shareholder, holding approximately 34% of the Shares (assuming that the Offer Price is set at the mid-point of the Indicative Price Range, NOK 1,522,500,000 in gross proceeds from the Offering, and that the Greenshoe Option is not utilised)). With such a shareholding, SBB Samfunnsbygg AS will be able to exert a certain degree of influence over matters requiring shareholder approval, including the election of the Board of Directors and approval of significant corporate transactions, but not singly control the Company. The Board of Directors must pursuant to its fiduciary duties act in the best interest of the Company and promote the Company's commercial interests. All shareholders shall be treated equally (unless justified in the common interest of the Company and the shareholders) and the Board of Directors cannot provide certain shareholders or others with an unreasonable advantage at the expense of other shareholders or the Company. To safeguard all shareholders interests, and provide for additional assurance with respect to transactions between the Company and the Company's largest shareholder SBB Samfunnsbygg AS, the following specific provision has been included in the Articles of Association:

"*Any agreement between the Company, or a company in which the Company has a controlling influence cf. Section 1-3 (2) of the Norwegian Public Limited Companies Act, on one hand, and Samhällsbyggnadsbolaget i Norden AB or a company in which Samhällsbyggnadsbolaget i Norden AB has a controlling influence cf. Section 1-3 (2) of the Norwegian Public Limited Companies Act, on the other hand, must be approved by the Company's general meeting. Sections 3-10 et seq. of the Norwegian Public Limited Companies Act apply as far as these provisions apply to agreements that are not material according to Section 3-11 of the Norwegian Public Limited Companies Act, including but not limited to the exceptions in Section 3-16.*

This provision shall apply as long as Samhällsbyggnadsbolaget i Norden AB directly or indirectly controls more than 15% of the shares and votes in the Company."

The Company is not aware of any arrangements which may at a subsequent date result in a change of control of the Company.

The Shares have not been subject to any public takeover bids during the current or last financial year.

13.6 Authorisations to increase the share capital and to issue new Shares

On 12 April 2024, the extraordinary general meeting of the Company granted the Board of Directors four separate authorizations to increase the share capital and issue new Shares, being:

(i) An authorization to increase the share capital by up to NOK 15,000,000 (but in any case limited to an amount equal to 15% of the Shares issued in connection with the Offering) to be used in connection with the Greenshoe Option. The authorization does not comprise potential share capital increases against contribution in kind or share capital increases in connection with mergers. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

(ii) An authorization to increase the share capital by up to NOK 12,017,956 (but in any case limited to an amount equal to 10% of the Company's share capital following the issuance of shares pertaining to the Offering, the SBB Transaction and the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6) to be used in connection with issuance of Shares in connection with acquisitions. The authorization covers capital increase against non-cash contributions (contribution in kind), including capital increases by way of set-off, and capital increases in connection with mergers. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

(iii) An authorization to increase the share capital by up to NOK 12,017,956 (but in any case limited to an amount equal to 10% of the Company's share capital following the issuance of shares pertaining to the Offering, the SBB Transaction and the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6) to be used for the purpose of issuing new Shares to increase the Company's equity. The authorization covers capital increase against non-cash contributions (contribution in kind), including capital increases by way of set-off, and capital increases in connection with mergers. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

(iv) An authorization to increase the share capital by up to NOK 2,403,591 (but in any case limited to an amount equal to 2% of the Company's share capital following the issuance of shares pertaining to the Offering, the SBB Transaction and the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6), to be used in connection with the contemplated future share incentive programme for key employees and Board Members. The authorization covers potential share capital increases against non-cash contributions (contribution in kind), but not share capital increases in connection with mergers. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

13.7 Authorisations to acquire treasury shares

On 12 April 2024, the extraordinary general meeting of the Company granted the Board of Directors two separate authorisations to acquire Shares in the Company (treasury shares), on behalf of the Company:

(i) An authorisation to acquire Shares in the Company (treasury shares) with an aggregate nominal value of NOK 9,614,365 (but in any case limited to an amount equal to 8% of the Company's share capital following the issuance of shares pertaining to the Offering, the SBB Transaction and the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6) to enable the use of own shares as settlement in connection with acquisitions. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

(ii) An authorisation to acquire Shares in the Company (treasury shares) with an aggregate nominal value of NOK 2,403,591 (but in any case limited to an amount equal to 2% of the Company's share capital following the issuance of shares pertaining to the Offering, the SBB Transaction and the additional consideration in connection with the extension of the lease agreement with the Norwegian Ministry of Education and Research regarding Kunnskapsveien 55 as described in Section 11.9.6) to enable the use of own shares in connection with future incentive programs. The authorisation is valid until the Company's annual general meeting in 2025, but in any case no longer than to 30 June 2025.

13.8 Other financial instruments

Neither the Company nor any of its subsidiaries has as of the date of this Prospectus issued any options, warrants, convertible loans or other instruments that would entitle a holder of any such to subscribe for any Shares or any shares in the Company's subsidiaries. At the extraordinary general meeting of the Company held on 12 April 2024, the Board of Directors were granted an authorisation to increase the share capital of the Company and an authorisation to acquire treasury shares, both to be used in connection with the Group's contemplated future share incentive programme for key employees and Board Members (see Sections 13.6 "Authorisations to increase the share capital and to issue new Shares" and 13.7 "Authorisations to acquire treasury shares"). It is expected that the Company will implement a share incentive programme for key employees and Board Members following the Listing, and the two authorisations were granted to facilitate for the implementation of such share incentive programme. Information regarding the share incentive programme (if implemented) will be disclosed by the Company through stock exchange announcements.

The Company has entered into a bonus agreement with the Company's current CEO, Morten Kjeldby, pursuant to which Morten Kjeldby is entitled to a bonus based on the share price development in the Company. Bonus is granted as an accrual of synthetic shares which are linked to the value of the Shares, and payment will be made in cash. As of 31 December 2023, Morten Kjeldby had accrued 64,592 synthetic shares (adjusted for the 1:20 share split). The bonus is payable upon inter alia (i) an "IPO", which covers the Listing, or (ii) Morten Kjeldby's employment with Company ending. If the bonus becomes payable due to an "IPO", Morten Kjeldby is entitled to an amount equivalent to 1/12 of NOK 750,000 for each whole month of that calendar year until listing. The total bonus amount payable to Morten Kjeldby if the Listing is completed depends on the final Offer Price. Assuming that the Offer Price is set at the low-end of the Indicative Price Range, the bonus payable to Morten Kjeldby will be approximately NOK 1.1 million. If the Offer Price is set at the high-end of the Indicative Price Range, the bonus payable to Morten Kjeldby will be approximately NOK 1.5 million.

13.9 Shareholder rights

The Company has one class of Shares in issue and, in accordance with the Norwegian Public Limited Companies Act, all Shares in that class provide equal rights in the Company, including the right to any dividends. Each of the Shares carries one vote. The rights attached to the Share are further described in section 13.11 "Articles of Association and certain aspects of Norwegian law".

13.10 Shareholders' agreements

To the knowledge of the Company, there are no shareholders' agreements related to the Shares.

13.11 Articles of Association and certain aspects of Norwegian law

13.11.1 The Articles of Association

The Company's Articles of Association are set out in Appendix A to this Prospectus. Below is a summary of provisions of the Articles of Association.

Company name

The Company's name is Public Property Invest ASA. The Company is a public limited company.

Registered office

The Company's registered office is in the municipality of Oslo, Norway.

Objects of the Company

The company's objective is to own, acquire, dispose of, operate, develop and manage real estate and other related activities. The company can also participate in and own shares or share certificates in other companies that conduct business as mentioned in the first sentence.

Share capital and nominal value

The Company's share capital is NOK 3,596,583 divided into 71,931,660 Shares, each with a nominal value of NOK 0.05. The Shares shall be registered with a central securities depository.

Board of Directors

The Board of Directors shall consist of between three and nine Board Members. The Board of Directors is elected for a period of two years, unless otherwise decided by the general meeting in connection with the election.

Provided that no individual shareholder owns more than 50% of the shares in the company, at least half of the Board's Members shall be independent of Samhällsbyggnadsbolaget i Norden AB (publ).

Signatory rights

Chairman of the Board acting alone or two board members jointly has the authority to sign on behalf of the Company.

Restrictions on transfer of Shares

The Articles of Association do not provide for any restrictions on the transfer of Shares.

General meetings

The General Meeting shall deal with and decide the approval of the annual accounts and the annual report, including distribution of dividend and matters which according to the law or the articles of association, fall under the general meeting.

Documents relating to matters to be dealt with by the General Meeting, including documents which by law shall be included in or attached to the notice of the General Meeting, do not need to be sent to the shareholders if such documents have been made available on the Company's website. A Shareholder may nevertheless request that documents which relate to matters to be dealt with at the General Meeting are sent to it. See Section 6 in the Articles of Association. The Shareholders may cast their votes in writing, including through electronic communication, in a period prior to the General Meeting. The Board of Directors can establish specific guidelines for such advance voting. The established guidelines must be stated in the notice of the General Meeting. Shareholders who want to attend the general meeting must notify the Company in advance. Such notification must be received by the Company no later than two working days before the general meeting, unless the Board of Directors have set a later deadline in the notice to the general meeting.

Nomination committee

The Company shall implement a nomination committee following the Listing. See Section 7 in the Articles of Association.

Agreements with Samhällsbyggnadsbolaget i Norden AB (publ)

Any agreement between the Company, or a company in which the Company has a controlling influence cf. Section 1-3 (2) of the Norwegian Public Limited Companies Act, on the one hand, and Samhällsbyggnadsbolaget i Norden AB (publ) or a company in which Samhällsbyggnadsbolaget i Norden AB (publ) has a controlling influence cf. Section 1-3 (2) of the Norwegian Public Limited Companies Act, on the other side, must be approved by the company's general meeting. Sections 3-10 et seq. of the Norwegian Public Limited Companies Act apply as far as they apply to agreements that are not material according to Section 3-11 of the Norwegian Public Limited Companies Act Section, including but not limited to the exceptions in Section 3-16.

This provision shall apply as long as Samhällsbyggnadsbolaget i Norden AB (publ) directly or indirectly controls more than 15% of the shares and votes in the Company.

13.11.2 Certain aspects of Norwegian corporate law

General meetings

Through the general meeting of shareholders, shareholders exercise supreme authority in a Norwegian public limited liability company. In accordance with Norwegian law, the annual general meeting of shareholders is required to be held each year on or prior to 30 June. Norwegian law requires that written notice of annual general meetings, which sets forth the date and time of, the venue for and the agenda of the general meeting, is sent to all shareholders with a known address no later than 21 days before the date of the annual general meeting of a Norwegian public limited liability company listed on a stock exchange or a regulated market shall be held, unless the articles of association stipulate a longer deadline. The latter is currently not the case for the Company.

A shareholder may vote at the general meeting either in person or by proxy appointed at its own discretion. Pursuant to the Norwegian Securities Trading Act, a proxy voting form shall be appended to the notice of the general meeting for a Norwegian public limited liability company listed on a stock exchange or a regulated market unless such form has been made available to the shareholders on the company's website and the notice calling for the meeting includes all information the shareholders need to access the proxy voting forms, including the relevant internet address.

Under Norwegian law, a shareholder may only exercise rights that pertain to shareholders, including participation in general meetings of shareholders, when it has been registered as a shareholder in the company's register of shareholders maintained by the VPS. The right to attend and vote at a general meeting may only be exercised by a shareholder if it has been entered into the company's register of shareholders five working days prior to the general meeting.

Apart from the annual general meeting of shareholders, extraordinary general meetings of shareholders may be held if the board of directors considers it necessary. An extraordinary general meeting of shareholders must also be convened if, in order to discuss a specified matter, the auditor or shareholders representing at least 5% of the share capital demands this in writing. The requirements for notice of and admission to the annual general meeting also apply to extraordinary general meetings. However, the annual general meeting of a Norwegian public limited liability company may with a majority of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting resolve that extraordinary general meetings may be convened with a 14 days' notice period until the next annual general meeting provided that the company has procedures in place allowing shareholders to vote electronically. This has currently not been resolved by the Company's general meeting.

Voting rights – amendments to the articles of association

Each of the Company's Shares carries one vote. In general, decisions that shareholders of a Norwegian public limited liability company are entitled to make under Norwegian law or the articles of association may be made by a simple majority of the votes cast. In the case of elections or appointments, the person(s) who receive(s) the greatest number of votes cast are elected. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights to subscribe for shares in connection with any share issue in the company, to approve a merger or demerger of the company, to amend the articles of association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants by the company or to authorise the board of directors to purchase shares and hold them as treasury shares or to dissolve the company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the articles of association.

Decisions that (i) would reduce the rights of some or all of the company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the shares, require that at least 90% of the share capital represented at the general meeting in question vote in favour of the resolution, as well as the majority required for amending the articles of association.

Only a shareholder registered as such in the VPS is entitled to vote for shares of a Norwegian public limited liability company listed on a stock exchange or regulated market. Beneficial owners of the shares who are registered in the name of a nominee are also entitled to vote under Norwegian law, but any person who is designated in the VPS register as the holder of such shares as a nominee is not entitled to vote under Norwegian law unless being instructed with a proxy by the beneficial owner. A nominee may not meet or vote for shares registered on a nominee account ("**NOM-account**"). A shareholder holding shares through a NOM-account must, in order to be eligible to register, meet and vote for such Shares at the general meeting, notify the company two days prior to the date of the general meeting (unless the board of directors prior to sending the notice for the general meeting has decided on a shorter notification deadline).

There are no quorum requirements that apply to the general meeting of a Norwegian public limited liability company.

Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Articles of Association must be amended, which requires the same vote as other amendments to the Articles of Association. In addition, under Norwegian law, the shareholders have a preferential right to subscribe for new shares issued by the Company. Preferential rights may be derogated from by resolution in a general meeting passed by the same vote required to amend the Articles of Association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, by the same vote as is required for amending the Articles of Association, authorise the Board of Directors to issue new Shares, and to derogate from the preferential rights of shareholders in connection with such issuances. Such authorisation may be effective for a maximum of two years, and the nominal value of the Shares to be issued may not exceed 50% of the registered nominal share capital when the authorisation is registered with the Norwegian Register of Business Enterprises.

Under Norwegian law, the Company may increase its share capital by a bonus share issue, subject to approval by the shareholders, by transfer from the Company's distributable equity and thus the share capital increase does not require any payment of a subscription price by the shareholders. Any bonus issues may be affected either by issuing new shares to the Company's existing shareholders or by increasing the nominal value of the Company's outstanding Shares.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's U.S. shareholders may not be able to exercise their preferential rights. If a U.S. shareholder is ineligible to participate in a rights offering, such shareholder would not receive the rights at all and the rights would be sold on the shareholder's behalf by the Company. Shareholders in other jurisdictions outside Norway may be similarly affected if the rights and the new shares being offered have not been registered with, or approved by, the relevant authorities in such jurisdiction. The Company has not filed a registration statement under the U.S. Securities Act in connection with the Listing or sought approvals under the laws of any other jurisdiction outside Norway in respect of any pre-emptive rights or the Shares, does not intend to do so and doing so in the future may be impractical and costly. To the extent that the Company's shareholders are not able to exercise their rights to subscribe for new shares, the value of their subscription rights will be lost and such shareholders' proportional ownership interests in the Company will be reduced.

Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including, but not limited to, those described in this paragraph and the description of general meetings as set out above. Any of the Shareholders may petition Norwegian courts to have a decision of the Board of Directors or the Company's shareholders which has been made at the general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Board of Directors convene an extraordinary general meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any general meeting as long as the Company is notified within seven days before the deadline for convening the General meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the relevant general meeting has not expired.

Rights of redemption and repurchase of Shares

The share capital of the Company may be reduced by reducing the nominal value of the Shares or by cancelling Shares. Such a decision requires the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at a general meeting. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by a general meeting with the approval of at least two-thirds of the aggregate number of votes cast and at least two-thirds of the share capital represented at the meeting. The aggregate nominal value of treasury shares so acquired, and held by the Company must not exceed 10% of the Company's share capital, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares. The authorisation by the general meeting of the Company's shareholders cannot be granted for a period exceeding two years.

Shareholder vote on certain reorganisations

A decision of the Company's shareholders to merge with another company or to demerge requires a resolution by the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at the general meeting. A merger plan, or demerger plan signed by the Board of Directors along with certain other required documentation, would have to be sent to all of the shareholders, or if the Articles of Association stipulate that, made available to the shareholders on the Company's website, at least one month prior to the general meeting to pass upon the matter.

Liability of board members

Members of the Board of Directors owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the Board Members act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Members of the Board of Directors may each be held liable for any damage they negligently or wilfully cause the Company. Norwegian law permits the general meeting to discharge a Board Member from liability, but such discharge is not binding on the Company if substantially correct and complete information was not provided at the general meeting passing upon the matter. If a resolution to discharge the Board Members from liability or not to pursue claims against such a person has been passed by a general meeting with a smaller majority than that required to amend the Articles of Association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility but can be recovered from any proceeds the Company receives as a result of the action. If the decision to discharge any of the Board Members from liability or not to pursue claims against the Board Members is made by such a majority as is necessary to amend the Articles of Association, the minority shareholders of the Company cannot pursue such claim in the Company's name.

Civil proceedings against the Company in jurisdictions other than Norway and Sweden

Furthermore, investors shall note that they may be unable to recover losses in civil proceedings in jurisdictions other than Norway and Sweden. The Company is a public limited liability company organized under the laws of Norway. The Board Members, other than Kenneth Bern, and the members of the Management reside in Norway and Sweden. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the Company judgments obtained in courts outside of Norway and/or Sweden, or to enforce judgments on such persons or the Company in other jurisdictions.

Indemnification of board members

Neither Norwegian law nor the Articles of Association contains any provision concerning indemnification by the Company of the Board of Directors. The Company is permitted to purchase insurance for the Board Members against certain liabilities that they may incur in their capacity as such.

Distribution of assets on liquidation

Under Norwegian law, the Company may be wound-up by a resolution of the Company's shareholders at the general meeting passed by at least two-thirds of the aggregate votes cast and at least two-thirds of the share capital represented at that meeting. In the event of liquidation, the Shares rank equally in the event of a return on capital.

14 RELATED PARTY TRANSACTIONS

14.1 Introduction

As part of its ordinary business operations, the Group enters into transactions with related parties who are not members of the Group during the financial year. Related party transactions are made on terms equivalent to those that prevail in arm's length transactions and are made only if such terms can be substantiated. For the purpose of the following disclosures of related party transactions in this Prospectus, "related party transactions" are those transactions that are set out as such in accordance with the Regulation (EC) No 1606/2002 of the European Parliament and of the Council. Transactions between companies within the Group are eliminated from the Company's consolidated financial statements and do not represent transactions with related parties for the purpose of this section.

Set out in Section 14.2 "Transactions carried out with related parties in the years ended 31 December 2023, 2022 and 2021" below are overviews and summaries of the Group's related party transactions for the period covered by the Financial Statements and up to the date of this Prospectus, as extracted from the Financial Statements for 2023, 2022 and 2021 respectively.

14.2 Transactions carried out with related parties in the years ended 31 December 2023, 2022 and 2021

14.2.1 Transactions carried out with related parties for the year ended 31 December 2023

As of and for the financial year ended 31 December 2023, no material transactions were carried out with related parties.

14.2.2 Transactions carried out with related parties for the year ended 31 December 2022

As of and for the financial year ended 31 December 2022, the following transaction was carried out with a related party:

Public Property Invest ASA's related party transactions 2022 (in NOK million)	Amounts received from related parties	Payments made to related parties	Receivables from related parties	Payable to related parties
SBB Samfunnsbygg AS	-	1,368	-	-

The transaction in the reporting period consisted of five properties related to the SBB-Portfolio from the largest shareholder of the Company, SBB Samfunnsbygg AS.

14.2.3 Transactions carried out with related parties for the year ended 31 December 2021

As of and for the financial year ended 31 December 2021, the following transactions were carried out with related parties:

Public Property Invest ASA's related party transactions 2022 (in NOK million)	Amounts received from related parties	Payments made to related parties	Receivables from related parties	Payable to related parties
SBB Samfunnsbygg AS	-	919	-	-
Offentlig Eiendom AS...	-	389	-	-

The transactions in the reporting period consisted of eight properties related to the Citizen-portfolio and the purchase of approximately 33.65% of the shares in Offentlig Eiendom AS from the from the largest shareholder of the Company, SBB Samfunnsbygg AS.

14.3 Transactions carried out with related parties in the period after 31 December 2023

On 21 March 2024, the Group Company Offentlig Eiendom AS entered into a share purchase agreement for the acquisition of the shares in five property-owning companies owning in total 13 properties (the SBB Properties) from SBB Samfunnsbygg AS, as further described in Section 8.6 "The SBB Transaction" above. Further, on 30 March 2024, the Company and SBB Samfunnsbygg AS agreed that the additional consideration of approximately NOK 72 million pursuant to the share purchase agreement originally entered into for the sale and purchase of all the shares in Kunnskapsveien 55 AS shall be settled in the form of newly issued Shares, and the issuance of such new Shares was resolved at an extraordinary general meeting of the Company held on 12 April 2024. Please see Section 11.9.6 "Off-balance sheet arrangements" for further information.

Further, the Company has entered into the Management Agreements with SBB Samfunnsbygg AS, as further described in Section 8.8 "Management of external properties".

Additionally, on 22 March 2024 the Company entered into an asset transfer agreement with SBB Samfunnsbygg AS. As further described in Section 12.7.2 "Employees transferred from SBB Samfunnsbygg AS", the asset transfer agreement regulate the terms and conditions for transfer of the employees of SBB Samfunnsbygg AS, the shares in SBB Förvaltnings AS and the contract position under SBB Samfunnsbygg AS' lease agreement with Eiendomsspar AS for premises in Tordenskiolds gate 10, 0160 Oslo and certain furniture, inventory and technical equipment placed in the premises. The completion of the transactions contemplated by the asset transfer agreement are contingent on, and will be completed upon (i) the board of directors of the Oslo Stock Exchange approving the Listing, and (ii) the board of directors of the Company resolving to complete the Offering following the Bookbuilding Period.

Other than the SBB Transaction, the Management Agreements and the asset transfer agreement as described above, the Group has not entered into any transactions with related parties in the period following 31 December 2023 and up until the date of this Prospectus outside the ordinary course of business.

15 SECURITIES TRADING IN NORWAY

Set out below is a summary of certain aspects of securities trading in Norway and the possible implications of owning tradable Shares on the Oslo Stock Exchange. The summary is based on the rules and regulations in force in Norway as at the date of this Prospectus, which may be subject to changes occurring after such date. This summary does not purport to be a comprehensive description of securities trading in Norway. Investors who wish to clarify aspects of securities trading in Norway should consult with and rely upon their own advisors.

15.1 Introduction

The Oslo Stock Exchange was established in 1819 and offers the only regulated market for securities trading in Norway. Oslo Børs ASA is 100% owned by Euronext Nordics Holding AS, a holding company established by Euronext N.V following its acquisition of Oslo Børs VPS Holding ASA in June 2019. Euronext is a pan-European stock exchange with is registered office in Amsterdam and corporate headquarters at La Défense in Greater Paris. Euronext owns seven regulated markets across Europe, including Amsterdam, Brussels, Dublin, Lisbon, Oslo and Paris.

15.2 Market value of the Shares

The market value of shares listed on the Oslo Stock Exchange, including the Shares, may fluctuate significantly, which could cause investors to lose a significant part of their investment. The market value of listed shares could fluctuate significantly in response to a number of factors beyond the respective issuer's control, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by the respective issuer or its competitors of new product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about the issuer, its products and services or its competitors, lawsuits against the issuer, unforeseen liabilities, changes in management, changes to the regulatory environment in which the issuer operates or general market conditions.

Furthermore, future issuances of shares or other securities may dilute the holdings of shareholders and could materially affect the price of the shares. Any issuer, including the Company, may in the future decide to offer additional shares or other securities to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes, including for refinancing purposes. There are no assurances that any of the issuers on the Oslo Stock Exchange will not decide to conduct further offerings of securities in the future. Depending on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. If a listed company raises additional funds by issuing additional equity securities, the holdings and voting interests of existing shareholders could be diluted, and thereby affect the share price.

15.3 Trading and settlement

Trading of equities on the Oslo Stock Exchange is carried out in Euronext's electronic trading system Optiq®. This trading system is in use by all markets operated by Euronext.

Official trading on the Oslo Stock Exchange takes place between 09:00 hours (CET/CEST) and 16:20 hours (CET/CEST) each trading day, with pre-trade period between 07:15 hours (CET/CEST) and 09:00 hours (CET/CEST), a closing auction from 16:20 hours (CET/CEST) to 16:25 hours (CET/CEST) and a trading at last period from 16:25 hours (CET/CEST) to 16:30 hours (CET/CEST). Reporting of Off-Book On Exchange trades can be done from 07:15 hours (CET/CEST) to 18:00 hours (CET/CEST).

The settlement period for trading on the Oslo Stock Exchange is two trading days (T+2). This means that securities will be settled on the investor's account in VPS two trading days after the transaction, and that the seller will receive payment after two trading days.

The Oslo Stock Exchange offers an interoperability model for clearing and counterparty services for equity trading through LCH Limited, EuroCCP and Six X-Clear.

Investment services in Norway may only be provided by Norwegian investment firms holding a license under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state or investment firms from outside the EEA that have been licensed to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway.

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a license to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a license to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or the Oslo Stock Exchange except for the general obligation of investment firms that are members of the Oslo Stock Exchange to report all trades in stock exchange listed securities.

15.4 Information, control and surveillance

Under Norwegian law, the Oslo Stock Exchange is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of the Oslo Stock Exchange monitors all market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Under Norwegian law, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e., precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. The Oslo Stock Exchange may levy fines on companies violating these requirements.

15.5 The VPS and transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralised securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The VPS and Oslo Børs ASA are both wholly-owned by Euronext Nordics Holding AS.

All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (being, Norway's central bank), authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in the VPS is *prima facie* evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an ongoing basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual’s holdings of securities, including information about dividends and interest payments.

15.6 Shareholder register – Norwegian law

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. If shares are held through a nominee (such as through a broker, dealer or other third party) in the VPS register, cf. Section 4-10 of the Norwegian Public Limited

Companies Act, any notice of a general meeting will in accordance with Section 1-8 of the Norwegian Public Limited Companies Act, be sent to the nominee who shall pass on the notice to the beneficial owner. If the beneficial owner wishes to attend a general meeting, the beneficial owner must ask the nominee to notify the company of this within two business days prior to the date of the general meeting. It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at a general meeting.

As a general rule, there are no arrangements for nominee registration and Norwegian shareholders are not allowed to register their shares in the VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions, but cannot vote in general meetings on behalf of the beneficial owners.

15.7 Foreign investment in shares listed in Norway

Foreign investors may trade shares listed on the Oslo Stock Exchange through any broker that is a member of the Oslo Stock Exchange, whether Norwegian or foreign.

Foreign investors should note that the rights of holders of shares listed on the Oslo Stock Exchange and issued by Norwegian incorporated companies are governed by Norwegian law and by the respective company's articles of association. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. For instance, under Norwegian law, any action brought by a company in respect of wrongful acts committed against such company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it may be difficult to prevail in a claim against the company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions. See Section 13.11.2 "Certain aspects of Norwegian corporate law" for more information on certain aspects of Norwegian law.

15.8 Disclosure obligations

If a person's, entity's or consolidated group's proportion of the total issued shares, rights to already issued shares and/or rights with economic effect similar to holding shares or entitlements to acquire shares in a company listed on a regulated market in Norway (with Norway as its home state, which will be the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that company, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify the Oslo Stock Exchange and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the company's share capital.

15.9 Insider trading

According to Norwegian law, subscription for, purchase, sale, exchange or other acquisitions or disposals of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information and thereby uses that information, as defined in Article 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, and as implemented in Norway in accordance with Section 3-1 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value or price either depends on or has an effect on the price or value of such financial instruments or incitement to such dispositions.

15.10 Mandatory offer requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third (or more than 40% or 50%) of the voting rights of a company listed on a Norwegian regulated market (with the exception of certain foreign companies) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third (or more than 40% or 50% as applicable) of the voting rights in the company and the Oslo Stock Exchange decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify the Oslo Stock Exchange and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by the Oslo Stock Exchange before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, the Oslo Stock Exchange may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, the Oslo Stock Exchange may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated group that at the time of listing of the company had a shareholding above any of the above mentioned thresholds may increase its shareholding up to the next applicable threshold (if any) without triggering the mandatory bid obligation.

Any person, entity or consolidated group that following listing of the company has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

15.11 Compulsory acquisition

Pursuant to the Norwegian Public Limited Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited liability company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to Section 4-25 of the Norwegian Public Limited Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory/voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price or any other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline.

15.12 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a company that has its shares registered with the VPS who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

16 TAXATION

Set out below is a summary of certain Norwegian tax matters related to an investment in the Company. The summary regarding Norwegian taxation is based on the laws in force in Norway as at the date of this Prospectus, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisors. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should specifically consult with and rely upon their own tax advisors with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

The tax legislation in the Company's jurisdiction of incorporation and the tax legislation in the jurisdictions in which the shareholders are resident for tax purposes may have an impact on the income received from shares in the Company.

16.1 Norwegian taxation

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

16.1.1 Taxation of dividends

Norwegian Personal Shareholders

Dividends distributed by the Company to shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable in Norway for such shareholders currently at an effective rate of 37.84% to the extent the dividend exceeds a tax-free allowance; i.e. dividends received, less the tax free allowance, shall be multiplied by 1.72 which are then included as ordinary income taxable at a flat rate of 22%, increasing the effective tax rate on dividends received by Norwegian Personal Shareholders to 37.84%.

The allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk free interest rate based on the effective rate of interest on treasury bills (Nw.: *statskasseveksler*) with three months maturity plus 0.5 percentage points, after tax. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year.

Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the share ("excess allowance") may be carried forward and set off against future dividends received on, or gains upon realisation, of the same share. Any excess allowance on a share may also be added to the cost price of such share for the purposes of calculating the tax free allowance as described above.

Norwegian Personal Shareholders may hold the shares through a Norwegian share saving account (*Nw.: aksjesparekonto*). Dividends received on shares held through a share saving account will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the paid in deposit will be regarded as taxable income, regardless of whether the funds are derived from gains or dividends related to the shares held in the account. Such income will be taxed with an effective tax rate of 37.84%, cf. above. Norwegian Personal Shareholders will still be entitled to a calculated tax-free allowance. Please refer to Section 16.1.2 "*Taxation of capital gains on realisation of shares*" for further information in respect of Norwegian share saving accounts.

Norwegian Corporate Shareholders

Dividends distributed by the Company to shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are effectively taxed at a rate of currently 0.66% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of currently 22%), provided that the shares qualify for the participation exemption. For

Norwegian Corporate Shareholders that are considered to be "Financial Institutions" under the Norwegian financial activity tax (banks, holding companies, etc.), the effective rate of taxation for dividends is 0.75%.

Non-Norwegian Personal Shareholders

Dividends distributed by the Company to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share, please refer to Section 16.1.1 "*Taxation of dividends*" – *Norwegian Personal Shareholders"* above. However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation of the dividends than the withholding tax rate of 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Non-Norwegian Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

All Non-Norwegian Personal Shareholders must document their entitlement to a reduced withholding tax rate by obtaining a certificate of residence issued by the tax authorities in the shareholder's country of residence, confirming that the shareholder is resident in that state. The documentation must be provided to either the nominee or the account operator (VPS) and cannot be older than three years.

Non-Norwegian Personal Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming a refund of withholding tax.

Non-Norwegian Personal Shareholders resident in the EEA for tax purposes may hold their shares through a Norwegian share saving account. Dividends received on, and gains derived upon the realisation of, shares held through a share saving account by a Non-Norwegian Personal Shareholder resident in the EEA will not be taxed with immediate effect. Instead, withdrawal of funds from the share saving account exceeding the Non-Norwegian Personal Shareholder's paid in deposit, will be subject to withholding tax at a rate of 25% (unless reduced pursuant to an applicable tax treaty). Capital gains realised upon realisation of shares held through the share saving account will be regarded as paid in deposits, which may be withdrawn without taxation. Losses will correspondingly be deducted from the paid in deposit, reducing the amount which can be withdrawn without withholding tax.

The obligation to deduct and report withholding tax on shares held through a share saving account, cf. above, lies with the account operator.

Non-Norwegian Corporate Shareholders

Dividends distributed by the Company to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

If a Non-Norwegian Corporate Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Non-Norwegian Corporate Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted. The same will apply to Non-Norwegian Corporate Shareholders who have suffered withholding tax although qualifying for the Norwegian participation exemption.

All Non-Norwegian Corporate Shareholders must document their entitlement to a reduced withholding tax rate by either (i) presenting an approved withholding tax refund application or (ii) present an approval from the Norwegian tax authorities confirming that the recipient is entitled to a reduced withholding tax rate. In addition, a certificate of residence issued by the tax authorities in the shareholder's country of residence, which cannot be older than three years, confirming that the shareholder is resident in that state, must be obtained. Such documentation must be provided to either the nominee or the account operator (VPS).

In order for a Non-Norwegian Corporate Shareholder resident in the EEA to be exempt from withholding tax, the company must provide all documentation mentioned above, as well as a declaration stating that the circumstances entitling the company to the exemption have not changed since the documentation was issued.

The withholding obligation in respect of dividends distributed to Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Corporate Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming a refund of withholding tax.

16.1.2 Taxation of capital gains on realisation of shares

Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable or tax deductible in Norway. The effective tax rate on gain or loss related to shares realised by Norwegian Personal Shareholders is currently 37.84%; i.e., capital gains (less the tax free allowance) and losses shall be multiplied by 1.72 which are then included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a flat rate of 22%, increasing the effective tax rate on gains/losses realised by Norwegian Personal Shareholders to 37.84%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of.

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realisation of the share. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance provided that such allowance has not already been used to reduce taxable dividend income. Please refer to Section 16.1.1 "*Taxation of dividends*" - *Norwegian Personal Shareholders*" above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e., any unused allowance exceeding the capital gain upon the realisation of a share will be annulled. Unused allowance may not be set off against gains from realisation of other shares.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Special rules apply for Norwegian Personal Shareholders that cease to be tax-resident in Norway.

Gains derived upon the realisation of shares held through a share saving account will be exempt from immediate Norwegian taxation and losses will not be tax deductible. Instead, withdrawal of funds from the share saving account exceeding the Norwegian

Personal Shareholder's paid in deposit, will be regarded as taxable income, subject to tax at an effective tax rate of 37.84%. Norwegian Personal Shareholders will be entitled to a calculated tax-free allowance provided that such allowance has not already been used to reduce taxable dividend income, please refer to Section 16.1.1 "Taxation of dividends" - *Norwegian Personal Shareholders* above. The tax-free allowance is calculated based on the lowest paid in deposit in the account during the income year, plus any unused allowance from previous years. The tax-free allowance can only be deducted in order to reduce taxable income, and cannot increase or produce a deductible loss. Any excess allowance may be carried forward and set off against future withdrawals from the account or future dividends received on shares held through the account.

Norwegian Personal Shareholders holding shares through more than one share saving account may transfer their shares or securities between the share saving accounts without incurring Norwegian taxation.

Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realisation of shares qualifying for the participation exemption. Losses upon the realisation and costs incurred in connection with the purchase and realisation of such shares are not deductible for tax purposes.

Special rules apply for Norwegian Corporate Shareholders that cease to be tax-resident in Norway.

Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless the Non-Norwegian Personal Shareholder holds the shares in connection with business activities carried out or managed from Norway.

Please refer to Section 16.1.1 "Taxation of dividends" - *Norwegian Personal Shareholders* above for a description of the availability of a Norwegian share saving accounts.

Non-Norwegian Corporate Shareholders

Capital gains derived by the sale or other realisation of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway unless the shareholding is effectively connected with business activities carried out in or managed from Norway.

16.1.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 1.0% of the value assessed exceeding NOK 1,700,000 up to NOK 20 million , and 1.1% of the value assessed exceeding NOK 20 million. In the case of joint taxation of spouses, the marginal net wealth tax rate is 1.0% of the value assessed exceeding NOK 3,400,000 up to NOK 40 million and 1.1% of the value assessed exceeding NOK 40 million. The value for assessment purposes for listed shares is equal to 80% of the listed value as of 1 January in the year of assessment (i.e., the year following the relevant fiscal year). The value of debt allocated to the listed shares for Norwegian wealth tax purposes is reduced correspondingly (i.e., to 80%).

Norwegian Corporate Shareholders are not subject to net wealth tax.

Non-Norwegian (Personal and Corporate) Shareholders are generally not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders can, however, be taxable if the shareholding is effectively connected to the conduct of trade or business in Norway.

16.1.4 VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance of shares.

16.1.5 Inheritance tax

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

17 THE TERMS OF THE OFFERING

17.1 Overview of the Offering

The Offering consists of an offer of New Shares, each with a nominal value of NOK 0.05, in a number which will raise gross proceeds of between approximately NOK 1,522,500,000 and NOK 1,776,250,000.

In addition, the Joint Global Coordinators may elect to over-allot a number of Additional Shares equal to up to approximately 15% of the aggregate number of New Shares allocated and sold in the Offering. All the Offer Shares are existing, validly issued and fully paid registered Shares. In order to facilitate such over-allotments, SBB Samfunnsbygg AS is expected to grant DNB Markets, acting as Stabilisation Manager, on behalf of the Managers, an option to borrow a number of existing Shares equal to the number of Additional Shares (the "**Borrowing Option**"). The Company is further expected to grant the Stabilisation Manager, on behalf of the Managers, an option to have issued and subscribe for a number of new Shares equal to the number of Additional Shares at a price per Share equal to the Offer Price, comprising up to approximately 15% of the aggregate number of New Shares allocated and sold in the Offering, at a price per Share equal to the final Offer Price, to cover short positions resulting from any over-allotments made in connection with the Offering. The Greenshoe Option (as defined below) will be exercisable, in whole or in part, by the Stabilisation Manager, on behalf of the Managers, within a 30-day period commencing at the time at trading in the Shares on the Oslo Stock Exchange commences, on the terms and subject to the conditions described in this Prospectus.

The Offering consists of:

- An Institutional Offering, in which Offer Shares are being offered to (a) institutional and other professional investors in Norway (b) investors outside Norway and the United States, subject to applicable exemptions from the prospectus and registration requirements, and (c) investors in the United States who are QIBs in transactions exempt from registration requirements under the U.S. Securities Act. The Institutional Offering is subject to a lower limit per application of NOK 2,000,000.

- A Retail Offering, in which Offer Shares are being offered to the public in Norway and Sweden subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each investor. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Retail Offering will be treated as one application with respect to the maximum application limit.

- An Existing Shareholders Offering in which Offer Shares are being offered to Existing Shareholders of the Company (subject to a lower limit per application of NOK 10,500 and an upper limit per application of NOK 1,999,999 for each shareholder. Shareholders who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering. Multiple applications by one applicant in the Existing Shareholders Offering and/or the Retail Offering will be treated as one application with respect to the maximum application limit.

Existing Shareholders should apply for Shares in the Existing Shareholders Offering (for applications of up to NOK 1,999,999) or the Institutional Offering (for applications of NOK 2,000,000 or higher) in order to be secured allocation of Shares as reserved for Existing Shareholders.

All offers and sales in the United States will be made only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act. All offers and sales outside the United States will be in compliance with Regulation S of the U.S. Securities Act.

This Prospectus does not constitute an offer of, or an invitation to purchase, the Offer Shares in any jurisdiction in which such offer or sale would be unlawful. For further details, see "Important information" and Section 18 "Selling and transfer restrictions".

The Bookbuilding Period for the Institutional Offering is expected to take place from 17 April 2024 at 09:00 hours (CEST) to 25 April 2024 at 14:00 hours (CEST). The Application Period for the Retail Offering and the Existing Shareholders Offering is expected to take place from 17 April 2024 at 09:00 hours (CEST) to 25 April 2024 at 12:00 hours (CEST). The Company, in consultation with the Joint Global Coordinators, reserves the right to extend the Bookbuilding Period and/or the Application Period at any time. Any extension of the Bookbuilding Period and/or the Application Period will be announced through the Oslo Stock Exchange's information system on or before 09:00 hours (CEST) on the first business day following the then prevailing expiry date of the Bookbuilding Period and/or the Application Period. An extension of the Bookbuilding Period and/or the Application Period can be made one or several times provided, however, that in no event will the Bookbuilding Period and/or the Application Period be extended beyond 14:00 hours (CEST) on 8 May 2024, subject to approval by the Norwegian FSA of a supplement to the Prospectus pursuant to Article 23 of the EU Prospectus Regulation, if the extension so requires. In the event of an extension of the Bookbuilding Period and/or the Application Period, the allocation date, the payment due date and the date of the Listing may be changed accordingly.

The Company has, together with the Joint Global Coordinators, set an Indicative Price Range for the Offering from NOK 14.5 to NOK 21 per Offer Share. The Company, in consultation with the Joint Global Coordinators, will determine the number of Offer Shares and the Offer Price on the basis of the bookbuilding process in the Institutional Offering and the applications received in the Retail Offering and the Existing Shareholding Offering. The bookbuilding process, which will form the main basis for the final determination of the number of Offer Shares and the Offer Price will be conducted only in connection with the Institutional Offering. The Indicative Price Range may be amended during the Bookbuilding Period, and the Offer Price may be set within, above, or below, the Indicative Price Range. Any amendments to the Indicative Price Range will be announced through the Oslo Stock Exchange's information system.

Assuming that the Offer Price is set at the low-end of the Indicative Price Range and that the maximum number of New Shares sold in the Offering (excluding any over-allotments), a total of 122,500,000 Offer Shares will be sold in the Offering and the gross proceeds from the Offering will be NOK 1,776,250,000. Further, assuming that the Offer Price is set at the low-end of the Indicative Price Range and that the maximum number of New Shares are sold in the Offering and the Greenshoe Option is exercised in full, at total of 140,875,000 Offer Shares will be sold and the gross proceeds of the Offering will be approximately NOK 2,042,687,500. Assuming that the Offer Price is set at the high end of the Indicative Price Range and that the maximum number of New Shares are sold in the Offering and the Greenshoe Option is exercised in full, at total of 97,270,833 Offer Shares will be sold and the gross proceeds of the Offering will be approximately NOK 2,042,687,500.

In order to permit delivery in respect of over-allotments made, if any, SBB Samfunnsbygg AS has granted to the Stabilisation Manager (DNB Markets), on behalf of the Managers, the Borrowing Option to borrow from SBB Samfunnsbygg AS a number of existing Shares equal to the number of Additional Shares. The Company has further granted the Stabilisation Manager, on behalf of the Managers, the Greenshoe Option to have issued and subscribe for a number of new Shares equal to the number of Additional Shares at a price per Share equal to the Offer Price, exercisable, in whole or in part, within a 30-day period commencing at the time trading in the Shares commences on the Oslo Stock Exchange, expected to be on or about 29 April 2024, on the terms and subject to the conditions described in this Prospectus. See Section 17.12 "Over-allotment and stabilisation activities" for further details.

Completion of the Offering is conditional upon, among other conditions, the Company satisfying the listing conditions and being listed on the Oslo Stock Exchange and the Placing Agreement remaining in full force and effect, see Section 17.16 "Conditions for completion of the Offering – Listing and trading of the Offer Shares".

The Company has entered into a placing agreement (the "**Placing Agreement**") with the Joint Global Coordinators and SBB Samfunnsbygg AS with respect to the Offering of the Offer Shares. On the terms and subject to the conditions set forth in the Placing Agreement, the Joint Global Coordinators will on or about 25 April 2024, in order to provide for prompt registration of the New Shares with the Norwegian Register of Business Enterprises, pre-fund payment for the New Shares allocated in the Offering at a total subscription price equal to the final Offer Price multiplied by the number of such New Shares. The Company has made, and will make, certain representations and warranties in favor of, and has agreed to certain undertakings with the Joint Global Coordinators in the Placing Agreement and ancillary agreements and documents entered into in connection with the Offering and the Listing. Further, the Company has undertaken, in favour of the Joint Global Coordinators, not to issue, sell or transfer Shares for 360 days from the date of the Placing Agreement. Members of the Board of Directors and the Management has give an undertaking in favour of the Joint Global Coordinators on the same for 360 days from the Listing date. See Section 17.19 "Lock-up".

Furthermore, the Company has undertaken, subject to certain conditions and limitations, to indemnify the Managers against certain liabilities arising out of or in connection with the Offering.

See Section 17.18 "Expenses of the Offering and the Listing" for information regarding fees expected to be paid to the Managers and costs expected to be paid by the Company in connection with the Offering.

17.2 Timetable

The timetable set out below provides certain indicative key dates for the Offering (subject to extensions):

Bookbuilding Period commences	On or about 17 April 2024 at 09:00 hours (CEST)
Bookbuilding Period ends	On or about 25 April 2024 at 14:00 hours (CEST)
Application Period commences	On or about 17 April 2024 at 09:00 hours (CEST)
Application Period ends	On or about 25 April 2024 at 12:00 hours (CEST)
Allocation and pricing of the Offer Shares	On or about 25 April 2024
Publication of the results of the Offering	On or about 25 April 2024
Distribution of allocation notes	On or about 26 April 2024
Accounts from which payment will be debited in the Retail Offering and the Existing Shareholders Offering to be sufficiently funded	On or about 26 April 2024
Payment date in the Retail Offering and the Existing Shareholders Offering	On or about 29 April 2024
Delivery of the Offer Shares in the Retail Offering and the Existing Shareholders Offering (subject to timely payment)	On or about 30 April 2024
Payment date in the Institutional Offering	On or about 30 April 2024
Delivery of the Offer Shares in the Institutional Offering	On or about 30 April 2024

Note that the Company, in consultation with the Joint Global Coordinators, reserves the right to extend the Bookbuilding Period and/or the Application Period. In the event of an extension of the Bookbuilding Period and/or the Application Period, the allocation date, the payment due date and the date of the Listing will be changed accordingly.

17.3 Resolution relating to the Offering and the issue of New Shares

On 12 April 2024, the extraordinary general meeting of the Company adopted the following resolution to increase the share capital of the Company by up to NOK 100,000,000 in connection with the Offering and the Listing (unofficial translation from Norwegian):

(i) *The share capital shall be increased by minimum NOK 750,000 and maximum NOK 100,000,000, by the issuance of minimum 15,000,000 and maximum 2,000,000,000 new shares, each with a nominal value of NOK 0.05, subject to the board of directors' resolution.*

(ii) *The final subscription price per share shall be determined by the board of directors, but shall in no event be higher than NOK 100 or lower than NOK 1.*

(iii) *The new shares shall be subscribed by the investors who are allotted shares in the offering conducted in connection with the contemplated listing of the Company's shares on the Oslo Stock Exchange (the "**Offering**"), or by the managers retained for the Offering for resale to such investors. Accordingly, the shareholders' preferential right to the new shares is deviated from, cf. section 10-5 cf. section 10-4 of the Norwegian Private Limited Liability Companies Act.*

(iv) *The new shares shall be subscribed for on a separate subscription document no later than on 23 April 2024, or the earlier or later date being the last day of the application period for the Offering (in no event later than three months from the date of this general meeting).*

(v) *Payment shall be made to the Company's bank account no later than on 24 April 2024, or the earlier or later date being the first business day following the subscription.*

(vi) *The new shares carry rights to dividends and other shareholder rights in the Company from registration of the share capital increase with the Norwegian Register of Business Enterprises.*

(vii) *The Company's expenses in relation to the share capital increase are estimated to approximately NOK 100 million (excl. VAT). Additional expenses have accrued, and may continue to be accrued, during the Offering and the listing of the Company's shares on the Oslo Stock Exchange.*

(viii) *Section 4 of the Company's Articles of Association is amended to reflect the Company's share capital and number of shares following the share capital increase.*

(ix) *The resolution is contingent on and shall be registered at the same time as the share capital increases referred to in item 3.7 and 3.8 on the agenda. The completion of the share capital increase is further contingent on the board of directors of the Oslo Stock Exchange resolving to admit the Company's shares to trading on the Oslo Stock Exchange, and the Company resolves to complete the Offering following expiry of the bookbuilding for the Offering.*

Following the end of the Bookbuilding Period, expected on or around 25 April 2024 at 14:00 hours (CEST), the Board of Directors will consider and, if thought fit, approve the completion of the Offering. If the Board of Directors determines that the Offering shall be completed, it will also determine the final number of Offer Shares, the final Offer Price, and allocation of the Offer Shares. The New Shares are expected to be issued on or about 26 April 2024.

The existing shareholders' pre-emptive rights to subscribe for and be allocated Shares will be deviated from in order to be able to issue the New Shares to investors in the Offering.

17.4 The Institutional Offering

17.4.1 Determination of the number of Offer Shares and the Offer Price

The Company has, in consultation with the Joint Global Coordinators, set an Indicative Price Range for the Offering from NOK 14.5 to NOK 21 per Offer Share. The Company will, in consultation with the Joint Global Coordinators, determine the number of Offer Shares and the final Offer Price on the basis of the applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Retail Offering and the Existing Shareholders Offering. The final Offer Price and the final number of Offer Shares will be determined on or about 25 April 2024. The final Offer Price may be set within, below or above the Indicative Price Range. Investors' applications for Offer Shares in the Institutional Offering will, after the end of the Bookbuilding Period, be irrevocable and binding regardless of whether the final Offer Price is set within, below or above the Indicative Price Range.

The final Offer Price and the final number of Offer Shares are expected to be announced by the Company through the Oslo Stock Exchange's information system on or about 25 April 2024 under the ticker code "PUBLI".

17.4.2 Bookbuilding Period

The Bookbuilding Period for the Institutional Offering will be from 17 April 2024 at 09:00 hours (CEST) to 25 April 2024 at 14:00 hours (CEST), unless extended.

The Company may, in consultation with the Joint Global Coordinators, extend the Bookbuilding Period at any time, and extension may be made on one or several occasions. The Bookbuilding Period may in no event be extended beyond 14:00 hours (CEST) on 8 May 2024. In the event of an extension of the Bookbuilding Period, the allocation date, the payment due date and the date of the Listing may be changed accordingly.

17.4.3 Minimum application

The Institutional Offering is subject to a minimum application of NOK 2,000,000 per application. Investors in Norway and Sweden, who intend to place an application for less than NOK 2,000,000 must do so in the Retail Offering or, in the event that they are Existing Shareholders, in the Existing Shareholder Offering.

17.4.4 Application procedure

Applications for Offer Shares in the Institutional Offering must be made during the Bookbuilding Period by informing one of the Managers shown below of the number of Offer Shares that the investor wishes to order, and the price per share that the investor is offering to pay for such Offer Shares. The contact details of the Managers are as follows:

Arctic Securities AS	DNB Markets, a part of DNB Bank ASA
P.O. Box 1833 Vika	P.O. Box 1600 Sentrum
0123 Oslo	0021 Oslo
Norway	Norway

Danske Bank A/S, Norwegian branch	Nordea Bank Abp, filial i Norge
P.O.Box N-1170 Sentrum, Attn: Business Excellence	P.O. Box 1166 Sentrum
0107 Oslo	0107 Oslo
Norway	Norway

All applications in the Institutional Offering will be treated in the same manner regardless of which Manager the applicant chooses to place the application with. Any orally placed application in the Institutional Offering will be binding for the investor and subject to the same terms and conditions as a written application. The Managers may, at any time and in their sole discretion, require the investor to confirm orally placed applications in writing. Applications made may be withdrawn or amended by the investor at any time up to the expiry of the Bookbuilding Period. At the close of the Bookbuilding Period, all applications in the Institutional Offering that have not been withdrawn or amended are irrevocable and binding for the investor.

17.4.5 Allocation, payment for and delivery of Offer Shares

The Managers expect to issue notifications of allocation of Offer Shares in the Institutional Offering on or about 26 April 2024, by issuing contract notes to the applicants by mail or otherwise.

Payment by applicants in the Institutional Offering will take place against delivery of Offer Shares. Delivery and payment for Offer Shares is expected to take place on or about 30 April 2024 (the "**Institutional Closing Date**") through the facilities of the VPS.

For late payment, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Overdue Payment of 17 December 1976 no. 100, which, at the date of this Prospectus, is 12.5% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicants, and the Managers reserve the right, at the risk and cost of the applicant, to cancel the application and to re-allot or, from the third day after the payment due date, otherwise dispose of or assume ownership to the allocated Offer Shares on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit). The original applicant remains liable for payment for the Offer Shares allocated to the applicant, together with any interest, cost, charges and expenses accrued, and the Company, and/or the Managers may enforce payment of any such amount outstanding.

The investors will not have any rights or claims against any of the Managers.

17.5 The Retail Offering

17.5.1 Offer Price

The price for the Offer Shares offered in the Retail Offering will be the same as in the Institutional Offering, see Section 17.4.1 "Determination of the number of Offer Shares and the Offer Price".

Each applicant in the Retail Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Appendix E (the "**Retail Application Form**"), that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range (i.e. NOK 21 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Retail Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range.

For applicants applying for Offer Shares electronically through the webservices of Nordnet Bank AB ("**Nordnet**"), a reservation with respect to the final Offer Price, as described above, cannot be made. Instead of applying for Offer Shares up to a specific amount, as is the procedure through the VPS online application system and the Retail Application Form, the applicant applying for Offer Shares through Nordnet needs to expressly state the number of Offer Shares it is applying for in the Offering. The applicant should in this respect be mindful that the final Offer Price could be set at the highest point in the Indicative Price Range, and that the total amount payable by such applicant in such event will be the total number of Offer Shares applied for multiplied with the highest point in the Indicative Price Range (assuming that the applicant receives full allocation). This means that the applicant will apply for the same number of Offer Shares regardless of whether the final Offer Price is set at the low-point, mid-point or high-point in the Indicative Price Range. Should the final Offer Price be set above the Indicative Price Range, any application made through Nordnet will be disregarded without further notice to the applicant.

Existing Shareholders should apply for Shares in the Existing Shareholders Offering (for applications of up to NOK 1,999,999) or the Institutional Offering (for applications of NOK 2,000,000 or higher) in order to be secured allocation of Shares as reserved for Existing Shareholders.

17.5.2 Application period

The Application Period during which applications for Offer Shares in the Retail Offering will be accepted will last from 17 April 2024 at 09:00 hours (CEST) to 25 April 2024 at 12:00 hours (CEST), unless extended. The Company may, in consultation with the Joint Global Coordinators, extend the Application Period at any time and for any reason, and extension may be made on one or several occasions. The Application Period may in no event be extended beyond 14:00 hours (CEST) on 8 May 2024. In the event of an extension of the Application Period, the allocation date, the payment due date and the date of the Listing may be changed accordingly.

17.5.3 Minimum and maximum application

The Retail Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 1,999,999 for each applicant.

Multiple applications are allowed. One or multiple applications from the same applicant in the Retail Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. If two or more identical application forms are received from the same investor, the application form will only be counted once unless otherwise explicitly stated on one of the application forms. In the case of multiple applications either (i) through the VPS online application system, electronically through the Nordnet webservice or applications made on a physical application form or (ii) across the VPS online application system, electronically through the Nordnet webservice and/or the physical application form, all such applications may be counted and considered as one application. Investors who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering.

17.5.4 Application procedures and application offices

To participate in the Retail Offering, applicants must have an account with the VPS for the registration of holdings of securities ("**VPS account**") or be a registered customer of Nordnet. For the establishment of VPS accounts and to register as a customer of Nordnet please see Section 17.8 "VPS account and Nordnet account" for more information.

Norwegian applicants in the Retail Offering who are residents of Norway with a personal identification number, who are not using Nordnet to apply for Offer Shares, are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.arctic.com/offerings, www.dnb.no/emisjoner, www.danskebank.no/PPI and www.nordea.com/en/issuances. The content of the aforementioned websites is not incorporated by reference to this Prospectus, nor does it form part of this Prospectus.

Applicants in the Retail Offering not having access to the VPS online application system must apply either electronically through the Nordnet webservice or by using the Retail Application Form attached to this Prospectus as Appendix E.

Applications through the Nordnet webservice can be made at www.nordnet.no for Norwegian applicants residing in Norway, through www.nordnet.se for Swedish applicants residing in Sweden.

Retail Application Forms, together with this Prospectus, can be obtained from the Company free of charge at its registered office and the Managers' websites listed above, or the application offices listed below. Applications made through the VPS online application system or electronically through the Nordnet webservice must be duly registered during the Application Period.

The application offices for physical allocations in the Retail Offering are:

Arctic Securities AS	**DNB Markets, a part of DNB Bank ASA**
P.O. Box 1833 Vika	P.O. Box 1600 Sentrum
0123 Oslo	0021 Oslo
Norway	Norway
Tel: +47 21 01 30 40	Tel: +47 915 04800
E-mail: subscription@arctic.com	E-mail: retail@dnb.no
Website: www.arctic.com/offerings	Website: www.dnb.no/emisjoner

Danske Bank A/S, Norwegian branch	**Nordea Bank Abp, filial i Norge**
P.O.Box N-1170 Sentrum, Attn: Business Excellence	P.O. Box 1166 Sentrum
0107 Oslo	0107 Oslo
Norway	Norway
Tel: +47 85 40 55 00	Tel: +47 24 01 34 62
Email: Contact-PPI@danskebank.com	Email: issuerservices.no@nordea.com
Website: www.danskebank.no/PPI	Website: www.nordea.com/en/issuances

The application office for Nordnet is as set out below. Please note that the Retail Application Form attached to this Prospectus as Appendix E may not be submitted to Nordnet. Any Retail Application Forms submitted to Nordnet will be disregarded without further notice to the applicant.

Nordnet Bank (Norway)	**Nordnet Bank AB (Sweden)**
Akersgata 45	Alströmergatan 39
P.O. Box 302 Sentrum	P.O. Box 3000
N-0103 Oslo	S-104 25, Stockholm
Norway	Sweden
Tel.: +47 23 33 30 23	Tel.: +46 10-583 3000
E-mail: kundeservice@nordnet.no	E-mail: kundservice@nordnet.se

All applications in the Retail Offering will be treated in the same manner regardless of which of the above Managers the applications are placed with. Further, all applications in the Retail Offering will be treated in the same manner regardless of whether they are submitted by delivery of a Retail Application Form or through the VPS online application system.

Retail Application Forms that are incomplete or incorrectly completed, whether electronically or physically, or that are received after the expiry of the Application Period, may be disregarded without further notice to the applicant. The same applies to applications that are unlawful. Properly completed Retail Application Forms must be received by one of the application offices listed above or registered electronically through the VPS application system by 12:00 hours (CEST) on 25 April 2024, unless the Application Period is being extended. None of the Company, the Managers or Nordnet may be held responsible for any delays, unavailable digital systems and/or channels or other logistical or technical matters that may result in applications not being received in time or at all by any application office.

Subject to Section 17.5.1 "Offer Price" above, all applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the either of the Managers' application office, or in the case of applications through the VPS online application system, upon registration of the application. Applications made through Nordnet can be amended up to the expiry of the Application Period. Following expiry of the Application Period, all applications received by Nordnet will be irrevocable and binding and cannot be withdrawn, cancelled or modified by the applicant.

17.5.5 Allocation, payment and delivery of Offer Shares

DNB Markets, acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or around 26 April 2024. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact one of the application offices listed above on or around 26 April 2024 during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see how many Offer Shares they have been allocated from on or around 26 April 2024. Applicants who have applied for Offer Shares through Nordnet should be able to see how many Offer Shares they have been allocated at their account in Nordnet on or about 26 April 2024.

In registering an application through the VPS online application system or completing a Retail Application Form, each applicant in the Retail Offering will authorise DNB Markets (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on the Retail Application Form. Accounts will be debited on or about 29 April 2024 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 26 April 2024. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date (expected to be 29 April 2024).

To ensure that they do not lose their right to any allotment, applicants in the Retail Offering applying for Offer Shares through Nordnet must have sufficient funds available in their account from expiration of the Application Period until 23:59 hours (CEST) on the Payment Date, i.e. 29 April 2024. For applicants who are allocated shares in the Retail Offering, who are Nordnet customers in Sweden and already have an investment savings account at Nordnet, Nordnet will purchase the equivalent number of Offer Shares in the Offering and resell such Offer Shares to the customer at a price equal to the final Offer Price.

Further details and instructions will be set out in the allocation notes to the applicant to be issued on or around 26 April 2024, or can be obtained by contacting the Managers or Nordnet (depending on where the application was made).

Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments, which at the date of this Prospectus is 12.5% per annum. DNB Markets (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 29 April 2024 if there are insufficient funds on the account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding.

The original applicant will be liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding. The investors will not have any rights or claims against any of the Managers.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or around 30 April 2024.

17.6 The Existing Shareholders Offering

17.6.1 Offer Price

The price for the Offer Shares offered in the Existing Shareholders Offering will be the same as in the Institutional Offering, see Section 17.4.1 "Determination of the number of Offer Shares and the Offer Price".

Each applicant in the Existing Shareholders Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on the application form to be used to apply for Offer Shares in the Existing Shareholders Offering, attached to this Prospectus as Appendix F (the "**Existing Shareholders Application Form**"), that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range (i.e. NOK 21 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Existing Shareholders Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range.

17.6.2 Application period

The Application Period during which applications for Offer Shares in the Existing Shareholders Offering will be accepted will last from 17 April 2024 at 09:00 hours (CEST) to 25 April 2024 at 12:00 hours (CEST), unless extended. The Company may, in consultation with the Joint Global Coordinators, extend the Application Period at any time and for any reason, and extension may be made on one or several occasions. The Application Period may in no event be extended beyond 14:00 hours (CEST) on 8 May 2024. In the event of an extension of the Application Period, the allocation date, the payment due date and the date of the Listing may be changed accordingly.

17.6.3 Minimum and maximum application

The Existing Shareholders Offering is subject to a minimum application amount of NOK 10,500 and a maximum application amount of NOK 1,999,999 for each applicant.

Multiple applications are allowed. One or multiple applications from the same applicant in the Existing Shareholders Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. If two or more identical application forms are received from the same shareholder, the application form will only be counted once unless otherwise explicitly stated on one of the application forms. In the case of multiple applications through the VPS online application system or applications made both on a physical application form and through the VPS online application system, all applications may be counted and considered as one application. Shareholders who intend to place an order in excess of NOK 1,999,999 must do so in the Institutional Offering.

17.6.4 Application procedures and application offices

To participate in the Existing Shareholders Offering, applicants must have an account with the VPS for the registration of holdings of securities ("**VPS account**"). For the establishment of VPS accounts please see Section 17.8 "VPS account" for more information.

Norwegian applicants in the Existing Shareholders Offering who are residents of Norway with a personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.arctic.com/offerings, www.dnb.no/emisjoner, www.danskebank.no/PPI and www.nordea.com/en/issuances. The content of the aforementioned websites is not incorporated by reference to this Prospectus, nor does it form part of this Prospectus.

Applicants in the Existing Shareholders Offering not having access to the VPS online application system must apply using the Existing Shareholder Application Form attached to this Prospectus as Appendix F.

The Existing Shareholders Application Form, together with this Prospectus, can be obtained from the Company free of charge at its registered office and the Managers' websites listed above, or the application offices listed below. Applications made through the VPS online application system must be duly registered during the Application Period.

The application offices for physical allocations in the Existing Shareholders Offering are:

Arctic Securities AS	DNB Markets, a part of DNB Bank ASA
P.O. Box 1833 Vika	P.O. Box 1600 Sentrum
0123 Oslo	0021 Oslo
Norway	Norway
Tel: +47 21 01 30 40	Tel: +47 915 04800
E-mail: subscription@arctic.com	E-mail: retail@dnb.no
Website: www.arctic.com/offerings	Website: www.dnb.no/emisjoner

Danske Bank A/S, Norwegian branch	Nordea Bank Abp, filial i Norge
P.O.Box N-1170 Sentrum, Attn: Business Excellence	P.O. Box 1166 Sentrum
0107 Oslo	0107 Oslo
Norway	Norway
Tel: +47 85 40 55 00	Tel: +47 24 01 34 62
Email: Contact-PPI@danskebank.com	Email: issuerservices.no@nordea.com
Website: www.danskebank.no/PPI	Website: www.nordea.com/en/issuances

All applications in the Existing Shareholders Offering will be treated in the same manner regardless of which of the above Managers the applications are placed with. Further, all applications in the Existing Shareholders Offering will be treated in the same manner regardless of whether they are submitted by delivery of a Retail Application Form or through the VPS online application system.

Retail Application Forms that are incomplete or incorrectly completed, whether electronically or physically, or that are received after the expiry of the Application Period, may be disregarded without further notice to the applicant. The same applies to applications that are unlawful. Properly completed Retail Application Forms must be received by one of the application offices listed above or registered electronically through the VPS application system by 12:00 hours (CEST) on 25 April 2024, unless the Application Period is being extended. None of the Company or the Managers may be held responsible for any delays, unavailable digital systems and/or channels or other logistical or technical matters that may result in applications not being received in time or at all by any application office.

Subject to Section 17.5.1 "Offer Price" above, all applications made in the Existing Shareholders Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the either of the Managers' application office, or in the case of applications through the VPS online application system, upon registration of the application.

17.6.5 Allocation, payment and delivery of Offer Shares

DNB Markets, acting as settlement agent for the Existing Shareholders Offering, expects to issue notifications of allocation of Offer Shares in the Existing Shareholders Offering on or around 26 April 2024. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact one of the application offices listed above on or around 26 April 2024 during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see how many Offer Shares they have been allocated from on or around 26 April 2024.

In registering an application through the VPS online application system or completing a Retail Application Form, each applicant in the Existing Shareholders Offering will authorise DNB Markets (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on the Retail Application Form. Accounts will be debited on or about 29 April 2024 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 26 April 2024. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date (expected to be 29 April 2024).

Further details and instructions will be set out in the allocation notes to the applicant to be issued on or around 26 April 2024, or can be obtained by contacting the Managers.

Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments, which at the date of this Prospectus is 12.5% per annum. DNB Markets (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 29 April 2024 if there are insufficient funds on the account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding.

The original applicant will be liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding. The investors will not have any rights or claims against any of the Managers.

Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Existing Shareholders Offering is expected to take place on or around 30 April 2024.

17.7 Mechanism of allocation

It has been provisionally assumed that more than 90% of the Offering will be allocated in the Institutional Offering and that less than 10% of the Offering will be allocated in the Retail Offering and the Existing Shareholders Offering. The final determination of the number of Offer Shares allocated to the Institutional Offering, the Retail Offering and the Existing Shareholders Offering, respectively, will only be decided, however, by the Company, in consultation with the Managers, following the completion of the bookbuilding process for the Institutional Offering, based on among other things the level of orders or applications received from each of the categories of investors.

The Company and the Managers reserve the right to deviate from the provisionally assumed allocation between tranches without further notice and at their sole discretion.

No Offer Shares have been reserved for any specific national market.

In the Institutional Offering, the Company, together with the Managers, will determine the allocation of Offer Shares. An important aspect of the allocation principles is the desire to create an appropriate long-term shareholder structure for the Company. Existing shareholding in the Company will also be an important allocation principle, and the Company will seek that Existing Shareholders who apply for Offer Shares in the Institutional Offering are allocated the number of Offer Shares that they have applied for in order to limit the dilutive effect of the Offering on their existing shareholding in the Company. When deciding on allocation of Offer Shares, the Company, in consultation with the Managers, will take into account applicants existing shareholding in the Company and the size of the application. Further allocation principles will, in accordance with normal practice for institutional placements, include factors such as premarketing and management road-show participation and feedback, timeliness of the order, price level, relative order size, sector knowledge, investment history, perceived investor quality and investment horizon. The Company and the Managers further reserve the right, at their sole discretion, to take into account the creditworthiness of any applicant. The Company and the Managers may also set a maximum allocation, or decide to make no allocation to any applicant.

In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. One or multiple orders from the same applicant in the Retail Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. In the Retail Offering, allocation will be made on a pro rata basis using the VPS automated simulation procedures or a similar procedure for applications made electronically through the Nordnet webservice, provided, however, that the Company and the Managers reserve the right, at their sole discretion, to give full allocation to employees of the Group and members of the Board of Directors having applied for Offer Shares in the Retail Offering, except for applications through Nordnet, as Nordnet does not have visibility as to whether the applications have been made by such persons.

In the Existing Shareholders Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. One or multiple orders from the same applicant in the Existing Shareholders Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999. In the Existing Shareholders Offering, allocation of Offer Shares will be made by the Company in consultation with the Managers. The Company will seek that Existing Shareholders who apply for Offer Shares in the Existing Shareholders Offering are allocated the number of Offer Shares that they have applied for in order to limit the dilutive effect of the Offering on their existing shareholding in the Company. When deciding on allocation of Offer Shares, the Company, in consultation with the Managers, will take into account applicants existing shareholding in the Company and the size of the application. Allocations will in any event be made within the size limit of the Existing Shareholder Offering, and to the extent all or several Existing Shareholders apply for Offer Shares, the Company will treat Existing Shareholders equally and cannot guarantee that each Existing Shareholder will be allocated all Offer Shares applied for.

Only Existing Shareholders may apply for and be allocated Offer Shares in the Existing Shareholders Offering. All other applications will be disregarded. Existing Shareholders may also apply for Offer Shares in the Institutional Offering, where an upper limit of NOK 1,999,999 (as in the Existing Shareholder Offering) does not apply. The allocation principles in the Institutional Offering are set out above.

The Company and the Managers reserve the right to limit the total number of applicants to whom Offer Shares are allocated in the Institutional Offering and the Retail Offering if the Company and the Managers deem this to be necessary in order to keep the number of shareholders in the Company at an appropriate level and such limitation does not have the effect that any conditions for the Listing regarding the number of shareholders will not be satisfied. If the Company and the Managers should decide to limit the total number of applicants to whom Offer Shares are allocated in the Institutional Offering and the Retail Offering, the applicants to whom Offer Shares are allocated will be determined on a random basis by using the VPS automated simulation procedures and/or other random allocation mechanism. The Company and the Managers reserve the right to set a maximum allocation per applicant in the Retail Offering.

17.8 VPS account and Nordnet account

To participate in the Offering, each applicant must have a VPS account. The VPS account number must be stated when registering an application through the VPS online application system or on the Retail Application Form for the Retail Offering and the Existing Shareholders Application Form for the Existing Shareholders Offering. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within the EEA. Non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian Ministry of Finance. Establishment of VPS accounts requires verification of identification by the relevant VPS registrar in accordance with Norwegian anti-money laundering legislation (see Section 17.11 "Mandatory anti-money laundering procedures").

For participation in the Retail Offering, applicants in Norway and Sweden can apply for Offer Shares electronically through the Nordnet webservice. In order to apply for Offer Shares through Nordnet, the applicant must register as a customer of Nordnet and establish a nominee/depot account for the Retail Offering, through Nordnet. In order to establish a customer relationship with Nordnet, the applicant should have an online banking ID or a mobile banking ID. If the applicant is unable to establish a customer relationship with Nordnet through his/her online banking ID or mobile banking ID, the customer relationship must be established through a manual application, which is time consuming and may not be processed by Nordnet prior to expiry of the Application Period. For more information on how to proceed to establish a customer relationship with Nordnet, please contact Nordnet.

17.9 National Client Identifier and Legal Entity Identifier

17.9.1 Introduction

In order to participate in the Offering, subscribers will need a global identification code. Physical persons will need a so-called National Client Identifier ("**NCI**") and legal entities will need a Legal Entity Identifier (LEI). Investors who do not already have an NCI or LEI, as applicable, must obtain such codes in time for the application in order to participate in the Offering.

17.9.2 NCI code for physical persons

As of 3 January 2018, physical persons need an NCI code to participate in a financial market transaction. The NCI code is a global identification code for physical persons. For physical persons with only a Norwegian citizenship, the NCI code is the 11 digit personal ID number (Nw.: *fødselsnummer*). If the person in question has multiple citizenships or another citizenship than Norwegian, another relevant NCI code can be used. Investors are encouraged to contact their bank for further information.

17.9.3 LEI code for legal entities

As of 3 January 2018, a LEI code is a mandatory number for all legal entities investing in a financial market transaction. A LEI code is a 20-character code that identifies distinct legal entities that engage in financial market transactions. The Global Legal Identifier Foundation ("**GLEIF**") is not directly issuing LEIs, but delegates this responsibility to Local Operating Units ("**LOUs**").

Norwegian companies can apply for a LEI code through the website https://no.nordlei.org/. The application can be submitted through an online form and signed electronically with BankID. It normally takes one to two working days to process the application.

Non-Norwegian companies can find a complete list of LOUs on the website https://www.gleif.org/en/about-lei/get-an-lei-find-lei-issuing-organizations.

17.10 Product governance

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (MiFID II); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the MiFID II Product Governance Requirements), and disclaiming all and any liability, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the Target Market Assessment).

Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

17.11 Mandatory anti-money laundering procedures

The Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 no. 1324 (collectively, the "**Anti-Money Laundering Legislation**").

Applicants who are not registered as existing customers of any of the Managers must verify their identity to the Manager with which the order is placed in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Retail Application Form, or that register an application through the VPS online application system, or that are registered customers of Nordnet and make their application through Nordnet, are exempted, unless verification of identity is requested by any of the Managers. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period may not be allocated Offer Shares.

17.12 Over-allotment and stabilisation activities

17.12.1 Over-allotment of Additional Shares

In connection with the Offering, the Managers may elect to over-allot a number of Additional Shares, equal to up to approximately 15% of the aggregate number of New Shares sold in the Offering and, in order to permit delivery in respect of over-allotments made, the Stabilisation Manager DNB Markets) may, pursuant to the Borrowing Option, require SBB Samfunnsbygg AS to lend to the Stabilisation Manager, on behalf of the Managers, a number of existing Shares equal to the number of Additional Shares allocated in the Offering. Further, the Company has granted to the Stabilisation Manager, on behalf of the Managers, the Greenshoe Option to have issued and subscribe for new Shares equal to the number of Additional Shares allocated in the Offering at a price equal to the final Offer Price, which may be exercised by the Stabilisation Manager in whole or in part, on behalf of the Managers, within 30 days of commencement of trading in the Shares on the Oslo Stock Exchange. To the extent that the Managers have over-allotted Shares in the Offering, the Managers have created a short position in the Shares. The Stabilisation Manager may close out this short position by buying Shares in the market through stabilisation activities and/or by exercising the Greenshoe Option.

A stock exchange notice will be published on the first day of trading in the Shares on the Oslo Stock Exchange (expected to take place on 29 April 2024), announcing whether the Managers have over-allotted Shares in connection with the Offering. Any exercise of the Greenshoe Option will be promptly announced by the Stabilisation Manager through the Oslo Stock Exchange's information system.

17.12.2 Price stabilisation

The Stabilisation Manager (DNB Markets) may, upon exercise of the Borrowing Option, from the first day of the Listing, effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the commencement of trading in the Shares on the Oslo Stock Exchange.

Any stabilisation activities will be conducted in accordance with Article 5 of MAR and the Commission Delegated Regulation 2016/1052 of 8 March 2016 as implemented into Norwegian law by Section 3-1 of the Norwegian Securities Trading Act regarding buy-back programs and stabilisation of financial instruments.

Any profit resulting from stabilisation activities conducted by the Stabilisation Manager, on behalf of the Managers, will be for the account of the Company.

If stabilisation activities are undertaken, information on the activities will be published no later than seven trading days following such transaction(s). Further, within one week after the expiry of the 30 calendar day period of price stabilisation, the Stabilisation Manager will publish information as to whether or not price stabilisation activities were undertaken. If stabilisation activities were undertaken, the statement will also include information about: (i) the total amount of Shares sold and purchased; (ii) the dates on which the stabilisation period began and ended; (iii) the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and (iv) the date at which stabilisation activities last occurred.

It should be noted that stabilisation activities might result in market prices that are higher than would otherwise prevail. Stabilisation may be undertaken, but there is no assurance that it will be undertaken and it may be stopped at any time.

17.13 Publication of information in respect of the Offering

In addition to press releases which will be posted on the Company's website, the Company will use the Oslo Stock Exchange's information system to publish information relating to the Offering, such as amendments to the Bookbuilding Period and the Application Period (if any), the final Offer Price, the number of Offer Shares, the total amount of the Offering, allocation percentages and the first day of trading.

The final determination of the Offer Price, the final number of Offer Shares and the total amount of the Offering is expected to be published on or about 25 April 2024.

17.14 The rights conferred by the Offer Shares

The New Shares and any Additional Shares will in all respects carry full shareholders' rights in the Company on an equal basis as any other existing Shares in the Company, including the right to any dividends. For a description of rights attached to the Shares, see Section 13.9 "Shareholder rights".

17.15 VPS registration

The New Shares and any Additional Shares have been created under the Norwegian Public Limited Companies Act. The New Shares and any Additional Shares are registered in book-entry form with the VPS and have ISIN NO0013178616. The Company's register of shareholders with the VPS is administrated by Nordic Issuer Services AS (being the VPS Registrar, as defined herein).

17.16 Conditions for completion of the Offering – Listing and trading of the Offer Shares

The Company will on or about 16 April 2024 apply for Listing of its Shares on the Oslo Stock Exchange. It is expected that the board of directors of the Oslo Stock Exchange will approve the listing application of the Company on or about 22 April 2024, conditional upon (i) the Company obtaining a minimum of 500 shareholders, each holding Shares with a value of more than NOK 10,000, (ii) the Company satisfying the minimum free float requirement of the Shares set by the Oslo Stock Exchange and (iii) that the Company raises gross proceeds of at least NOK 1,500 million through the Offering. The Company expects that these conditions will be fulfilled through the Offering.

Completion of the Offering on the terms set forth in this Prospectus is conditional upon the board of directors of the Oslo Stock Exchange approving the application for Listing in its meeting to be held on or about 22 April 2024, on conditions acceptable to the Company and that any such conditions are satisfied by the Company. The Offering will be cancelled in the event that the conditions are not satisfied. There can be no assurance that the board of directors of the Oslo Stock Exchange will give such approval or that the Company will satisfy these conditions.

Completion of the Offering on the terms set forth in this Prospectus is otherwise only conditional on (i) the Board of Directors or a committee thereof having resolved to sell the New Shares in the Offering, (ii) the Company in consultation with the Joint Global Coordinators, resolving to proceed with the Offering, (iii) the Company in consultation with the Joint Global Coordinators, having approved the Offer Price, the number of Offer Shares and the allocation of the Offer Shares to eligible investors following the bookbuilding process, and (iv) the Placing Agreement entered into by the Company, SBB Samfunnsbygg AS and the Managers remaining in full force and effect. There can be no assurance that these conditions will be satisfied. If the conditions are not satisfied, the Offering may be revoked or suspended.

Assuming that the conditions are satisfied, the first day of trading of the Shares, including the Offer Shares, on the Oslo Stock Exchange, is expected to be on or about 29 April 2024. The Shares are expected to trade under the ticker code "PUBLI".

Applicants in the Retail Offering and the Existing Shareholder Offering selling Offer Shares prior to delivery must ensure that payment for such Offer Shares is made on or prior to the Payment Date, by ensuring that the stated bank account is sufficiently funded by 26 April 2024 or, for applications through the Nordnet webservice, that the payment amount is available at its Nordnet account from the expiration of the Application Period and until the Payment Date, as applicable. Applicants in the Institutional Offering selling Offer Shares prior to delivery must ensure that payment for such Offer Shares is made on or prior to the Institutional Closing Date. Accordingly, an applicant who wishes to sell his/her Offer Shares, following confirmed allocation of Offer Shares, but before delivery, must ensure that timely payment is made in order for such Offer Shares to be delivered in time to the applicant.

Prior to the Listing and the Offering, the Shares are not listed on any stock exchange or authorised market place, and no application has been filed for listing on any other stock exchanges or regulated market places than the Oslo Stock Exchange. Neither the Company nor the Managers can assure that a liquid trading market for the Shares may be created or sustained. The prices at which the Shares will trade after the Offering may be lower than the Offer Price. The Offer Price may bear no relationship to the market price of the Shares subsequent to the Offering.

17.17 Dilution

Following completion of the Offering (excluding any over-allotments), and the issuance of new Shares to SBB Samfunnsbygg AS as described in Section 9.1, the immediate dilution for the existing shareholders is expected to be approximately 214%, based on the assumption that the existing shareholders do not subscribe for any New Shares in the Offering and that the maximum number of New Shares is issued in the Offering. The existing shareholder's pre-emption right to subscribe for the New Shares will be deviated from, see Section 17.3 "Resolution relating to the Offering and the issue of New Shares".

Based on the 2023 Financial Statements (and accordingly not reflecting the issuance of new Shares to SBB Samfunnsbygg AS under the SBB Transaction), the EPRA NRV per existing Share is NOK 40.6 (adjusted for the 1:20 split described in Section 13.3 "Share capital and share capital history").

17.18 Expenses of the Offering and the Listing

The net proceeds to the Company will be between NOK 1,422,500,000 and NOK 1,676,250,000, based on estimated total transaction costs of approximately NOK 100 million in connection with the Offering and the Listing to be paid by the Company.

In addition to a fee for the Managers' pre-funding of the New Shares, the Company will, pursuant to the mandate agreement with the Managers, pay to the Managers a base fee equal to a percentage of the gross proceeds of all shares allocated in the Offering, including any Additional Shares, and of the new Shares to be issued to SBB Samfunnsbygg AS in connection with the SBB Transaction (as defined in Section 8.6), multiplied with the price per Offer Share, in a split as agreed with the Managers. The Company shall also pay an additional fixed fee to Danske Bank and Nordea. In addition to the base fee and such additional fee, the Company may, in its absolute sole discretion, pay to the Managers a discretionary fee up to a pre-determined percentage of the gross proceeds from the Offering, in a split as agreed with the Managers.

The Company is liable to pay, or cause to be paid, all expenses of the Managers incidental to the completion of the Offering.

No expenses or taxes will be charged by the Company or the Managers to the applicants in the Offering.

17.19 Lock-up

17.19.1 The Company

Pursuant to a lock-up undertaking included in the Placing Agreement, the Company has undertaken that it will not, without the prior written consent of the Joint Global Coordinators, during the period from the date of the Placing Agreement and until 360 days from the first day of trading of the Shares on Oslo Børs (1) issue, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Shares or other equity interest in the capital of the Company or any securities convertible into or exercisable for such Shares or other equity interests, or (2) enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Shares or other equity interests, whether any such transaction described in (1) or (2) above is to be settled by delivery of the Shares or other securities or interests, in cash or otherwise, or (3) market or otherwise seeking investor interest for its Shares, or conducting any bookbuilding exercises for any sale of its Shares or (4) publicly announce or indicate an intention to effect any transaction specified in (1) or (2) above.

The foregoing shall not apply to:

(A) the issue of the New Shares in the Offering or the issue of any Greenshoe Shares;

(B) the granting of options or other rights to Shares, or the honouring of options or such other rights to Shares, by the Company pursuant to any board, management or employee share incentive schemes;

(C) any sale of shares to members of the board, management or employees as part of any board approved share purchase program; or

(D) the issuance or transfer of Shares as consideration in mergers or acquisitions.

17.19.2 SBB Samfunnsbygg AS

Pursuant to a lock-up undertaking included in the Placing Agreement, SBB Samfunnsbygg AS has undertaken that it will not, directly or indirectly, without the prior written consent of the Managers, during the period from the date of the Placing Agreement until 360 days from the first day of trading of the Shares on Oslo Børs, (1) offer, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of or agree to dispose of, directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares, or warrants or other rights to purchase Shares, or (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares or any securities convertible into or exercisable or exchangeable for Shares, or warrants or other rights to purchase Shares, whether any such transaction described in (1) or (2) above is to be settled by delivery of Shares or such other securities, in cash or otherwise, (3) market or otherwise seeking investor interest for its Shares, or conducting any bookbuilding exercises for any sale of its Shares or (4) agree or publicly announce an intention to effect any transaction specified in (1), (2) or (3) above.

The foregoing shall not apply to:

(A) transfer of Borrowed Shares and receipt from the Stabilisation Manager of a number of Shares equal to the number of Borrowed Shares as contemplated by the Placing Agreement;

(B) the acceptance (including pre-acceptance) of a tender or takeover offer to acquire all Shares in the Company;

(C) voting in favour of and exchanging shares in a statutory merger or other form of business combination transaction in which the Company is a party;

(D) granting of security by pledging any Shares in favour of a lender; or

(E) any disposal following realisation and/or enforcement of any Shares subject to security created in accordance with (D).

17.19.3 Board Members and Management

Pursuant to additional lock-up undertakings, the IPO Board Members and the Management of the Company, have undertaken that they will not, directly or indirectly, without the prior written consent of the Managers, during the period from the date of this Lock-up Declaration and until 360 days from the first day of trading of the Shares on Oslo Børs: (1) sell, offer to sell, contract or agree to sell, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares, or warrants or other rights to purchase Shares, (2) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Shares or any securities convertible into or exercisable or exchangeable for Shares, or warrants or other rights to purchase Shares, whether any such transaction is to be settled by delivery of Shares or such other securities, in cash or otherwise, or (3) publicly announce an intention to effect any transaction specified in clause (1) or (2) above.

The foregoing shall not apply to:

(A): the acceptance (including pre-acceptance) of a tender or takeover offer to acquire all Shares in the Company;

(B) voting in favour of and exchanging shares in a statutory merger or other form of business combination transaction in which the Company is a party;

(C) any sale of Shares to cover the strike price for options, warrants or similar rights to Shares pursuant to any board approved incentive program in the Company ("Incentive Instruments") and/or taxes triggered in connection with such exercise of such Incentive Instruments:

(D) pledge of Shares provided that, if such pledge is enforced (Nw.: tiltres), the transferee(s) in writing assumes the obligations set forth in this Lock-up Declaration (however, so that a waiver from the foregoing has been obtained by the Managers in relation to a pledge in Shares held by Kenneth Bern (board member) pursuant to an existing pledge agreement), and;

(E) any transfer of Shares to a company wholly owned or directly or indirectly controlled by the Shareholder provided that such company (i) in writing assumes the obligations set forth in this Lock-up Declaration and (ii) remain wholly owned or under the direct or indirect control by the Shareholder for the remaining part of the period set out above.

17.20 Interest of natural and legal persons involved in the Offering

The Managers or their affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Managers will receive a fee in connection with the Offering, and will as such have an interest in the Offering. See Section 17.18 "Expenses of the Offering and the Listing" for information on fees to the Managers in connection with the Offering.

See Section 12.4.3 "Transaction bonus" for information about bonus payments contingent on a successful Listing.

Beyond the above-mentioned, the Company is not aware of any interest, including conflicting ones, of any natural or legal persons involved in the Offering.

17.21 Participation of major existing shareholders and members of the Management, supervisory and administrative bodies in the Offering

None of the members of the Board of Directors and Management have indicated an intention to apply for Offer Shares and are expected to consider any possible applications during the Application Period. The Company is not aware of any major shareholders of the Company or members of the Management, supervisory or administrative bodies which intend to apply for Offer Shares in the Offering, or whether any person intends to apply for more than 5% of the Offer Shares in the Offering.

17.22 Governing law and jurisdiction

This Prospectus, the Retail Application Form and the terms and conditions of the Offering shall be governed by and construed in accordance with Norwegian law. Any dispute arising out of, or in connection with, this Prospectus, the Retail Application Form or the Offering shall be subject to the exclusive jurisdiction of the courts of Norway, with the Oslo District Court as the legal venue.

18 SELLING AND TRANSFER RESTRICTIONS

18.1 General

As a consequence of the following restrictions, prospective investors are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Shares offered hereby.

Other than in Norway the Company is not taking any action to permit a public offering of the Shares in any jurisdiction. Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Prospectus is for information only and should not be copied or redistributed. Except as otherwise disclosed in this Prospectus, if an investor receives a copy of this Prospectus in any jurisdiction other than Norway, the investor may not treat this Prospectus as constituting an invitation or offer to it, nor should the investor in any event deal in the Shares, unless, in the relevant jurisdiction, such an invitation or offer could lawfully be made to that investor, or the Shares could lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements. Accordingly, if an investor receives a copy of this Prospectus, the investor should not distribute or send the same, or transfer Shares, to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations.

18.2 Selling restrictions

18.2.1 United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States to QIBs in reliance on Rule 144A or pursuant to another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act; or (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act, and, in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Accordingly, each Manager has represented and agreed that it has not offered or sold, and will not offer or sell, any of the Offer Shares as part of its allocation at any time other than (i) within the United States to QIBs in accordance with Rule 144A or (ii) outside of the United States in compliance with Rule 903 of Regulation S. Transfer of the Offer Shares will be restricted and each purchaser of the Offer Shares in the United States will be required to make certain acknowledgements, representations and agreements, as described under Section 18.3.1 "United States".

Any offer or sale in the United States will be made solely by, or intermediated by, affiliates of the Managers who are broker-dealers registered under the U.S. Exchange Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of Offer Shares within the United States by a dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from the registration requirements of the U.S. Securities Act and in connection with any applicable state securities laws.

18.2.2 United Kingdom

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom, except that the Shares may be offered in the United Kingdom at any time:

a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or

c) in any other circumstances falling within Section 86 of the FSMA;

provided that no such offer of the Shares shall require the Company or any Managers to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In the United Kingdom, this Prospectus is addressed to and directed only at parties who (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) are other persons to whom this Prospectus may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). The Offer Shares are only available to, and any invitation, offer, or agreement to subscribe for, purchase or otherwise acquire Offer Shares in the United Kingdom will be engaged only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

18.2.3 European Economic Area

In relation to each Relevant Member State, other than Norway, no Offer Shares have been offered or will be offered to the public in that Relevant Member State, pursuant to the Offering, except that Offer Shares may be offered to the public in that Relevant Member State at any time in reliance on the following exemptions under the EU Prospectus Regulation:

a) to persons who are "qualified investors" within the meaning of Article 2(e) of the EU Prospectus Regulation;

b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) per Relevant Member State, with the prior written consent of the Managers for any such offer; or

c) in any other circumstances falling under the scope of Article 3(2) of the EU Prospectus Regulation;

provided that no such offer of Offer Shares shall require the Company or any Manager to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplementary prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purpose of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Offering and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares.

These EEA selling restrictions are in addition to any other selling restrictions set out in this Prospectus.

18.3 Transfer restrictions

18.3.1 United States

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold except: (i) within the United States only to QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the U.S. Securities Act; and (ii) outside the United States in compliance with Regulation S, and in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this section.

Each purchaser of the Offer Shares outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority or any state of the United States, and, subject to certain exceptions, may not be offered or sold within the United States.

- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares or any economic interest therein to any person in the United States.

- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.

- The purchaser is aware of the restrictions on the offer and sale of the Offer Shares pursuant to Regulation S described in this Prospectus.

- The Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.

- The Company shall not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above restrictions.

- If the purchaser is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements in behalf of each such account.

- The purchaser acknowledges that the Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

- The purchaser acknowledges that the Company that it has not been assessed whether the Company could be considered as an investment company under the US Investment Company Act and/or (ii) a Passive Foreign Investment Company (PFIC).

Each purchaser of the Offer Shares within the United States purchasing pursuant to Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations.

- The purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.

- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Offer Shares for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution to the Offer Shares, as the case may be.

- The purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act.

- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, or any economic interest therein, as the case may be, such Offer Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) outside the United States in a transaction meeting the requirements of Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities

Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.

- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Offer Shares from the Company or an affiliate thereof in the initial distribution of such Shares.

- The purchaser will not deposit or cause to be deposited such Offer Shares into any depositary receipt facility established or maintained by a depository bank other than a Rule 144A restricted depository receipt facility, so long as such Offer Shares are "restricted securities" within the meaning of Rule 144(a) (3) under the U.S. Securities Act.

- The purchaser acknowledges that the Offer Shares are "restricted securities" within the meaning of Rule 144(a) (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares, as the case may be.

- The purchaser acknowledges that the Company shall not recognize any offer, sale pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions.

- If the purchaser is requiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

- The purchaser acknowledges that the these representations and undertakings are required in connection with the securities laws of the United States and that Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

18.3.2 European Economic Area

Each person in a Relevant Member State (other than, in the case of paragraph (a), persons receiving offers contemplated in this Prospectus in Norway) who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to and with each Manager and the Company that:

a) it is a qualified investor within the meaning of Article 2(e) of the EU Prospectus Regulation; and

b) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 1 of the EU Prospectus Regulation, (i) the Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the EU Prospectus Regulation, or in circumstances in which the prior consent of the Managers has been given to the offer or resale; or (ii) where Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Shares to it is not treated under the EU Prospectus Regulation as having been made to such persons.

For the purpose of this representation, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Offering and the Offer Shares to be offered, so as to enable an investor to decide to acquire any Offer Shares.

19 ADDITIONAL INFORMATION

19.1 Auditor

The Company's independent auditor is PricewaterhouseCoopers AS with business registration number 987 009 713, and business address at Dronning Eufemias gate 71, 0194 Oslo, Norway. PricewaterhouseCoopers has been the Company's auditor since 2021.

19.2 Advisors

Advokatfirmaet Thommessen AS is acting as Norwegian legal counsel to the Company.

Arctic Securities AS, DNB Markets, a part of DNB Bank ASA, Danske Bank A/S, Norwegian branch and Nordea Bank Abp, filial i Norge are acting as Joint Global Coordinators in the Offering.

Wikborg Rein Advokatfirma AS is acting as Norwegian legal counsel to the Managers.

19.3 Documents on display

Copies of the following documents will be available for inspection at the Company's headquarter located at Tordenskiolds gate 8-10, 0161 Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Prospectus:

- The Company's certificate of incorporation and the Articles of Association;
- All reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in this Prospectus; and
- This Prospectus.

The above documents are also available electronically at the Company's website (https://publicproperty.no/investor).

20 SWEDISH SUMMARY (SAMMANFATTNING)

Inledning

Varning....................................	Denna sammanfattning bör betraktas som en introduktion till Prospektet. Varje beslut om att investera i värdepapperen bör baseras på en bedömning av hela Prospektet från investerarens sida. En investering i Aktierna medför risk och en investerare kan förlora hela eller delar av det investerade kapitalet. Vid talan i domstol angående informationen i Prospektet kan den investerare som är kärande enligt nationell rätt bli tvungen att stå för kostnaderna för översättning av prospektet innan de rättsliga förfarandena inleds. Civilrättsligt ansvar kan endast åläggas de personer som lagt fram sammanfattningen, inklusive översättningar därav, men endast om sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av prospektet eller om den inte, tillsammans med de andra delarna av prospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i sådana värdepapper.
Värdepapper............................	Bolaget har ett aktieslag. Aktierna (inklusive de Erbjudna Aktierna) kommer att registreras i kontobaserad form hos VPS under det internationella värdepappersidentifieringsnumret (ISIN) NO0013178616.
Emittent...................................	Bolagets organisationsnummer i det norska företagsregistret (*Nw.: Foretaksregisteret*) är 921 563 108 och dess Legal Entity Identifier (LEI-kod) är 254900QSCB9T0W2KE886. Bolagets registrerade kontor ligger på Tordenskiolds gate 10, 0161 Oslo, Norge och dess e-postadress är post@publicproperty.no. Koncernens webbplats för investerare finns på https://publicproperty.no/investor. Bolaget betraktas som en erbjudare enligt prospektförordningen, utöver de erbjudare som anges nedan.
Erbjudaren...............................	

Namn	LEI-kod
Public Property Invest ASA	254900QSCB9T0W2KE886

Behörig myndighet..................	Finansinspektionen i Norge, med organisationsnummer 840 747 972 och registrerad adress på Revierstredet 3, 0151 Oslo, Norge, samt telefonnummer +47 22 93 98 00, har granskat och den 16 april 2024 godkänt detta Prospekt.

Nyckelinformation om emittenten

Vem är emittenten?

Information om Bolaget.........	Bolaget är ett publikt aktiebolag organiserat och existerande enligt lagstiftningen i Norge i enlighet med den norska lagen om publika aktiebolag. Bolaget bildades i Norge den 16 augusti 2018, dess organisationsnummer i det norska företagsregistret (*Nw.: Foretaksregisteret*) är 921 563 108 och dess LEI-kod är 254900QSCB9T0W2KE886.
Huvudsaklig verksamhet.........	PPI är en norsk fastighetskoncern med en långsiktig strategi att äga, förvalta och utveckla fastigheter i Norge. PPI:s fastighetsportfölj består främst av fastigheter för social infrastruktur belägna runt om i Norge, och dess hyresgäster finns inom den offentliga sektorn, såsom polis, rättsväsende och offentliga folkhälsoorganisationer.
Större aktieägare....................	Aktieägare som äger 5 % eller mer av Aktierna har ett intresse i Bolagets aktiekapital, vilket är anmälningspliktigt enligt den norska lagen om värdepappershandel. Såvitt Bolaget känner till innehar ingen aktieägare förutom SBB Samfunnsbygg AS och Sagacia AS 5 % eller mer av de emitterade Aktierna per dagen för detta Prospekt.
Viktigaste administrerande direktörer................................	Bolagets ledning består av de tre personer som anges i tabellen nedan:

Titel	Namn
Verkställande direktör	Morten Kjeldby*
Ekonomichef	Gerd Ylva Göransson
Operativ chef..	André Gaden

	* Ilija Batljan tillträder som verkställande direktör under en interimsperiod från och med den första dagen för handel med Aktierna på Oslobörsen.
Lagstadgad revisor	Bolagets oberoende revisor är PricewaterhouseCoopers AS med organisationsnummer 987 009 713 och registrerat kontor på Dronning Eufemias gate 71, 0194 Oslo, Norge.

Finansiell nyckelinformation för emittenten

Koncernens rapport över totalresultat

I miljoner norska kronor	**År som slutade 31 december**		
	2023	**2022**	**2021**
Rörelseresultat............................	576	504	69
Nettoresultat från fastighetsförvaltning..................	470	405	56
Vinst/(förlust) före skatt	(969)	(704)	1 027

Koncernens rapport över finansiell ställning

I miljoner norska kronor	**Per 31 december**		
	2023	**2022**	**2021**
Summa tillgångar	8 522	9 691	8 976
Summa eget kapital	2 850	3 750	3 541
Summa skulder...........................	5 671	5 940	5 435
Summa eget kapital och skulder	8 522	9 691	8 976

Koncernens kassaflödesanalys

I miljoner norska kronor	**År som slutade 31 december**		
	2023	**2022**	**2021**
Nettokassaflöde från den löpande verksamheten	437	323	111
Nettokassaflöde från investeringsverksamheten	(26)	(1 813)	(4 015)
Nettokassaflöde från finansieringsverksamhet..............	(466)	1 465	4 107

Vilka nyckelrisker är specifika för emittenten?

Väsentliga riskfaktorer....................

- Minskade hyresintäkter kan ha en väsentlig negativ inverkan på Koncernens resultat, eftersom Koncernens kommersiella framgång beror på dess förmåga att bibehålla och öka de hyresintäkter som genereras från dess fastigheter.
- Minskad uthyrningsgrad har en betydande inverkan på Koncernens hyresintäkter och därmed på lönsamheten i Koncernens verksamhet, och även i mindre utsträckning på omsättningen av hyresgäster.
- Olika faktorer, både fastighetsspecifika som till exempel hyresnivåer, uthyrningsgrad och driftskostnader, och marknadsspecifika som till exempel makroekonomiska effekter, allmänna ekonomiska trender, tillväxt, arbetslöshetsnivåer, produktionstakt av nya lokaler, befolkningstillväxt, inflation och räntor, påverkar värdet på Koncernens fastigheter. Förändringar i fastighetsvärden kan ha en väsentlig negativ inverkan på Koncernens resultat och finansiella ställning.
- Bristande underhåll och renovering kan leda till värdeminskningar på Koncernens fastigheter, och Koncernen kan också behöva sätta lägre hyresnivåer. Majoriteten av Koncernens fastighetsbestånd består av byggnader uppförda under 1900-talet eller början av 2000-talet.

- Koncernen kanske inte lyckas genomföra några eller alla av sina strategiska initiativ och/eller fördelarna med dessa initiativ kanske inte uppnås vid den tidpunkt eller i den utsträckning som förväntats, eller överhuvudtaget.
- Koncernens verksamhet kan påverkas negativt om förvärv och integration av fastigheter och fastighetsbolag inte lyckas.
- Koncernens resultat och lönsamhet är föremål för risker relaterade till allmänna ekonomiska förhållanden och demografiska trender.
- Koncernens försäkringsskydd kan vara otillräckligt för att täcka potentiella förpliktelser eller andra förluster.
- Systemfel i Koncernens verksamhet kan minska effektiviteten och/eller lönsamheten i Koncernens verksamhet.
- Koncernen verkar på en konkurrensutsatt marknad och kan misslyckas med att konkurrera framgångsrikt.
- Förändringar i lagar och förordningar kan ha en väsentlig negativ inverkan på Koncernens verksamhet, finansiella ställning, resultat och kassaflöde.
- Koncernens verksamhet är utsatt för miljörisker och måste följa olika hälso-, säkerhets- och miljöbestämmelser, vilket kan påverka Koncernens verksamhet och framtida resultat negativt.
- Koncernen kanske inte kan säkra finansiering på gynnsamma villkor eller överhuvudtaget.
- Högre räntor kan minska värdet på Koncernens fastigheter och öka finansieringskostnaderna.

Nyckelinformation om värdepapperen

Vilka är värdepapperens viktigaste egenskaper?

Typ, klass och ISIN.....................	Bolaget har ett aktieslag av Aktier. Aktierna är registrerade i kontobaserad form i VPS och har ISIN NO0013178616.
Valutakurs, nominellt värde och antal värdepapper............	Aktierna och de Nya Aktierna kommer att handlas i norska kronor på Oslobörsen. Per dagen för detta prospekt uppgår Bolagets aktiekapital till 3 596 583 norska kronor, fördelat på 71 931 660 Aktier, var och en med ett nominellt värde på 0,05 norska kronor.
Rättigheter som sammanhänger med värdepapperen.........................	Bolaget har ett aktieslag och alla aktier i det aktieslaget ger lika rättigheter i Bolaget, inklusive rätt till utdelning och rösträtt. Varje aktie ger rätt till en röst.
Inskränkningar i överlåtbarheten	Aktierna är fritt överlåtbara. Bolagsordningen innehåller inga inskränkningar avseende överlåtelse av Aktierna, eller någon förköpsrätt vid överlåtelse av Aktierna. Aktieöverlåtelser behöver inte godkännas av styrelsen. Överlåtelse av Aktier i Bolaget i eller till olika jurisdiktioner andra än Norge kan vara begränsad eller påverkas av lag i sådana jurisdiktioner.
Utdelning och utdelningspolicy	Bolagets utdelningspolicy är att dela ut cirka 60 % av vinsten till sina aktieägare, med förbehåll för tillväxt och övergripande finansiell ställning. Utdelningen kommer att betalas kvartalsvis. På kort sikt avser Bolaget att dra nytta av den nuvarande marknadssituationen och kan komma att prioritera förvärv och därför inte betala utdelning i enlighet med utdelningspolicyn.

Var kommer värdepapperen att handlas?

Bolaget kommer omkring den 17 april 2024 att ansöka om upptagande till handel av sina Aktier på Oslobörsen. Bolaget förväntar sig att handeln med aktierna på Oslobörsen inleds omkring den 29 april 2024. Bolaget har inte ansökt om upptagande till handel av Aktierna på någon annan börs, reglerad marknad eller multilateral handelsplattform.

Vilka nyckelrisker är specifika för värdepapperen?

Väsentliga riskfaktorer	• Bolaget kan behöva ytterligare kapital för att finansiera sin verksamhet, vilket kan innebära att Bolaget emitterar nya aktier med en utspädningseffekt för befintliga aktieägare.

- En aktiv och likvid marknad för Aktierna kanske inte utvecklas och handelspriset för Aktierna kan fluktuera kraftigt.
- SBB Samfunnsbygg AS kommer att kvarstå som den största aktieägaren i Bolaget efter Erbjudandet och kommer därmed att kunna utöva ett visst inflytande över frågor som kräver aktieägarnas godkännande, inklusive val av styrelse och godkännande av väsentliga affärstransaktioner. SBB Samfunnsbygg AS kommersiella intressen kanske inte alltid överensstämmer med intressena hos Bolagets övriga aktieägare.
- Samhällsbyggnadsbolaget i Norden AB (publ) kan anses ha de facto-kontroll över Bolaget ur ett redovisningsperspektiv. Om Bolaget konsolideras med Samhällsbyggnadsbolaget i Norden AB (publ) ur ett redovisningsperspektiv (eftersom Samhällsbyggnadsbolaget i Norden AB (publ) anses ha de facto-kontroll), kan detta påverka den skattemässiga avdragsrätten för ränta under tidigare perioder och därmed väsentligt påverka Koncernens finansiella rapporter.

Nyckelinformation om erbjudandet av värdepapper till allmänheten och/eller upptagandet till handel på en reglerad marknad

På vilka villkor och enligt vilken tidsplan kan jag investera i detta värdepapper?

Villkor och anvisningar för erbjudandet..........................

Erbjudandet består av:

- ett Institutionellt Erbjudande, där Erbjudna Aktier erbjuds till (a) institutionella och professionella investerare i Norge, (b) investerare utanför Norge och USA, med förbehåll för tillämpliga undantag från eventuella prospekt- och registreringskrav, och (c) kvalificerade institutionella investerare (QIBs) i USA enligt definitionen i, och med stöd av, regel 144A eller annat tillgängligt undantag från registreringskrav enligt U.S. Securities Act. Det Institutionella Erbjudandet omfattas av en lägre gräns per ansökan på 2 miljoner norska kronor.
- ett Erbjudande till Allmänheten, där Erbjudna Aktier erbjuds till allmänheten i Norge och Sverige med en nedre gräns per ansökan om 10 500 norska kronor och en övre gräns per ansökan om 1 999 999 norska kronor för varje investerare. Investerare som avser att lämna in en ansökan som överstiger 1 999 999 norska kronor måste göra det i det Institutionella Erbjudandet. Flera ansökningar från en sökande i Erbjudandet till Allmänheten kommer att behandlas som en ansökan med avseende på den maximala ansökningsgränsen.
- ett Erbjudande till Befintliga Aktieägare där Erbjudna Aktier erbjuds till Befintliga Aktieägare med en nedre gräns per ansökan på 10 500 norska kronor och en övre gräns per ansökan på 1 999 999 norska kronor för varje aktieägare. Aktieägare som avser att lämna in en ansökan som överstiger 1 999 999 norska kronor måste göra det i det Institutionella Erbjudandet. Flera ansökningar från en sökande i Erbjudandet till Befintliga Aktieägare och/eller Erbjudandet till Allmänheten kommer att behandlas som en ansökan med avseende på den maximala ansökningsgränsen.

Alla erbjudanden och försäljningar i USA kommer endast att göras till QIBs i enlighet med regel 144A eller enligt ett annat undantag från, eller i transaktioner som inte omfattas av, registreringskraven i U.S. Securities Act. Alla erbjudanden och försäljningar utanför USA kommer att ske i enlighet med Regulation S i U.S. Securities Act.

Managers kan välja att övertilldela ett antal Ytterligare Aktier som motsvarar upp till ungefär 15 % av det totala antalet Nya Aktier som säljs i Erbjudandet. I detta avseende förväntas SBB Samfunnsbygg AS, på uppdrag av Managers, bevilja Stabiliseringsagenten (DNB Markets) en Låneoption för att låna ett antal Aktier som motsvarar antalet Ytterligare Aktier för att underlätta sådan övertilldelning. För att underlätta återleverans av de lånade Aktierna förväntas Bolaget vidare att, på uppdrag av Managers, bevilja Stabiliseringsagenten en s.k. Greenshoe Option att emittera och teckna ett antal nya Aktier motsvarande till antalet Ytterligare Aktier till ett pris per Aktie som motsvarar Erbjudandepriset.

Bolaget har, i samråd med Managers, fastställt ett Indikativt Prisintervall för Erbjudandet från 14,5 norska kronor till 21 norska kronor per Erbjuden Aktie. Förutsatt att Erbjudandepriset är satt till den lägre delen av det Indikativa Prisintervallet, att det maximala antalet Nya Aktier emitteras och Greenshoe Option utnyttjas till fullo, kommer totalt 140 875 000 Erbjudna Aktier att säljas, vilket motsvarar cirka 58 % av de Aktier som emitteras efter Erbjudandet och SBB-transaktionen enligt beskrivningen i avsnitt 8.6.

Tidplan i erbjudandet........... De viktigaste datumen i Erbjudandet anges nedan. Observera att Bolaget i samråd med Managers förbehåller sig rätten att när som helst och efter eget gottfinnande förlänga Bookbuilding-perioden för det Institutionella Erbjudandet och Anmälningsperioden för Erbjudandet till Allmänheten.

Bookbuilding Period inleds..	Omkring 17 april 2024 klockan 09:00 (CEST)
Bookbuilding Period avslutas..	Omkring 25 april 2024 klockan 14:00 (CEST)
Ansökningsperiod inleds...	Omkring 17 april 2024 klockan 09:00 (CEST)
Ansökningsperiod avslutas..	Omkring 25 april 2024 klockan 12:00 (CEST)
Tilldelning och prissättning av de Erbjudna Aktierna	Omkring 26 april 2024
Offentliggörande av resultaten av Erbjudandet	Omkring 25 april 2024
Distribution av tilldelningsbesked...	Omkring 26 april 2024
Konton från vilka betalning kommer debiteras i Erbjudandet till Allmänheten och Erbjudandet till Befintliga Aktieägare för att bli tillräcklig finansierad	Omkring 26 april 2024
Betalningsdag i Erbjudandet till Allmänheten och Erbjudandet till Befintliga Aktieägare	Omkring 29 april 2024
Leverans av de Erbjudna Aktierna i Erbjudandet till Allmänheten och Erbjudandet till Befintliga Aktieägare (förutsatt att betalning sker i tid)...	Omkring 30 april 2024
Betalningsdag i det Institutionella Erbjudandet	Omkring 30 april 2024
Leverans av de Erbjudna Aktierna i det Institutionella Erbjudandet...	Omkring 30 april 2024

Upptagande till handel.......... Bolaget kommer omkring den 16 april 2024 att ansöka om upptagande till handel av sina Aktier på Oslobörsen. Det förväntas att styrelsen för Oslobörsen kommer att godkänna Bolagets noteringsansökan omkring den 22 april 2024, villkorat av att Bolaget erhåller minst 500 aktieägare som var och en innehar Aktier med ett värde på mer än 10 000 norska kronor och att Bolaget uppfyller minimikravet på free float för Aktierna i enlighet med kraven från Oslobörsen. Bolaget förväntar sig att dessa villkor kommer att uppfyllas genom Erbjudandet.

För närvarande förväntar sig Bolaget att handeln med Aktierna på Oslobörsen inleds omkring den 29 april 2024.

Distributionsplan .... I det Institutionella Erbjudandet kommer Bolaget, i samråd med Managers, att fastställa tilldelningen av Erbjudna Aktier baserat på vissa tilldelningsprinciper, inklusive befintligt ägande i Bolaget.

I Erbjudandet till Allmänheten kommer tilldelning att ske pro rata med hjälp av VPS automatiserade simuleringsförfaranden. Det gäller dock under förutsättning att Bolaget och Managers förbehåller sig rätten att, efter eget gottfinnande, ge full tilldelning till anställda i Koncernen och styrelseledamöter i Bolaget som har ansökt om Erbjudna Aktier i Erbjudandet till Allmänheten. Bolaget och Managers förbehåller sig rätten att begränsa det totala antalet sökande till vilka Erbjudna Aktier tilldelas för att hålla antalet aktieägare på en lämplig nivå, varvid de sökande till vilka Erbjudna Aktier tilldelas kommer att fastställas på slumpmässig basis genom att använda VPS automatiserade simuleringsförfaranden och/eller annan slumpmässig tilldelningsmekanism.

I Erbjudandet till Befintliga Aktieägare kommer tilldelningen av Erbjudna Aktier att göras av Bolaget i samråd med Managers. Bolaget kommer att sträva efter att Befintliga Aktieägare som ansöker om Erbjudna Aktier i Erbjudandet till Befintliga Aktieägare tilldelas det antal Erbjudna Aktier som de har ansökt om i syfte att begränsa utspädningseffekten av Erbjudandet på deras befintliga aktieinnehav i Bolaget. Vid beslut om tilldelning av Erbjudna Aktier kommer Bolaget, i samråd med Managers, att

	ta hänsyn till sökandes befintliga aktieinnehav i Bolaget och storleken på ansökan. Tilldelning kommer under alla omständigheter att ske inom storleksgränsen för Erbjudandet till Befintliga Aktieägare, och i den utsträckning alla eller flera Befintliga Aktieägare ansöker om Erbjudna Aktier kommer Bolaget att behandla Befintliga Aktieägare lika och kan inte garantera att varje Befintlig Aktieägare kommer att tilldelas alla Erbjudna Aktier som har ansökts om.
Utspädning	Efter genomförandet av Erbjudandet (exklusive eventuell övertilldelning) och emissionen av nya Aktier till SBB Samfunnsbygg AS, som redogjord för i avsnitt 9.1, förväntas den omedelbara utspädningen för befintliga aktieägare uppgå till cirka 214 %, baserat på antagandet att befintliga aktieägare inte tecknar några Nya Aktier i Erbjudandet och att det maximala antalet Nya Aktier emitteras i Erbjudandet.
Totala kostnader för emissionen/erbjudandet	Bolagets totala kostnader och utgifter för, och i samband med, Noteringen och Erbjudandet beräknas uppgå till cirka 100 miljoner norska kronor. Inga kostnader eller skatter kommer att debiteras av Bolaget eller Managers till de sökande i Erbjudandet.

Vem är erbjudaren och/eller den person som ansöker om upptagande till handel?

Kort beskrivning av Erbjudaren/Erbjudarna	Bolaget är erbjudare av de Nya Aktierna i det primära Erbjudandet.

Varför upprättas detta Prospekt?

Motiven för erbjudandet/ upptagandet av handel	Koncernen anser att Erbjudandet och Noteringen kommer att: • ge tillgång till offentliga kapitalmarknader och underlätta användningen av Aktier som valuta i eventuella framtida M&A-transaktioner; • tillhandahålla en likvid marknad för Aktierna; • stärka Bolagets synlighet och marknadsprofil hos investerare, affärspartner och kunder; • ytterligare förbättra Koncernens förmåga att attrahera, behålla och motivera kompetenta ledande befattningshavare och medarbetare; och • bredda aktieägarbasen och göra det möjligt för andra investerare att delta i Koncernens framtida tillväxt och värdeskapande.
Användning av intäkter	Bolaget förväntar sig att erhålla bruttointäkter mellan 1 522 500 000 norska kronor och 1 776 250 000 norska kronor från försäljningen av de Nya Aktierna, och förutsatt att Bolagets kostnader i Erbjudandet uppgår till cirka 100 miljoner norska kronor, en nettolikvid mellan 1 422 500 000 norska kronor och 1 676 250 000 norska kronor. Bolaget avser att använda denna nettolikvid för att balansera Koncernens kapitalstruktur genom att återbetala utestående skulder samt för allmänna företagsändamål.
Garantier	Erbjudandet är inte föremål för några garantiåtaganden.
Intressekonflikter	Managers eller deras dotterbolag har från tid till annan tillhandahållit, och kan i framtiden komma att tillhandahålla, finansiell rådgivning, investeringstjänster och kommersiella banktjänster samt finansiering till Bolaget och dess dotterbolag inom den löpande verksamheten för vilka de kan ha erhållit och kan fortsätta att erhålla sedvanliga arvoden och provisioner. Managers avser inte att offentliggöra omfattningen av sådana investeringar eller transaktioner annat än om legala eller regulatoriska skyldigheter kräver det. Managers kommer att erhålla rörlig ersättning som är beroende på utfallet (*Eng.: success fee*) i samband med Erbjudandet och har därför ett intresse i Erbjudandet.

21 DEFINITIONS AND GLOSSARY

In the Prospectus, the following defined terms have the following meanings:

2022 Financial Statements........	Public Property Invest ASA's audited consolidated financial statements as of and for the financial year ended 31 December 2022 (with comparable figures for the financial year 2021), prepared in accordance with IFRS.
2023 Financial Statements........	Public Property Invest ASA's audited consolidated financial statements as of and for the financial year ended 31 December 2023, prepared in accordance with IFRS.
Additional Guarantors..............	Has the meaning ascribed to such term in Section 11.9.4.1 "Revised terms for the Term Loan".
Additional Shares......................	Shares equalling up to approximately 15% of the aggregate number of the New Shares sold in the Offering.
Anti-Money Laundering Legislation	Norwegian Money Laundering Act of 1 June 2018 No. 23 and the Norwegian Money Laundering Regulations of 14 September 2018 No. 1324, collectively.
APMs...	Alternative performance measures.
Application Period.....................	The application period which will commence at 09:00 hours (CEST) on 17 April 2024 and close at 12:00 hours (CEST) on 25 April 2024, unless extended.
Arctic...	Arctic Securities AS.
AREM	Arctic Real Estate Management AS
Articles of Association...............	The Company's Articles of Association.
Board Members	The members of the Company's Board of Directors.
Board of Directors	The Company's Board of Directors.
Bond Loan 1	The bond issued by Public Property Sub-Holding 1 AS with an outstanding nominal amount as of 31 December 2023 of NOK 1,100 million.
Bond Loan 2	The bond issued by Public Property Sub-Holding 4 AS with an outstanding nominal amount as of 31 December 2023 of NOK 962 million.
Bond Loan 3	The bond issued by HGF Invest AS with an outstanding nominal amount as of 31 December 2023 of NOK 211 million.
Bonds	Has the meaning ascribed to such term in Section 11.9.1 "Overview of existing financing arrangements".
Bookbuilding Period	The offer period for the Institutional Offering, commencing at 09:00 hours (CEST) on 17 April 2024, and close at 14:00 hours (CEST) on 25 April 2024, unless extended.
Borrowing Option	An option to borrow a number of Shares equal to the number of Additional Shares in order to facilitate such over-allotment granted by SBB Samfunnsbygg AS to the Stabilisation Manager.
CEO...	Chief Executive Officer.
CEST..	Central European Time.
Company....................................	Public Property Invest ASA.
Corporate Governance Code....	The Norwegian Code of Practice for Corporate Governance, last updated 14 October 2021.
CPI...	The consumer price index.
Cushman & Wakefield	Cushman & Wakefield Debenham Tie Leung Limited.
Danske Bank..............................	Danske Bank A/S, Norwegian branch.

DNB Markets	DNB Markets, a part of DNB Bank ASA.
EEA..	The European Economic Area.
EBITDA..	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPBD...	The Energy Performance of Buildings Directive EU/2010/31.
EPRA	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPRA EPS	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPRA LTV	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPRA NAV	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPRA NRV	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
EPRA NRV per share..................	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
ESG	Environmental, social and corporate governance.
EU Prospectus Regulation.........	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act.
Existing Shareholders	Existing shareholders in the Company as of the date of this Prospectus (as registered in the VPS two Norwegian business days thereafter).
Existing Shareholders Application From	Application form for the Existing Shareholders Offering, attached to this Prospectus as Appendix F.
Existing Shareholders Offering.	An offering to the Company's Existing Shareholders.
Financial Statements	The Company consolidated financial statements for the years ended 31 December 2023 and 31 December 2022.
FSMA...	The Financial Services and Markets Act 2000.
GDP...	Gross Domestic Product.
GDPR	The General Data Protection Regulation (EU) 2016/679.
GLEIF...	The Global Legal Identifier Foundation.
Greenshoe Option	An option granted by the Company to the Stabilisation Manager to have issued and subscribe for a number of new Shares equal to the number of Additional Shares at a price per Share equal to the Offer Price.
Group or PPI	Public Property Invest ASA together with its consolidated subsidiaries.
Group Company........................	A company within the Group, i.e. a consolidated subsidiary of the Company.
ICR...	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
IFRS...	International Financial Reporting Standards.
Independent Valuers	Newsec and Cushman & Wakefield.

Indicative Price Range................	The price at which the Offer Shares will be sold in the Institutional Offering.
Institutional Closing Date.........	Payment by applicants in the Institutional Offering will take place against delivery of Offer Shares. Delivery and payment for Offer Shares is expected to take place on or about 30 April 2024.
Institutional Offering	A private placement to (a) institutional and other professional investors in Norway (b) investors outside Norway and the United States of America, subject to applicable exemptions from applicable prospectus and registration requirements, and (c) "qualified institutional buyers" in the United States as defined in, and in reliance on, Rule 144A or another available exemption under the U.S. Securities Act of 1933.
IPO Board Members	Has the meaning ascribed to such term in Section 12.2.2 "Composition of the current Board of Directors".
ISIN	International Securities Identification Number.
Joint Global Coordinators..........	Arctic and DNB Markets jointly.
LEI	Legal Entity Identifier.
Listing..	The related listing on the Oslo Stock Exchange.
LOUs...	Local Operating Units.
Management	The members of the senior management of the Group.
Management Agreements	Has the meaning ascribed to such term in Section 8.8 "Management of external properties".
Managers...................................	Arctic, DNB Markets, Danske Bank and Nordea jointly.
MAR	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse. Market Abuse Regulation.
MiFID II	EU Directive 2014/65/EU on markets in financial instruments, as amended.
MiFID II Product Governance Requirements............................	MiFID II, Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and local implementing measures.
NAV...	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
NAV per share	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
NCI	National Client Identifier.
New Shares................................	The new Shares to be issued in connection with the Offering to raise gross proceeds of between NOK 1,522,500,000 and NOK 1,776,250,000.
Newsec.......................................	Newsec AS.
NIBD	Net interest-bearing debt.
NIBOR...	The Norwegian Interbank Offered Rate.
NOI	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
NOI Yield	Has the meaning ascribed to such term in Section 4.2.2 "Alternative performance measures (APMs)".
NOK	The lawful currency of Norway.
NOM-account	Nominee account.
Non-Norwegian Corporate Shareholders.............................	Shareholders who are limited liability companies and certain similar corporate entities not resident in Norway for tax purposes.

Non-Norwegian Personal Shareholders	Shareholders who are individuals not resident in Norway for tax purposes.
Nordea	Nordea Bank Abp, filial i Norge.
Nordnet.....................................	Nordnet Bank AB.
Norwegian Corporate Shareholders	Shareholders who are limited liability companies and certain similar corporate entities resident in Norway for tax purposes.
Norwegian FSA	The Financial Supervisory Authority of Norway (*Nw.: Finanstilsynet*).
Norwegian Personal Shareholders	Shareholders who are individuals resident in Norway for tax purposes.
Norwegian Public Limited Companies Act	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45.
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 29 June 2007 no. 75, as amended.
Offer Price..................................	The price at which the Offer Shares will be sold in the Institutional Offering and the Retail Offering.
Offer Shares...............................	The New Shares and, unless the context indicates otherwise, the Additional Shares.
Offering......................................	The initial public offering of shares in Public Property Invest ASA.
Order..	The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.
Oslo Stock Exchange.................	Oslo Børs, a stock exchange being part of Euronext and operated by Oslo Børs ASA.
Payment Date............................	The payment date for the Offer Shares, on or about 29 April for the Retail Offering and the Existing Shareholders Offering and 30 April for the Institutional Offering.
Placing Agreement....................	The placing agreement with the Managers with respect to the Offering.
Prospectus.................................	This Prospectus dated 16 April 2024.
PwC..	PricewaterhouseCoopers AS.
QIBs	Qualified institutional buyers.
Regulation S...............................	Regulation S under the U.S. Securities Act of 1933.
Relevant Member State............	Each Member State of the European Economic Area which has implemented the EU Prospectus Regulation.
Relevant Persons	Persons in the United Kingdom that are (i) investment professionals falling within Article 19(5) of the Order or (ii) high net worth entities, and other persons to whom the Prospectus may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order.
Retail Application Form	The application form to be used to apply for Offer Shares in the Retail Offering, attached to this Prospectus as Appendix E.
Retail Offering	The retail offering to the public in Norway and Sweden.
Revised Financing Terms..........	The revised terms for the Term Loan, the Bond Loan 1, the Bond Loan 2 and the Bond Loan 3 as further described in Section 11.9.4 "IPO refinancing".
Rule 144A...................................	Rule 144A under the U.S. Securities Act.
SBB Group	Samhällsbyggnadsbolaget i Norden AB (publ) (including its subsidiaries).
SBB Indebtedness.....................	Has the meaning ascribed to such term in Section 8.6 "The SBB Transaction".
SBB Properties	Has the meaning ascribed to such term in Section 8.6 "The SBB Transaction".

SBB Transaction	The contemplated acquisition of certain properties from SBB, as further described in Section 8.6 "The SBB Transaction".
Shares	The Company's shares, each with a nominal value of NOK 0.05.
Share Purchase Agreement	Has the meaning ascribed to such term in Section 8.6 "The SBB Transaction".
SPV(s)..	Special purpose vehicle(s).
Sqm	Square meters.
Stabilisation Manager................	DNB Markets, a part of DNB Bank ASA.
Target Companies......................	Wilbergjordet 1 AS, Jonas Lies gate 20 AS, JKGT2 AS, Farmannsveien 50 AS and Olav Trygvasons gate 4 AS.
Target Market Assessment	Has the meaning ascribed to such term on page three.
Term Loan..................................	The loan borrowed by Offentlig Eiendom AS with an outstanding nominal amount as of 31 December 2023 of NOK 3,256,295,000.
U.S. or the United States	The United States of America.
U.S. Exchange Act......................	The U.S. Securities Exchange Act of 1934, as amended.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.
UK Prospectus Regulation.........	The European Union (Withdrawal) Act 2018.
Valuation Reports	The valuation reports prepared by Newsec and Cushman & Wakefield included in this Prospectus.
VPS..	Euronext Securities Oslo (*Nw.: Verdipapirsentralen*).
VPS account	An account with the VPS for the registration of holdings of securities.
VPS Registrar	Nordic Issuer Services AS.

APPENDIX A

ARTICLES OF ASSOCIATION OF PUBLIC PROPERTY INVEST ASA

Vedtekter for Public Property Invest ASA

(org. nr. 921 563 108)

(per. 12.04.2024)

§ *1* - Foretaksnavn

Selskapets foretaksnavn er Public Property Invest ASA. Selskapet er et allmennaksjeselskap.

§ *2* - Forretningskommune

Selskapet skal ha sitt forretningskontor i Oslo kommune.

§ *3* - Selskapets virksomhet

Selskapets virksomhet er å eie, erverve, avhende, drive, utvikle og forvalte fast eiendom og annen virksomhet som har sammenheng med dette. Selskapet kan også delta i og eie aksjer eller andeler i andre selskaper som driver virksomhet som nevnt i første punktum.

§ *4* - Aksjekapital og aksjer

Selskapets aksjekapital er NOK 3 596 583 fordelt på 71 931 660 aksjer, hver pålydende NOK 0,05.

Selskapets aksjer skal registreres i verdipapirsentralen Euronext Securities Oslo (VPS).

§ *5* - Styre og signatur

Selskapets styre skal ha mellom tre og ni medlemmer. Styrets medlemmer velges for to år om gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

Såfremt ingen enkelt aksjeeier eier over 50% av aksjene i selskapet, skal minst halvparten av styrets medlemmer være uavhengig av Samhällsbyggnadsbolaget i Norden AB.

Selskapets firma tegnes av styrets leder alene eller to styremedlemmer i fellesskap.

§ *6* - Generalforsamling

På den ordinære generalforsamlingen skal følgende saker behandles og avgjøres:

1. Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte.

2. Andre saker som etter loven eller vedtektene hører under generalforsamlingen.

Dokumenter som gjelder saker som skal behandles på selskapets generalforsamling, herunder dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen, trenger ikke sendes til aksjeeierne dersom dokumentene er tilgjengelige på selskapets hjemmeside. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

Aksjeeiere kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan, fra generalforsamling til generalforsamling, bestemme om det skal gis anledning til å forhåndsstemme, og fastsette nærmere retningslinjer for slik forhåndsstemming. Det skal fremgå av innkallingen til den aktuelle generalforsamlingen om det er anledning til å forhåndsstemme og hvilke retningslinjer som er fastsatt.

Aksjeeiere som vil delta på generalforsamlingen, må gi selskapet melding om dette på forhånd. Slik melding må være mottatt av selskapet senest to virkedager før generalforsamlingen. Styret kan i innkallingen til generalforsamlingen fastsette en senere frist for meldingen.

§ 7 - Valgkomité

Etter noteringen av Selskapets aksjer på Oslo Børs skal Selskapet implementere en valgkomité. Valgkomiteen skal bestå av to til tre medlemmer, etter generalforsamlingens beslutning, hvor flertallet skal være uavhengige av styret og den daglige ledelse. Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for to år av gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

Valgkomiteen avgir innstilling til generalforsamlingen om valg av medlemmer til styret, herunder styrets leder, medlemmer til valgkomiteen og godtgjørelse til styrets medlemmer og valgkomiteens medlemmer. Generalforsamlingen kan fastsette instruks for valgkomiteen.

§ 8 - Avtaler med Samhällsbyggnadsbolaget i Norden AB

Enhver avtale mellom selskapet, eller et selskap der selskapet har bestemmende innflytelse jf. allmennaksjeloven § 1-3 (2), på den ene siden, og Samhällsbyggnadsbolaget i Norden AB eller et selskap der Samhällsbyggnadsbolaget i Norden AB har bestemmende innflytelse jf. allmennaksjeloven § 1-3 (2), på den andre siden, skal godkjennes av selskapets generalforsamling. Allmennaksjeloven §§ 3-10 flg. gjelder så langt de passer på avtaler som ikke er vesentlige etter allmennaksjeloven § 3-11, herunder men ikke begrenset til unntakene i § 3-16.

Denne § 8 skal gjelde så lenge Samhällsbyggnadsbolaget i Norden AB direkte eller indirekte kontrollerer mer enn 15% av aksjene og stemmene i selskapet.

* * *

APPENDIX B

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

public property invest

2023
ANNUAL REPORT

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This report presents an overview of our 2023 results, our achievements and our progress.

public property invest

Well positioned for the next phase

The year just ended was dominated by major changes in the macroeconomic climate. This naturally also had a significant impact on the property market, in the form of higher interest rates, tighter financial markets and a fall in the value of all types of property. Despite this, Public Property Invest (PPI) is well positioned for the next phase of development.

Establishment of the sustainability-linked bank facility of NOK 3.32 billion, which was entered into in spring 2023 with Nordea and Danske Bank.

PPI was certified as an "Environmental Lighthouse" just before the turn of the year.

Financial confidence
Both in Norway and abroad, property companies are encountering a more demanding and cautious market. This makes it all the more satisfying to be able to confirm that PPI enjoys the trust of the financial markets and has good relations with our banks and finance providers. This is illustrated, for example, by the sustainability-linked bank facility of NOK 3.32 billion arranged with Nordea and Danske Bank in spring 2023.

Economic outlook
At the time of writing, the market is pricing in six interest rate cuts for 2024, while Norges Bank's interest rate path, which indicates that interest rates have peaked, is only signalling one interest rate cut. PPI expects this to result in lower financing costs and increased property values.

In September 2024, our bond loan of NOK 2.1 billion will mature. This is the company's absolutely highest priority. The board of directors is working closely with our banks and bondholders to find an optimal solution and is making good progress in identifying various options to weigh against each other.

Valuation of commercial property
In 2023, the group's properties developed in line with the rest of the commercial property market.

PPI regards ESG and sustainability as a key tool for enhancing shareholder value.

The market proved challenging throughout the period and there were few transactions. Following a valuation peak from Q1 2022 of 8% above the cost price, at the end of the year Newsec and Cushman & Wakefield published independent valuations with a combined value of 14% under the cost price. However, we also know that commercial property values are closely linked to the interest rate market. Assuming expected developments, there are grounds to believe that the market will stabilise moving forward and that valuations will gradually rise.

ESG and sustainability
PPI regards ESG and sustainability as a key tool for enhancing shareholder value. We have already shown that it is possible to source better financing through sustainable borrowing. In addition, this type of funding also commits us to modernising and updating our properties to meet future requirements and standards.

In 2024, we will launch a programme to help us meet the commitments we have made, which in turn will increase the attractiveness and value of our properties. Most importantly, it will reduce long-term operating costs, for both PPI as owner and our tenants. I am also proud to be able to announce that PPI was certified as an Eco-Lighthouse just before the year-end. This means that we are now accredited as a sustainable company, which will give us a further competitive edge when it comes to public-sector tenants. You can read more about sustainability and environmental certification in a separate section on page 26.

Leasing and development opportunities
In 2023 we achieved an occupancy rate of 95% for our available leased area of approximately 307 000 square metres. Some of our property leases expire in the coming years and we are taking active measures to either continue existing relationships through renegotiations or source new tenants. However, we have also identified major

At the end of the year, the group owned 48 properties and had established itself as a major player in Norway, with more than 110 public-sector tenants in 25 cities.

potential for rezoning and developing buildings and/or unoccupied spaces in some buildings. To this end, we are continually developing various strategies to reduce risk and optimise shareholder value. Our most important projects in this area are discussed in a separate section on page 30 of the annual report.

Key social actor
PPI was established in 2021 with a long-term strategy of owning, operating and developing socially beneficial property in Norway in a sustainable manner. The strategy is designed to attract reliable, long-term institutions with public-sector financing and the security that this brings. The portfolio mainly comprises socially beneficial property with public-sector tenants, in key cities in Norway. These buildings house socially critical functions such as police stations, law courts, public-health institutions and other public-sector offices.

Developing and running a large property company such as PPI is demanding. This makes us wholly reliant on professional and efficient organisation in all stages, from financing and leasing through to day-to-day operation of our buildings. Here I would in particular like to mention our excellent and productive partnership with Arctic and Arctic Real Estate Management.

At the end of the year, the group owned 48 properties and had established itself as a major player in Norway, with more than 110 public-sector tenants in 25 cities. With 15 police stations and other important public-sector tenants in our portfolio, many of our properties are in operation 24/7. Each day, hundreds of service providers go out of their way to ensure that our tenants can fulfil their important social mandate. In total, we estimate that more than 18 000 people work in or visit our buildings each day.

To conclude, I am delighted to be able to confirm that PPI is well positioned for the next phase in our development.

Morten Kjeldby | CEO

Norderhovsgata 23, Hønefoss

LEADERS IN SOCIALLY BENEFICIAL AND ESSENTIAL PROPERTY

Key Figures

December 31, 2023

48	**27 133**
Properties	Value / sqm (NOK)
307 224	**5.21**
Gross area (sqm)	WAULT (years)*
65.1%	**~1 880**
Loan to value (EPRA LTV)	Gross rent/sqm (NOK)

*The WAULT assumes renewal of the contract with Oslo Metropolitan University with five years.

91%	**94%**
Public tenants	CPI adjustment
187	**95%**
Rental agreements	Occupancy rate
8 336	**501**
Gross property value (MNOK)	NOI (Net operating income) (MNOK)

Highlights

Summer 2021

Company formed

PPI was formed in June 2021 with a long-term strategy of owning, operating and developing socially beneficial property in Norway in a sustainable manner. In the first six months of operation, the group acquired 41 properties covering a total of approximately 247 500 square metres.

The group acquired
41 properties
covering a total of approximately 247 500 square metres.

Summer 2022

7 new properties

PPI acquired seven properties in the summer of 2022, these are the last transactions as of December 31, 2023. **PPI has 48 properties centrally located in 25 cities as of December 31, 2023, with a total of 307 224 square metres.** PPI has reached a size that generates market attention from tenants and debt providers. Reaching a "critical mass" in both property value and number of properties provides diversification, opportunities and economies of scale to further develop the company in line with the strategy.

2022

First full year of operation

Whilst PPI spent most of the time on acquisitions and integrations in 2021 and first half of 2022, the time since have been dedicated to the operational side of the business. Efforts have been focused on streamlining portfolio management, identifying ESG initiatives and serving tenants and suppliers. Great attention has also been allocated to developing current properties, in line with the long-term value creation plan for the group.

Spring 2023

A milestone is the sustainability-linked bank facility of NOK 3.25 billion (as of December 31, 2023). The loan agreement is conditioned by requirements in terms of sustainable operation, energy usage and efficiency as well as monitoring of energy consumption.

Sustainability-linked bank facility **3.25** billion

End of 2023

PPI is committed, as part of the long-term strategy, to become climate neutral within 2030. Significant work and investment are put into this commitment to achieve the high standards of the ESG, with a particular focus on CO2 emissions, climate risk, biodiversity, and social responsibility.

climate neutral within 2030

Certification Eco-Lighthouse

PPI recently attained certification as an Eco-Lighthouse (Miljøfyrtårn), Norway's most prevalent certification scheme for businesses striving to meet various environmental standards and exhibit exemplary social responsibility.

Milestones

2021

PPI was formed as a result of the first acquisition phase (Phase 1)

Phase 1
PPI acquired 15 properties and 33.6% of Offentlig Eiendom AS

Phase 2
PPI acquired 10 properties

Phase 3
PPI acquired 62.2% of Offentlig Eiendom AS gaining control of an additional 16 properties

2022

PPI acquired the remaining 4.2% of Offentlig Eiendom AS

Phase 4
PPI acquired 7 properties

How we build value

Our business strategy focuses on increasing PPI's value to improve returns for shareholders. We've pinpointed eight key areas that we believe will elevate the group's overall value, benefiting all shareholders. This increased value also builds a resilient and sustainable real estate company, aligning with the best interests of our tenants and the local community.

Build brand and trust with shareholders, tenants and the market

Utilise economies of scale

Develop current properties

Appropriate level of ESG work

Ensure cash flow by extending lease contracts

Ensure continued control of financing

Acquire more properties to build size

Preserve values and increase the standard of the properties

Anton Jenssens gate 2, Tønsberg

We are passionate about the quality of our buildings, and the experiences the buildings provide for their users. We are also passionate about the quality of our tenants. We believe that quality builds trust. Quality will always pay off in the long run!

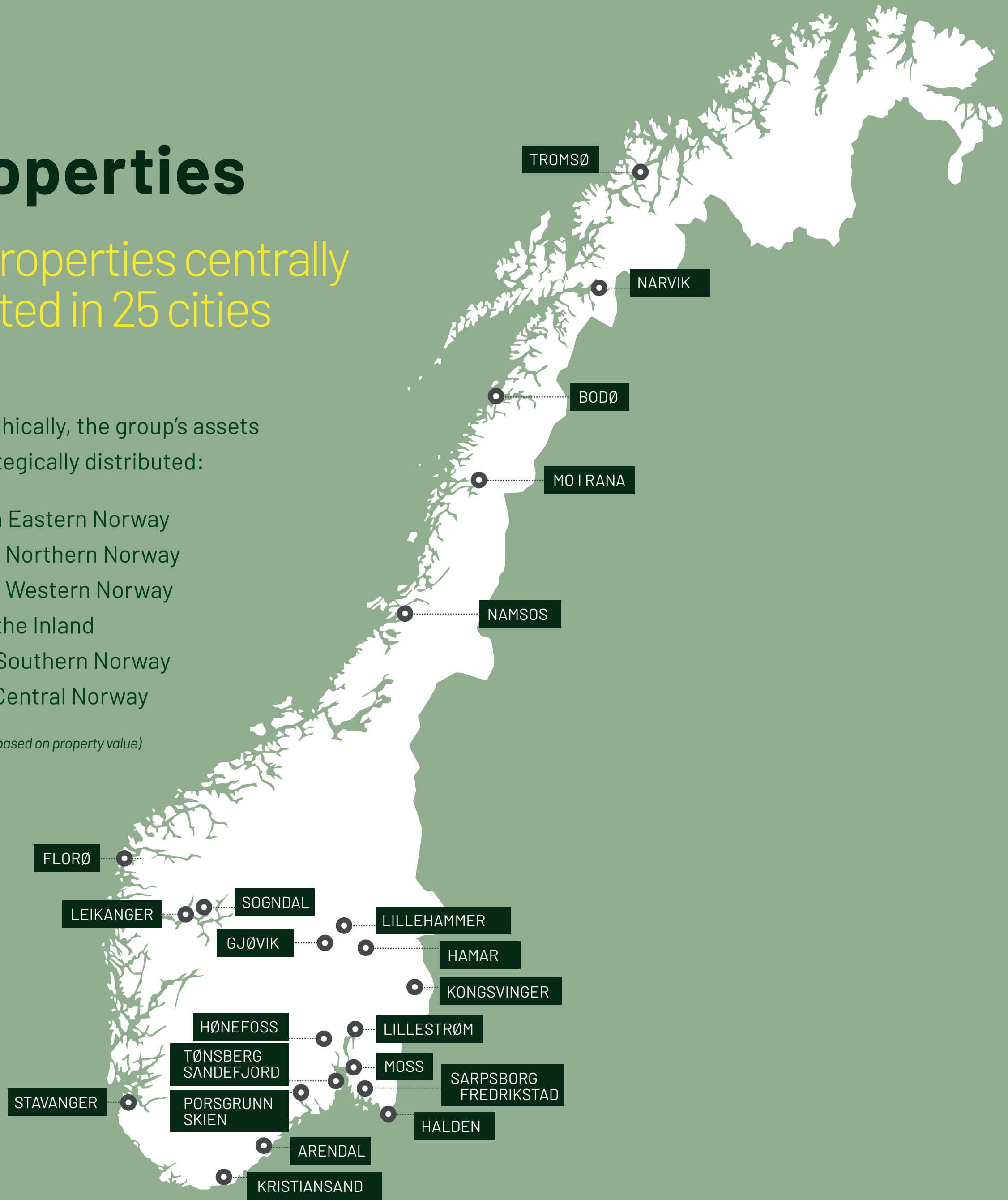
Properties

48 properties centrally located in 25 cities

Geographically, the group's assets are strategically distributed:

58.9% in Eastern Norway
12.4% in Northern Norway
10.4% in Western Norway
7.4% in the Inland
9.7% in Southern Norway
1.4% in Central Norway

(Calculations based on property value)



Who are working in our buildings

COURTHOUSES

Our courthouses are located in city center and an important part of the cityscape. The buildings have a symbolic meaning for the rule of law in Norway, and many of the courts are great signal buildings.

NAV

NAV buildings are all placed in city centre and contains mainly office space.

POLICE DEPARTMENT

The local police houses in Norway are a part of the public security for the population. It is important to PPI to develop these buildings in a long perspective.

MUNICIPALITIES AND COUNTIES

Our portfolio consists of buildings that are both historic and symbolic. Our tenants do an important work to keep the local politics and regulations.

THE NORWEGIAN TAX ADMINISTRATION

The Tax administration is a tenant in several of PPI's buildings and have both office space and space for meeting the population in our buildings.

OTHER PROPERTIES

These buildings are city centre properties with multiple functions and private tenants, such as grocery stores, jewellery stores, banks, accounting – and lawyer companies.

Tenant satisfaction

Developing good, long-term relations with our tenants is one of PPI's most important policies. To achieve this, the company's operations team and managers maintain a close dialogue with tenants throughout the year.

TENANT DIALOGUE
The company meets twice a year with each individual tenant in our portfolio. The purpose is to review any changed requirements and needs relating to the tenancy, and to clarify tenants' expectations of us as landlords. This provides a valuable insight into satisfaction levels among our tenants and helps ensure that the company develops in line with our tenants' expectations. The ultimate aim is to increase the likelihood of tenants renegotiating their lease when it expires.

TENANT SURVEY
PPI also takes part in an annual tenant survey through the NEMEET Customer Index. The survey asks tenants a range of questions on their satisfaction with their tenancy, the property, operation of common areas and their landlord.

The company takes the results of the survey into account when setting its goals for the next 12 months. These goals are intended to enable tenants to experience a predictable working day and seamlessly communicate with their landlord. The aim is to increase tenant satisfaction throughout the lease term, and thereby secure a higher score for customer satisfaction, in turn facilitating stable, long-term tenant–landlord relations.

INCREASED SATISFACTION
Results from the 2023 survey show that PPI's relative position in the market has improved significantly from the previous year. The company is up three points in the CSI, while the market as a whole is down by three points. The company now has a score of 73, compared with a market average of 80. While this puts us "in the main ball park", the company acknowledges that active efforts are required to further improve the score. According to feedback, one particular area we need to reinforce moving forward is strengthening our communication with and visibility among tenants.

Goal for 2023–2024

PPIs goal is to enhance communication with tenants leading to increased trust and strengthened relationships. The company intends to pursue this goal by:

+ Building the Company's brand.
+ Sharing information about what the company is doing that benefits the tenant, the property, and the environment.
+ Actively working on adjusting tenant expectations regarding price, standards, and deliveries.
+ Providing tenants with relevant information about the lease, the property, and daily operations.

Gyldenløves gate 23, Kristiansand

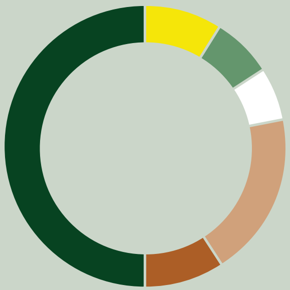
Presence ensures understanding, seamless operation, expectation management, transparency, insight and access. We commit to think with both our heads and our hearts, by making sound choices with a clear conscience.

Midtre gate 9, Mo i Rana

Rental income 2023

Gross rent distribution

The majority of our buildings are single-use buildings. Others are shared between public and private tenants.



- NATIONAL COURTS 9%
- TAX ADMINISTRATION 6%
- LABOUR AND WELFARE ADMINISTRATION 7%
- THE POLICE 19%
- PRIVATE 9%
- OTHER PUBLIC 50%

Our largest counterparts

Tenant	Number of sqm	Annualized rent 2023	CPI
Police	55 669	108 330 651	91%
Oslo Metropolitan University	27 095	52 746 861	100%
National Courts	23 219	49 428 144	91%
Norwegian Labour and Welfare Administration	22 001	41 347 592	89%
Kristiansand Municipality	12 775	36 045 064	100%
Norwegian Tax Administration	16 101	35 307 455	92%
Norwegian Public Roads Administration	10 397	19 892 551	100%
Statistical Research at Statistics Norway	12 265	19 682 713	81%
State Administration	8 970	17 991 005	90%
The Norwegian Directorate for Civil Protection	8 465	17 990 546	80%
Various	110 267	179 370 399	
Sum / Weighted average	**307 224**	**578 132 981**	**94%**

Lease agreements

We have a strong focus on increasing the cash flow and the weighted average unexpired lease term (WAULT) in the portfolio. The overview shows renegotiations and new lease agreements in 2023.

In 2023, seven existing lease agreements were successfully renegotiated, with 96% of rental income involving public tenants. The renegotiated agreements generate a total rental income of approximately 19 million over the lease duration. The average rent stands at NOK 1 620 per square meter, with a weighted average lease term (WALT) of 3.5 years for these seven contracts. Furthermore, five new lease agreements were entered into during 2023, with 26% of rental income involving public tenants. These agreements, with an average rent of NOK 1 741 per square meter, contribute with approximately NOK 4 million in additional rental income. The WALT for these new agreements is 11 years, positively impacting the portfolio's overall WAULT.

Extended lease holds in 2023

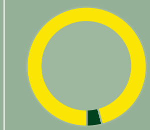
7 extended lease holds

11 601 Gross area (sqm)

Average lease term **3.5 Years**

Recurring annualized rent **~19 MNOK**

Tenant split



96% Public tenants

4% Private tenants

New lease holds in 2023

5 new lease holds

2 253 Gross area (sqm)

Average lease term **11 Years**

Recurring annualized rent **~4 MNOK**

Tenant split

74% Private tenants

26% Public tenants

Strandgata 26, Gjøvik

We have the world's best tenants; the Norwegian state and Norwegian municipalities.

SUSTAINABILITY

Establishing the baseline
for reducing our Co2 footprint

PPI's board of directors has resolved that PPI must become a climate-neutral company within 2030. We will achieve this by continually reducing our properties' carbon footprint through measures relating to climate shells, technical facilities and energy supply.

Due to its size and provider of buildings for public tenants, the group carries a significant social responsibility, and has a responsibility for spearheading the transformation of the industry in which it operates. This means refurbishing the buildings it owns instead of building new ones, and ensuring that its tenants achieve their goals and that it has environmentally aware and sustainable minded tenants.

The group has three focus areas within sustainability; climate and environment, social sustainability, and financial sustainability.

climate neutral within 2030

Within the area of climate and environment, PPI has set a goal of all of its buildings being environmentally certified according to the group's sustainability strategy. The company was certified as an Eco-Lighthouse by the Eco-Lighthouse Foundation in December 2023.

The group aims to map energy consumption, water consumption and waste-sorting in all its buildings annually and continuously evaluating its progress in reducing such consumptions for each building. PPI uses an energy management system which automatically gathers data from electric, district heating and cooling meters to monitor these factors to establish the current status and progress.

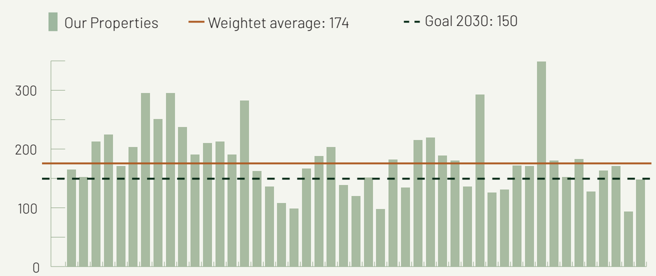
The results are used to prepare an environmental strategy for each individual building, enables efficient management and usage, and prompt identification of any operational errors related to the asset's technical equipment. External consultants are hired to establish which actions will produce the most sustainable solutions, as well as the best results in the short term. An overview of the group's properties' energy consumption is reflected in the illustration below.

KPIs

Based on the established baseline for our key KPIs, we have set targets for energy, water and waste for the next seven-year strategy period (2024–2030). The targets reflect the individual properties' business plans and realistic developments during the strategy period.

Specific **energy** consumption *[kWh/sqm/year]*

Overview of our buildings' energy consumption.



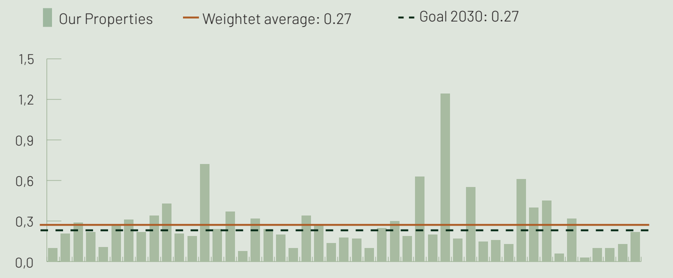
TARGET

150
kWh/sqm/year

reduction of 2% per year throughout the strategy period = in total 14% (150 kWh/sqm/year)

Specific **water** consumption *[cbm/sqm/year]*

Overview of our buildings' water consumption.



TARGET

0.23

cbm/sqm/year

reduction of 2 per cent per year throughout the strategy period = a total of 14% (0.23 cbm/sqm/year)

Waste

SOURCE SEPARATION RATE	BASELINE
TBC in 2024	*TBC in 2024*

TARGET

source separation rate

>60%

throughout the strategy period

Within the area of social sustainability, the group focuses diligently on ensuring good working conditions for its own as well as its partners' employees. PPI aims for its buildings to be located at places satisfactory to its tenants, and ensures that the buildings are designed to be attractive and accessible to everyone regardless of their needs, and provide high-quality and health solutions in addition to high usability. The group facilitates user involvement and participation during the tenancy, and finds optimal solutions in close collaboration with each tenant. Furthermore, to comply with the Norwegian Transparency Act, the group has established a channel for whistleblowing and a code of conduct for all its partners.

Within financial sustainability, the group focuses on its buildings functioning as a strategic tool for its tenants. The group designs and tailors its buildings to serve as a tool to help its working tenants fulfil their social mandates.

Bernt Ankers gate 17, Moss

Development
– an important value driver

One of PPI's goals is to add value by continuously developing our properties. To optimise utilisation, the company has initiated a wide-ranging review to identify the portfolio's short- and long-term development potential.

POTENTIAL REVISED UPWARDS
Development of current properties is one of the strategies for increasing the value of the properties and the group. The group's team has prioritized properties where public regulatory processes provoke attention, as well as properties with shorter time to contract expiration. This work can include upgrades of existing buildings, extensions, or new construction within both commercial and residential sectors.

Throughout 2022 and 2023, the development potential for 40% of PPI's property portfolio has been surveyed. The conclusion is that up to 50 000 sqm of net potential is untapped, in addition there are currently three development projects where the company has not yet clarified the development potential.

COMPETENT TEAM
PPI has a diverse and expert team to assist in all development projects. This enables us to tailor teams to suit each unique project.

As a starting point, we engage local architectural teams who are thoroughly familiar with the local conditions and the municipality in question. We believe that this benefits both us and the local environment. PPI has developed effective methodologies for new development projects, including the use of fixed templates, an evaluation system and financial tools to enable us to work smart and cost-effectively.

The investment committee of the board provides recommendations for the board's approval, with the board serving as the ultimate decision-maker.

SUSTAINABILITY FRONT AND CENTRE
It is vital to take sustainability into account in all types of property development – whether refurbishments or newbuilds. PPI has ESG advisers who help ensure optimal delivery of sustainable solutions. You can read more about this in the separate section on sustainability on page 26 of this report.

Our buildings are particularly valuable for society, because they are home to multiple organisations that form the very fabric of Norwegian democracy and the welfare state.

SURVEYED	SHARE OF THE PORTFOLIO SURVEYED **~40%**	FEASIBILITY STUDIES COMPLETED **9**
OUTCOME	OF NET UNTAPPED POTENTIAL IN THE PORTFOLIO **50 000** sqm	POTENTIAL RESIDENTIAL UNITS **~670**

Corporate governance

CORPORATE GOVERNANCE FRAMEWORK

The board of directors of PPI is dedicated to upholding a high standard of corporate governance. The board has established a policy that outlines the roles and interactions between shareholders, the board, and the CEO. This policy is rooted in the principles of effective management and clear communication.

PPI's corporate governance is guided by the best practices in management and accountability, tailored to the specific needs of our real estate portfolio. The board and CEO engage in an annual review of our corporate governance principles. This process is focused on ensuring that our practices continue to support the company's objectives and align with the interests of our stakeholders.

BUSINESS ACTIVITY

The group focuses on real estate investment, primarily in office buildings with government tenants. Our business operations focuses on investing and managing commercial real estate. Our main goals, strategies, and risk profiles are clearly outlined in our annual report. These are consistently aligned with our business purpose, aiming to create shareholder value sustainably and responsibly. Our long-term objectives and strategies are evaluated annually, ensuring they are well-suited to our evolving business environment and stakeholder interests.

CAPITAL STRUCTURE AND FINANCING

Our board prioritizes maintaining a robust and effective capital structure that aligns with our strategic goals and risk tolerance. This involves a balanced approach to equity and financing sources, adapting to our ongoing business needs. We regularly review our capital requirements in relation to our strategic objectives and risk profile, ensuring financial stability and growth potential.

DIVIDEND POLICY

While we prioritize growth and strategic investments, we also acknowledge the importance of shareholder returns. Our dividend policy is structured to balance profit distribution with the financial demands of our strategic plans. This policy is flexible, allowing us to adapt to changing market conditions and business opportunities.

SHARES AND SHAREHOLDER RELATIONS

PPI values the equitable treatment of all shareholders. We ensure that our shares are managed fairly, with equal rights and opportunities for all shareholders, including the right to dividends and voting rights.

> Our long-term objectives and strategies are evaluated annually, ensuring they are well-suited to our evolving business environment and stakeholder interests.

GENERAL MEETINGS

Shareholders have the right to attend, vote, and propose resolutions at the general meetings. Key decisions, such as decisions regarding capital increases, appointment of board members and approval of financial statements, are made during these meetings. We ensure timely and adequate notice for all general meetings, fostering an environment of transparency and inclusivity.

BOARD OF DIRECTORS STRUCTURE AND RESPONSIBILITIES

Public Property Invest AS's board of directors is structured to ensure effective governance and management of the company. In line with our articles of association, the board consists of a minimum of three members, ensuring diverse perspectives and expertise. Any two board members have the authority to sign on behalf of the company. The board's composition as of the end of the year included five members, with a balanced representation of genders and a range of competencies to effectively oversee the company's operations.

> Public Property Invest AS's board of directors is structured to ensure effective governance and management of the company, as well as diverse perspectives and expertise.

5 board members

The board members are appointed for terms of two years, fostering continuity and stability, while allowing for fresh insights through periodic renewal. Board members are encouraged to hold shares in the company, aligning their interests with those of the shareholders.

INDEPENDENCE AND FUNCTIONING OF THE BOARD

Our board operates independently from the company's CEO, ensuring unbiased oversight and governance. The board's majority is also independent of the company's major business contacts and shareholders, which reinforces its ability to make objective decisions.

BOARD'S MANAGEMENT OVERSIGHT

The board is responsible for the overall management of PPI, ensuring proper internal management and clear distribution of responsibilities. A clear distinction is maintained between the roles of the board and CEO, with the CEO handling day-to-day operations. The board regularly reviews and revises its instructions to ensure they remain effective and relevant.

The board's primary responsibilities include developing and approving company strategy, monitoring business operations, and providing advisory support to the CEO. The chairperson ensures that the board functions efficiently and effectively.

BOARD MEETINGS AND EVALUATION

Board meetings are scheduled as needed to fulfill their responsibilities, with an annual evaluation to assess effectiveness. Directors receive regular updates on operational and financial developments, ensuring they are well-informed for decision-making. The board's working practices include guidelines for handling potential conflicts of interest and ensuring impartiality in decision-making, especially in transactions involving related parties.

INVESTMENT COMMITTEE

The Investment Committee plays a central role in streamlining investment decisions at PPI. Comprising three permanent members from the board, the committee represents a significant part of the board's decision-making process. The goal is to ensure that investment decisions are made without unnecessary delays while being well-thought-out and strategically aligned. The committee's involvement begins early in projects, whether they involve development or the establishment of new lease agreements. The three members contribute their perspectives and expertise, providing guidelines that frame the scope of action in various decision-making processes. This ensures that investment projects are thoroughly evaluated from different angles and that decisions align with the company's overarching strategy and goals.

> **Directors receive regular updates on operational and financial developments, ensuring they are well-informed for decision-making.**

RISK MANAGEMENT AND INTERNAL CONTROL

The board of PPI is committed to maintaining robust internal control and effective risk management systems. These systems are designed to match the scale and nature of our activities, incorporating our corporate values and ethical guidelines. The goal is to manage risk effectively, ensuring smooth business operations and the integrity of financial reporting. Annually, the board reviews the key areas of risk exposure and the effectiveness of internal controls. Our internal control over financial reporting includes regular management oversight.

BOARD FEES

The remuneration of the board at Public Property Invest AS is determined annually and takes into account the responsibility and time commitment of its members. Our policy is that board remuneration should be reasonable and not linked to performance or share options. We ensure transparency when board members undertake additional tasks beyond their board roles, including work in sub-committees, which may be compensated separately. Details of the board's remuneration are decided in line with our corporate governance practices.

INFORMATION AND COMMUNICATIONS

Effective communication with stakeholders is a priority for the group. We strive to provide accurate and timely information to support a fair assessment of our company. All significant information is made available through appropriate channels. While not applicable to the stock exchange, we ensure that our financial updates and presentations are accessible to all interested parties, providing insights into our operational and financial performance. The annual and semi-annual reports are made available on our website, with email notifications sent to all shareholders upon publication. Additionally, other shareholder communications, such as notices for general meetings and the dispatch of shareholder letters, are conducted through email.

AUDITOR

Our auditor is appointed independently and has a clear mandate to ensure objectivity and independence. The board engages with the auditor to ensure comprehensive oversight of our accounting practices, risk areas, and internal controls. The auditor's role includes presenting plans for audit activities and participating in relevant board meetings, especially those concerning annual accounts. We maintain strict guidelines to ensure the auditor's independence is not compromised, particularly when providing financial advisory services to the company. The board provides an overview of the auditor's remuneration for audit work and other specific assignments.

We strive to provide accurate and timely information to support a fair assessment of our company.

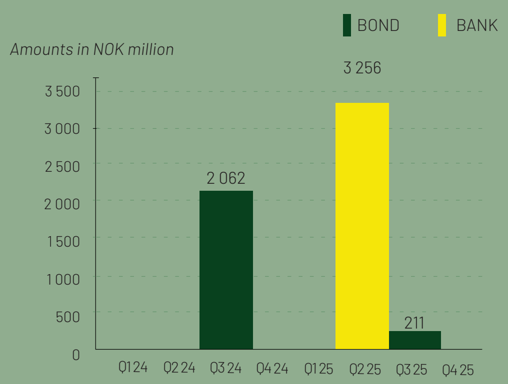

Nytorget 1, Mo i Rana

Financing

The group's financing is diversified between bank and senior secured bonds. The nominal interest-bearing debt of NOK 5 529 million as of year-end has a maturity structure with a weighted average time to maturity of 1.2 years. During 2023, the group's interest-bearing debt decreased by NOK 203.5 million from NOK 5 733 million to NOK 5 529 million. The change in interest-bearing debt comprised a decrease in senior secured bonds of NOK 762 million and an increase of bank debt of NOK 625 million.

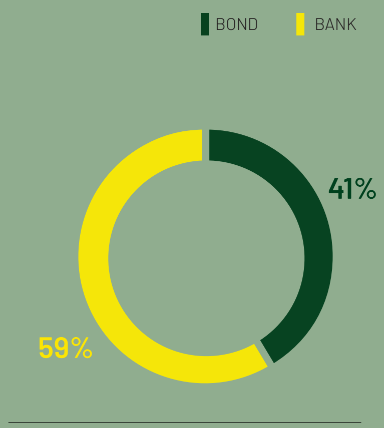
Graph 1: Debt maturity structure

The group has two bonds with an outstanding amount of NOK 2 062 million with maturity in September 2024.



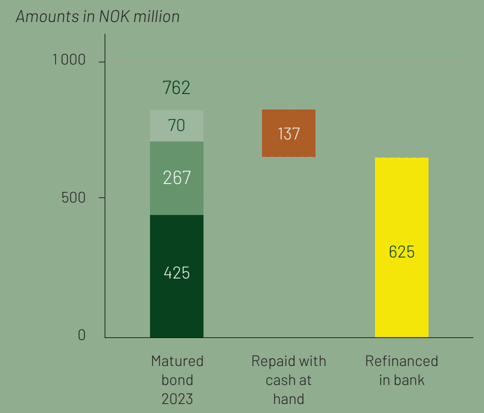
The bank loan has an annual installment profile between 0% and 6% paid semiyearly, depending on the loan to value of the structure.

Graph 2: Debt outstanding as of 31.12.2023

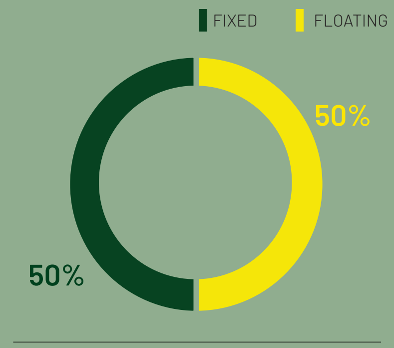


NOK 5 529m total debt

Graph 3: Matured bonds in 2023



Graph 4: Interest rate hedging in debt facility as of 31.12.2023



NOK 3 256m bank debt

As a first step, the group's debt financing strategy has been to use the bond market to enable swift and rapid growth. The following step has been to establish debt facility and great relationships with leading Nordic banks to secure attractive long-term financing. The latter was proven through the establishment of the group's debt facility of NOK 2.7 billion during the summer of 2022. The third step in the debt financing plan has been to refinance maturing bonds with bank debt. Said strategy was demonstrated in June 2023 where the group refinanced three maturing bonds of NOK 762 million with bank debt. The debt facility was then expanded by NOK 625 million from NOK 2.7 billion to 3.3 billion.

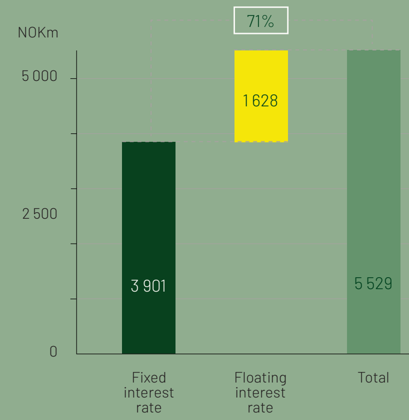
Furthermore, as part of the group's overall ESG-strategy, the bank debt facility was established as a sustainability-linked facility in 2023, with certain targets of energy- usage and monitoring. The group will be rewarded by reduced credit margin in the event of met targets. Likewise, the credit margin increases should the targets not be met. Approximately 60% of the group's gross debt financing was sustainability-linked, and thus considered "green", as of 31 December, 2023.

INTEREST RATES AND CORRESPONDING MATURITY STRUCTURE

Market interest rates increased substantially during 2023 where e.g. 3M NIBOR increased by 1.47 percentage points from 3.26% at year-end 2022 to 4.73% at year-end 2023. The group has a strategy of managing such interest rate risk through floating-to-fixed interest rate swaps and fixed rate bonds.

The group's average interest rate as of 31 December, 2023 was 4.7%. The change in average interest rate mainly stems from higher market interest rates. As of 31 December, 2023, Public Property Invest's fixed interest rates amounted to NOK 3 901 million, equivalent to 71% of total outstanding interest-bearing debt. Average time to maturity of hedges and bonds with fixed interest rates was 2.1 years.

Distribution of fixed and floating interest rates



Board of directors' report

In 2023, we navigated a landscape marked by unpredictable macroeconomic factors, witnessing increased interest rates and a sense of uncertainty in the real estate market. Following a phase of rapid growth and numerous transactions, the group dedicated the year to strengthening its existing operations, refraining from any real estate acquisitions throughout the period.

The group had rental income of NOK 575 million in 2023, and net income from property management of 470 million.

STRATEGY AND OBJECTIVES

The group's strategy is centered on the sustainable ownership, operation, and development of socially impactful properties in Norway. A key advantage lies in the robust tenant base—long-term institutions backed by public funding, ensuring financial stability. The portfolio mainly comprises socially beneficial properties housing public entities, strategically positioned near major cities across Norway. These facilities play a crucial role, hosting essential functions like police stations, courts, public health facilities and various governmental offices.

Since 2021, strategic acquisitions in the commercial real estate market have totaled approximately NOK 10 billion, resulting in a combined rental area of approximately 307,000 square meters. Positioned with a clear strategy the group aims to manage, develop, and acquire public properties with a collective value of up to NOK 15-20 billion in the coming years. This ambitious objective underscores the group's commitment to strengthening its standing as a leading actor in the industry of socially beneficial properties throughout Norway.

Positioned with a clear strategy the group aims to manage, develop, and acquire public properties with a collective value of up to NOK 15-20 billion in the coming years

OPERATIONS

The group's core activities revolve around the ongoing management of the group's owned properties on a day-to-day basis. Moreover, the group proactively engages in real estate investment, encompassing upgrades and the development of the existing property portfolio, along with the acquisition of new properties.

To identify both short-term and long-term development potential within the portfolio, the board initiated a process to assess properties where there is an anticipated potential for future development and contracts expiring within 2-3 years. These properties will be ready to initiate a rezoning process in 2024. While earlier estimates indicated the zoning potential of around 40,000 square meters of the company's properties, recent and more accurate calculations conducted in 2023 suggest to increase said number to approximately 50,000 square meters. The Investment Committee is set to make recommendations to the board on which development opportunities the group will pursue during the spring of 2024.

Throughout 2023, the group undertook a project involving the energy assessment of all properties to establish the baseline for energy measures and reporting. Additionally, an energy management- and observation system (EOS) has been implemented for nearly all buildings within the portfolio. The EOS collect data from various meters, informing individual building environmental strategies. This facilitates effective management and identifies operational errors. External consultants are engaged to determine sustainable solutions and short-term optimisation.

PROPERTY PORTFOLIO

As of the end of 2023, the group owns 48 properties strategically situated throughout Norway, spanning various significant cities and urban centers. Notably, 91% of our rental income originates from public tenants, underscoring the stability of our portfolio, while the remaining 9% is derived from the private sector.

IMPORTANT EVENTS IN 2023

Throughout the year, the board has focused on the company's ongoing financing. To maintain a prudent leverage ratio the company repaid debt of approximately NOK 203.5 million in 2023. A sustainable-linked credit facility of NOK 3.32 billion has been established in collaboration with Nordea and Danske Bank. Bonds amounting to NOK 2.06 billion are set to mature in September 2024, a matter that the board has dedicated significant time to in 2023, with the intention of reaching a favorable resolution well ahead of the maturity date.

The group has actively worked to strategically position itself with tenants whose leases are about to expire. Seven existing lease agreements were successfully renegotiated in 2023, of which 96% involved public tenants.

FINANCIAL REVIEW

PPI successfully concluded Phase 4 by the end of June 2022, acquiring 7 new properties with rental income of NOK 100 million. The group did not acquire any new properties during 2023, making this the first year of full operations with properties from all four investment phases.

This means that the groups financials for 2023 are not directly comparable to those of 2022. The following financial review is based on the consolidated financial statements of Public Property Invest AS and its subsidiaries. The statements have been prepared in accordance with IFRS Accounting Standards as adopted by the EU.

PROFIT AND LOSS

PPI had a total rental income of NOK 575 million in 2023, up from NOK 504 million in 2022. The significant shift beyond CPI-indexation of contracts from year-end 2022 to year-end 2023, is explained by the expansion of the property portfolio mid-2022.

Property expenses increased to NOK (75) million for the year ended December 31, 2023, compared to NOK (63) million in 2022. Administration expenses decreased to NOK (31) million for the year ended December 31, 2023, from NOK (36) million in 2022. Net income from property management reached NOK 470 million for the year ended December 31, 2023, up from NOK 405 million for 2022.

Financial income increased to NOK 6 million for the year ended December 31, 2023, up from NOK 2 million in 2022. Financial expenses rose to NOK (278) million for the year ended December 31, 2023, compared to NOK (226) million in 2022. Changes in the fair value of interest derivatives resulted in a loss of NOK (25) million for the year ended December 31, 2023, contrasting with a gain of NOK 28 million in 2022. Changes in the fair value of investment properties showed a significant decrease by NOK (1,143) million for the year ended December 31, 2023, compared to NOK (913) million in 2022. The decrease in value of the properties was primarily attributable to a change in market conditions in 2023. Higher interest rates have impacted cost of capital adversely which is mirrored in higher valuation yields and thus lower value of properties and future cash flows.

Profit (loss) before tax was (NOK 969) million for the year ended December 31, 2023, compared to a decrease from (NOK 704) million in 2022. The group has taken steps to mitigate risk by economically hedging 50% of the floating-rate bank loan through swap agreements; however, it still remains exposed to fluctuations in the NIBOR interest rate, and the substantial decrease in the yield curve at year-end resulted in a significant reduction in the value of the swap agreements. Moreover, changes in property values are connected to fluctuations in interest rates.

Income tax expense decreased to NOK 69 million for the year ended December 31, 2023, down from NOK 81 million in 2022. The tax expense is significantly different from 22% as several of the properties are valued below historical cost at year end limiting the deductions for tax expense recorded for fair value reductions. As there is no other comprehensive income reported for both the year ended December 31, 2023, and the year ended December 31, 2022, net profit (loss) and total comprehensive income (loss) came in at NOK (900) million for 2023 and NOK (623) million for 2022.

CASH FLOW

In 2023, operating activities generated a cash inflow of NOK 437 million, while in 2022, it amounted to NOK 323 million. Investing activities resulted in a cash outflow of NOK 25 million in 2023, with expenditures of NOK 32 million on upgrades to investment properties, offset by an inflow of NOK 6 million from interest received on deposits and interest derivatives. In 2022, investing activities led to a cash outflow of NOK 1 813 million, primarily associated with investments in investment property entities.

Financing activities in 2023 resulted in a cash outflow of NOK 466 million, primarily due to debt repayment of bonds with nominal 762 million and repayment of bank loans of 66,5 million, offset by a refinance of bank loan with 625 million. Conversely, financing activities in 2022 generated a cash inflow of NOK 1 465 million, largely attributed to the restructuring of the group's bank loan.

Financing activities in 2023 resulted in a cash outflow of NOK 466 million, primarily due to debt repayment

FINANCIAL POSITION

PPI assets amounted to a total of NOK 8 522 million as at 31 December 2023, down from NOK 9 691 million as at 31 December 2022. The decline in total assets is primarily attributed to the value reduction in the group's investment properties.

The valuation of the group's investment properties decreased from NOK 9,447 million as at December 31, 2022, to NOK 8,336 million as at December 31, 2023. This decrease is linked to the general market developments in the commercial real estate market. In the preceding years, Newsec conducted the valuation of the portfolio. However, starting from Q3 2023, the group's valuation is carried out quarterly by two external assessors, namely Newsec and Cushman & Wakefield. Of the change in value for the year of NOK 1 111 million, expansion projects, investments in new facilities, and acquisitions amounted to a total of NOK 32 million, while fair value adjustments amounted to NOK 1 143 million.

As at December 31, 2023, other assets consisted primarily of interest derivatives of NOK 37 million, trade receivables of NOK 5 million and cash and cash equivalents of NOK 123 million.

Total non-current liabilities decreased to NOK 3,476 million as at December 31, 2023, from NOK 5,094 million as at December 31, 2022. The reduction in non-current liabilities is mainly due to reclassification of short-term bonds with a maturity date in September 2024 amounting to NOK 2,054 million, first year installment of NOK 96 million on bank loan and repayment of bank loans of NOK 66 million. Moreover, the group refinanced NOK 625 million classified as current liabilities as at December 31, 2022. The non-current liabilities consisted mainly of deferred tax liabilities of NOK 66 million, interest-bearing liabilities of NOK 3,353 million and interest derivatives of NOK 34 million. The total current liabilities increased to NOK 2,196 million as at December 31, 2023, from NOK 847 million as at December 31, 2022. The non-current liabilities consisted mainly of interest-bearing liabilities of NOK 2,152 million, first year installment on bank loan of NOK 96 million and trade payables of NOK 17 million.

The total equity was NOK 2,850 million as at December 31, 2023, representing an equity ratio of 33.44%, compared to NOK 3,750 million as at December 31, 2022, an equity ratio of 38.74%.

RESEARCH AND DEVELOPMENT

PPI does not have any activities classified as research and development.

GOING CONCERN

The group has two bond loans with a carrying amount as of December 31, 2023 of NOK 2 054 million (see note 14 for further details) scheduled to mature in September 2024. Without refinancing, extending the maturity date and/or an equity injection, the group will not be able to repay these bond loans at maturity. The board and Management are considering different options. On 29 January, 2024 the group received a term-sheet for a backstop-facility, contingent on an equity issue and a listing of the shares of PPI on Oslo Stock Exchange (IPO), for the refinancing of the two maturing bonds.

The board believes that the conditional backstop-facility together with the funds from the planned equity issue will provide sufficient funds to secure the refinancing and assure the sustainability of the operations as a going concern. The group is also in the process of securing long-term financing by actively negotiate with both banks and existing bondholders. The board views the current refinancing and ongoing discussions as integral to its financial strategy and anticipates a satisfactory outcome. However, to ensure long-term financing, the group will need to raise equity. At present the group is exploring various strategic options with a primary focus on issuing more equity. The preferred strategic option is to initiate an IPO on the Oslo Stock Exchange in first half of 2024.

If the group fails in raising capital before the bond loans mature in 2024, the group will have to negotiate with current bondholders in order to extend the maturity date. If such negotiations are not successful, the group might have to sell properties with the risk of obtaining prices below current market prices in an orderly transaction. If the refinancing fails and the group is not able to sell some of its properties, there is a significant risk that the going concern assumption is threatened.

Management and the board assesses the risk associated with the refinancing processes as low. The board and management believe that, once the refinancing negotiations are successfully completed, the group will be able to continue its operations without any significant disruptions or financial difficulties. This positive outlook is based on a thorough risk assessment and the proactive measures taken to mitigate these risks. Taking into account this risk assessment along with an evaluation of the group's past performance, and future forecasts, the board confirms the presences of the necessary conditions for the group to continue operating as a going concern.

PARENT COMPANY RESULTS AND ALLOCATION OF NET PROFIT (LOSS)

Regarding the parent company's financial results and profit distribution, the parent company achieved a loss before taxes of NOK 944 million in 2023, with a change in income tax expense amounting to NOK 2,5 million, resulting in a net loss of NOK 941 million. By comparison, the parent company

reported a loss before taxes of NOK 8 million in 2022, with a change in tax expense of NOK 18,7 million, leading to a net loss of NOK 27 million for 2022. The loss of 932 million is caused by write-down of long-term investments; shares in Public Property Holding AS.

The board proposes the allocation of the net loss of NOK 941 million for the parent company as follows: the entire amount to be transferred from other equity, totaling NOK 941 million.

RISK FACTORS AND RISK MANAGEMENT

Public Property Invest is subject to several risks, including market, operational and financial risks. The management and board are actively involved in strengthening the group's risk management process, working towards an expanded and more robust framework.

Market risk

The group is susceptible to economic cycles and macroeconomic fluctuations. Changes in the global economic landscape, such as inflation levels and economic growth rates, could significantly impact the value of the group's assets, including its property portfolio. A downturn in the economy may reduce the market value of some or all of the group's properties. Furthermore, any changes in the commercial property industry, where the group operates, may have adverse effects on property values, including:

- Reduction in demand for commercial properties.
- Limited availability and increased cost of financing for commercial properties.
- Slowdown in the market for the sale of commercial properties.

A substantial decrease in property values could negatively impact the group's future earnings and financial position.

Operational risk

The group owns multiple properties with an average remaining lease term of 5.2 years as at December 31, 2023. The wault calculation assumes that Oslo Metropolitan University enters into a lease agreement with a duration of 5 years from the expiration of the existing contract (see note 6). Failure to secure new leases upon the expiration or termination of existing agreements may lead to a rental shortfall, obliging the group to cover common costs for vacant areas until the property is re-let. Expenditures related to property, such as renovation and maintenance costs, may not decrease proportionately to any decline in rental income. Inability to re-let properties could have a material adverse effect on the group's financial condition, results of operations, and cash flows. Additionally, tenant failures to meet obligations could result in significant loss of rental income, potentially decreasing the value of the group's properties and negatively affecting its financial condition.

Financial risks

Failure to comply with covenants in financing arrangements may have a material adverse effect on the company. If the company breaches covenants under the loan agreements for the senior secured callable bonds of NOK 2 273 million issued by the company, or the secured bank loan of 3 256 million, it may trigger an immediate repayment obligation for the loans. The group cannot guarantee its ability to fulfill obligations under current or prospective financing arrangements. Any breach of existing or future debt covenants and commitments, leading to a demand for full or partial repayment of outstanding debt, will adversely impact the group's financial position, operations, and prospects.

Risks related to the valuation of the property portfolio

The group's investment properties are measured at their fair value by the independent external valuators Newsec AS and Cushman & Wakefield Debenham Tie Leung Limited. The valuations are based on the individual property's assumed future cash flows, and property values are arrived at by discounting cash flows with an individual risk-adjusted required rate of return. The external valuers have performed their valuations based on the information they have received from the group, including lease contracts, estimated development costs, and expected lettable area, estimated future market rents, yields, inflation and other relevant parameters, and has not undertaken any technical inspection of the properties nor made any assessment of legal concerns related to the properties.

Because of the uncertainty surrounding the input received by external valuators, in particular with respect to expected market rents, discount rates and inflation, estimates of sellable or lettable areas and estimated development costs for projects still in development, there can be no assurance that the fair values assigned to the group's properties accurately reflect the proceeds that the group will be able to generate from any sale of such properties in the future. Moreover, valuation methods that are currently generally accepted and that have been used for the purpose of developing the fair value of the group's properties could subsequently be determined to have been unsuitable. Revised valuation techniques, erroneous valuations in connection with acquisition of property portfolios and other unforeseeable events could result in the group being unable to achieve its projected yields and could have significant adverse effects on the group's business, financial condition, results of operations and cash flows.

Liquidity risk
Effective liquidity risk management involves ensuring an adequate reserve of cash and readily marketable securities, along with accessible funding, to fulfill obligations promptly and manage market positions. The group's approach to liquidity risk management is grounded in maintaining a consistently sufficient liquidity level to meet all financial liabilities at maturity. This commitment applies under both standard and exceptional circumstances, with the aim of avoiding unacceptable losses and safeguarding the group's reputation.

For a detailed overview of potential risks and uncertainties associated with the group's business and industry, please refer to the notes to the financial statements.

SUSTAINABILITY
Due to its scale and role as a provider of properties for public tenants, the group carries a substantial social responsibility. This involves leading industry transformation by prioritizing refurbishment over new construction, ensuring tenant objectives are met, and adopting environmentally sustainable practices. The commitment to sustainability focuses on climate and environment, social sustainability, and financial sustainability.

In climate and environment, the group aims for environmental certifications for all buildings and achieved Eco-Lighthouse certification in December 2023. Ongoing efforts include mapping energy, water, and waste in buildings, with a commitment to reducing consumption. The group has minimal environmental impact and adheres to regulations.

For social sustainability, the group ensures favorable working conditions, accessibility, and user involvement. It promotes engagement with tenants and complies with the Norwegian Transparency Act through a whistleblowing channel and a code of conduct. The company's reporting in accordance with the Norwegian Transparency Act can be found on the group's website.

In financial sustainability, the group views its buildings as tools for tenants, customizing them to fulfill social mandates.

EMPLOYEES AND ORGANIZATION
The group has one full time employee, CEO Morten Kjeldby, who reported no sick leave in 2023.

The group has a business management agreement with Arctic Real Estate Management AS to support commercial and financial management for properties and companies within the group. There's also a separate management agreement with Arctic Real Estate Management AS for the operation and management of the group's property portfolio. The CEO works from offices in Oslo, sharing space with Arctic Real Estate Management AS, the group's business and property manager.

The group has secured directors' liability insurance covering the Board of Directors' and the CEOs legal personal liability for financial damage resulting from the performance of their duties. This insurance extends to both the group and its subsidiaries.

EQUAL OPPORTUNITIES
The group is dedicated to ensuring equal treatment for all employees, regardless of ethnicity, gender, sexual orientation, age, religion, or faith, both during recruitment and throughout their tenure. Currently, the corporate team includes one male employee. As for the Board of Directors, it comprises three male members and two female members, reflecting a commitment to diversity and gender equality within the leadership structure.

CORPORATE GOVERNANCE
The group's board is dedicated to conducting business in an ethical and responsible manner, aligning with Norwegian law and upholding the highest standards of integrity. The decision-making processes prioritize transparency and efficiency, emphasizing honesty in all communication and reporting to ensure clarity and consistency for all our investors.

A robust risk management culture is integral to the group's operations, with a proactive approach to identifying and addressing financial, environmental, and social risks. This adaptability enables efficient navigation of changing market dynamics. The group's relationships with stakeholders, whether shareholders, tenants, employees, or advisors, are built on a foundation of historical performance and trust. The group remains steadfast in the commitment to act responsibly and maintain a high level of engagement on behalf of stakeholders.

SHAREHOLDERS
The majority of the group's owners are professional real estate investors. The share capital is NOK 3 596 583, distributed among 3 596 583 shares.

The company's shares are freely tradable and registered with Aksjeservice. The group has one class of shares. All shares carry equal rights, including the right to potential dividends. Each share holds one voting right. There are no stock options or other rights to subscribe or acquire shares issued by the group.

As of December 31, 2023, SBB Samfunnsbygg owned 1 612 386 shares, constituting 44.8% of the group's shares, thus having negative control. Sagacia AS owned shares equivalent to 5%, and Telecom AS owned shares equivalent to 4.6%.

As of December 31, 2023, the group had 401 shareholders.

OUTLOOK
The external and independent property valuation conducted by external advisors at December 31, 2023 reveals a decline in the property portfolio of approximately 14% from the cost price and 20% from its peak in Q1 2022. This trend mirrors what is observed in the market for similar property companies in Norway. While there is an expectation that the market will take some time to recover, the board remains hopeful that a significant portion of the downside has already been mitigated.

The group is not immune to market developments but maintains a robust and healthy position. Of utmost importance to the board is the pursuit of a favorable solution for the bond loans set to mature in September 2024. The group will continue working to secure the most favorable financing arrangements possible.

Recognizing the evolving external market conditions, the board is committed to acting predictably and adopting a long-term perspective to safeguard shareholders' values in the most effective manner. The company's long-term strategy remains steadfast, yet the board has chosen a prudent approach until market conditions normalize. Simultaneously, the board anticipates that the coming period may present valuable opportunities arising from substantial shifts in such a market.

Prins Chr. August Plass 3 og 7, Moss

Oslo, Norway, February 16, 2024.
The board of directors and CEO Public Property Invest AS

Kenneth Frode Goovaerts Bern Chair of the board	Gerd Ylva Göransson Member of the board	Ilija Batljan Member of the board
Arnt Rolf Hillestad Member of the board	Silje Cathrine Hauland Member of the board	Morten Kjeldby CEO

FINANCIAL STATEMENTS 2023

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Consolidated statement of
COMPREHENSIVE INCOME

Amounts in NOK millions	*Note*	**2023**	**2022**
Rental income	*6*	575	504
Other income		0	1
Operating income		**576**	**504**
Property expenses	7	(75)	(63)
Administration expenses	7	(31)	(36)
Net income from property management		**470**	**405**
Financial Income	*8*	6	2
Financial Expense	*8*	(278)	(226)
Changes in fair value of interest derivatives	*4,14*	(25)	28
Changes in fair value of investment properties	*5,9*	(1 143)	(913)
Profit (loss) before tax		**(969)**	**(704)**
Income tax expense	*13*	**69**	81
Net profit (loss)		**(900)**	**(623)**
Other comprehensive income		-	-
Comprehensive income (loss)		**(900)**	**(623)**
Profit (loss) attributable to:			
Equity holders of the company		**(900)**	**(623)**
Comprehensive income (loss) attributable to:			
Equity holders of the company		**(900)**	**(623)**
Earnings per share for profit (loss)	**18**	**(250,3)**	**(188,2)**
Basic=Diluted (NOK)			

Consolidated statement of
FINANCIAL POSITION

Amounts in NOK millions		**31.12.2023**	**31.12.2022**
ASSETS			
Non-current assets			
Investment properties	5,9	8 336	9 447
Interest rate derivatives	4,10,14	37	28
Other non-current assets		7	7
Total non-current assets		**8 380**	**9 481**
Current assets			
Trade receivables	10	5	13
Other current receivables	10	15	20
Cash and cash equivalents	11	123	177
Total current assets		**142**	**209**
Total assets		**8 522**	**9 691**
EQUITY AND LIABILITIES			
Equity			
Share capital	12	4	4
Share premium		3 591	3 591
Retained earnings		(745)	155
Total equity		**2 850**	**3 750**
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	13	66	135
Non-current interest-bearing liabilities	14,15	3 353	4 933
Interest rate derivatives	4,10,14	34	-
Other non-current liabilities	15	23	26
Total non-current liabilities		**3 476**	**5 094**
Current liabilities			
Current interest-bearing liabilities	14,15	2 152	760
Trade payables	15	17	21
Current tax liabilities	13,15	-	-
Other current liabilities	15	27	66
Total current liabilities		**2 196**	**847**
Total liabilities		**5 671**	**5 940**
Total equity and liabilities		**8 522**	**9 691**

Oslo, Norway, February 16, 2024.
The board of directors and CEO Public Property Invest AS

Kenneth Frode Goovaerts Bern
Chair of the board

Gerd Ylva Göransson
Member of the board

Ilija Batljan
Member of the board

Arnt Rolf Hillestad
Member of the board

Silje Cathrine Hauland
Member of the board

Morten Kjeldby
CEO

Consolidated statement of
CASH FLOWS

Amounts in NOK million	Note	2023	2022
Profit (loss) before tax		(969)	(704)
Changes in fair value of investment properties	9	1 143	913
Changes in fair value of interest derivatives	14	25	(28)
Net interest paid	8	247	202
Financial costs in profit before tax without cash effect	14	25	20
Change in working capital:			
change in current assets		13	(5)
change in current liabilities		(4)	(55)
Charge in other working capital		(42)	(21)
Taxes paid		-	(0)
Net cash flow from operating activities		**437**	**322**
Investment in investment property entities	9	-	(1 781)
Upgrades of investment properties	9	(32)	(33)
Interest received on deposits	8	6	2
Net cash flow from investment activities		**(26)**	**(1 812)**
Proceeds interest-bearing liabilities	14	616	1 289
Repayment interest-bearing liabilities	14	(828)	(324)
Interest paid	8	(253)	(203)
Purchase of minority interest		-	(62)
Paid in capital increase	12	-	868
Transaction costs on capital increase		-	(103)
Net cash flow from financing activities		**(466)**	**1 465**
Net change in cash and cash equivalents		(54)	(25)
Opening balance of Cash and Cash equivalents		177	202
Cash and cash equivalents at period end		**123**	**177**

Consolidated statement of
CHANGES IN EQUITY

Amounts in NOK millions	Subscribed share capital	Share premium	Not registered capital	Minority interest	Retained earnings	**Total equity**
Total equity at 31.12.2021	**2**	**2 319**	**379**	**62**	**778**	**3 541**
Issue of Shares	0	0	0			**0**
Issue of Shares	1	1 293	(379)			**915**
Transaction cost issue of shares net of tax		(21)				**(21)**
Profit /(loss) for the period					(623)	**(623)**
Minority interest				(62)		**(62)**
Total equity at 31.12.2022	**4**	**3 591**	**-**	**-**	**155**	**3 750**
Profit /(loss) for the period					(900)	**(900)**
Total equity at 31.12.2023	**4**	**3 591**	**0**	**0**	**(745)**	**2 850**

The group had a capital increase on December 27, 2021 of NOK 379 326 934. The amount was settled December 27, 2021 with NOKm 85, and the remaining NOKm 294 were settled January 3, 2022.

NOTE 01
COMPANY INFORMATION

Public Property Invest AS is a real estate company focusing on acquiring and managing properties in Norway through its subsidiaries. The properties comprise mainly of office spaces and are primarily let to public tenants. The group was formed when Public Property Invest AS acquired all the shares in Public Property Holding AS on June 22, 2021. The administration of Public Property Invest AS and its subsidiaries (PPI) is located in Oslo. The consolidated financial statements were approved by the company's board on February 16, 2024.

NOTE 02
BASIS OF PREPARATION AND ACCOUNTING PRINCIPLES

2.1 BASIS OF PREPARATION

The consolidated financial statements are prepared in accordance with IFRS ® Accounting standards as adopted by the EU. In addition, the consolidated financial statements are prepared in accordance with Norwegian reporting requirements pursuant to the Norwegian Accounting Act that are effective as of December 31, 2023, the end of the group's IFRS reporting period. The consolidated financial statements include Public Property Invest AS and its subsidiaries. Acquired properties are included in the financial statements from the date of acquisition. Management makes estimates and assumptions concerning the future. The accounting estimates will by definition seldom be fully in accordance with the final outcome. Estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities relate primarily to the valuation of investment property. Refer to note 5 related to critical accounting estimates and judgements.
The consolidated financial statements are presented in Norwegian kroner (NOK). The majority of the note disclosures are presented in NOK millions, unless otherwise indicated.
The consolidated financial statements for 2023 with comparatives for 2022 have been prepared on a going concern basis.

2.2 ACCOUNTING PRINCIPLES

The consolidated financial statements are based on historical cost, except for the following:

- Derivative financial instruments at fair value through profit or loss
- Investment properties which are measured at fair value

2.3 BASIS OF CONSOLIDATION AND BUSINESS COMBINATIONS

Subsidiaries are all entities over which the group has control. Control exists when the group is exposed to, or has rights to, variable returns as a result of involvement with the company, and the group is able to impact returns through its power over the company.

All acquired companies are included in the consolidated financial statements from the date on which the group obtains control over the company. In the same way, the company is deconsolidated when control over the company ceases.

For accounting purposes, acquisitions of subsidiaries that do not constitute a business as defined in IFRS 3, such as acquisitions where substantially all of the fair value of the gross assets acquired is concentrated in a single property or group of similar properties, are treated as asset acquisitions. The cost of acquisition is then attributed to the individual identifiable assets and liabilities based on their relative fair values on the acquisition date. Expenses associated with the transaction are capitalised under the investment property. In such cases, deferred tax liabilities or assets are not recognised, except for deferred taxes related to losses carried forward, in accordance with the exceptions in IAS 12.

Intra-company transactions, balances, and unrealised gains and losses on transactions between group companies are eliminated. The financial statements of subsidiaries are restated where necessary to achieve consistency with the group's accounting policies.

2.4 FUNCTIONAL CURRENCY AND PRESENTATION CURRENCY

The group's presentation currency is NOK. Parent company and all of the subsidiaries are Norwegian legal entities with NOK as their functional currency. Refer to list of Entities and subsidiaries in note 16.

2.5 SEGMENT INFORMATION

Operating segments are reported in the same way as in internal reports to the group's highest decision-making authority. The group's highest decision-making authority, which is responsible for allocating resources and assessing the profitability of the operating segments, has been identified as the board of directors and the CEO. Public Property Invest AS group has one segment, commercial properties.

2.6 CHANGES IN ACCOUNTING PRINCIPLES AND NEW PRONOUNCEMENTS

Changes in accounting principles
The following amendments to existing IFRS standards have been adopted as of January 1, 2023 without any significant or material effect on the financial statements.

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
The IASB amended IAS 1 Presentation of Financial Statements to require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' (being information that, when considered together with other information included in an entity's financial statements, can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements) and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

Definition of Accounting Estimates – Amendments to IAS 8
The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences, and will require the recognition of additional deferred tax assets and liabilities. The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

New pronouncements
None of the issued, not yet effective, accounting standards or amendments to such standards, are expected to have significant effects for Public Property Invest AS Group's financial reporting. Further, none of the recently issued IFRS Interpretations Committee agenda decisions are expected to significantly change the group's accounting policies or practices.

NOTE 03
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 INVESTMENT PROPERTY

Investment property comprises completed property held to generate rental income or for capital appreciation or both. Investment property is recognised initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in fair value are included in the income statement in the reporting period in which they arise.

Investment property at fair value , continues to be measured the property at fair value until disposal even if comparable market transactions become less frequent or market prices become less readily available. Gains and losses on the disposal of an Investment property is the difference between the selling price and the fair value of the investment property measured at the date of the disposal.

3.2 LEASING

As at December 31, 2023 and December 31, 2022 no right-of-use assets or liabilities are recognized in the balance sheet as there are no material lease agreements.

3.3 FINANCIAL ASSETS

3.3.1 Classification, recognition and measurement
Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified, or impaired. Since the group's financial assets (trade (rent) and other receivables, cash, and short-term deposits) meet these conditions, they are subsequently measured at amortised cost.

The group has entered into interest rate swaps, the derivatives is carried at fair value through profit or loss. All the group's interest-rate swaps are used as economic hedges. Hedge accounting is not applied. Derivatives are recognised at fair value through profit or loss. Changes in the fair value of the derivatives are recognised in the income statement as part of changes in fair value of interest derivatives.
The settlement of swap rates are recorded as a reduction or increase of financial expenses in the income statement.

3.3.2 Impairment of trade (rent) receivables

For trade (rent) receivables the group applies a simplified approach in calculating expected credit losses (ECLs). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the group expects to receive, discounted at an approximation of the original effective interest rate. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

3.3.3 Trade (rent) receivables

Rent receivables are recognised at their original invoiced value except where the time value of money is material, in which case rent receivables are recognised at fair value and subsequently measured at amortised cost. There are no lease receivables with a significant time value of money component. Refer to accounting policies on financial assets in note 3.3.

3.3.4 Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held with banks.

3.4 FINANCIAL LIABILITIES

3.4.1 Classification, recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The group's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method (EIR). Gains and losses are recognised in profit or loss when the liabilities are derecognised. Amortised cost is calculated by considering any discount or premium related to the debt and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance expenses in the statement of profit or loss.

3.4.2 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.
The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.5 SHARE CAPITAL

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3.6 TAXES PAYABLE AND DEFERRED TAX

The tax expense for the period comprises taxes payable and change in deferred tax. However, deferred tax is not recorded if it arises on initial recognition of an asset or liability in a transaction, other than a business combination, that affects neither accounting nor taxable profit or loss on the transaction date. Deferred tax assets are recognised only to the extent that it is probable that there will be future taxable income against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related tax asset is realised, or the deferred tax liability is settled. The provision for deferred tax is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities. Pursuant to the exception in IAS 12, deferred tax is not recognised when buying a company which is not a business. A provision for deferred tax is made after subsequent increases in the value beyond initial cost, while a fall in value below initial cost will only reverse previous provisions for deferred tax. Furthermore, an increase in temporary differences related to tax depreciation will give grounds for a recognition of deferred tax.

3.7 RENTAL INCOME

The group earns revenue from acting as a lessor in operating leases which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property. Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term. Variable rental income is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease, when deemed as material, are added to the investment property carrying value and are recognised as an expense over the lease term. Initial direct costs are the incremental costs to obtain the lease, and includes any commissions, as well as legal and consulting fees incurred in connection with obtaining the lease agreement. Lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the lease term.

3.8 INTEREST INCOME

Interest income is recognised in income as it is earned using the effective interest method.

NOTE 04
FINANCIAL INSTRUMENT - RISK MANAGEMENT

Financial assets

Amounts in NOK million	Amortised cost 31.12.2023	Fair value through profit or loss 31.12.2023	**Total**	Amortised cost 31.12.2022	Fair value through profit or loss 31.12.2022	**Total**
Cash and cash equivalents	123	-	**123**	177	-	**177**
Interest rate derivatives	-	37	**37**	-	28	**28**
Trade receivables (non-interest bearing)	5	-	**5**	13	-	**13**
Other short-term receivables	15	-	**15**	20	-	**20**
Total financial assets	**142**	**37**	**179**	**209**	**28**	**237**

Financial liabilities

Amounts in NOK million	Amortised cost 31.12.2023	Fair value through profit or loss 31.12.2023	**Total**	Amortised cost 31.12.2022	Fair value through profit or loss 31.12.2022	**Total**
Non-current interest-bearing liabilities	3 353	-	**3 353**	4 933	-	**4 933**
Other non-current liabilites	11	-	**11**	11	-	**11**
Interest rate derivatives	-	34	**34**			
Current interest-bearing liabilites	2 152	-	**2 152**	760	-	**760**
Trade payables (non-interest bearing)	17	-	**17**	21	-	**21**
Other current liabilites	27	-	**27**	66	-	**66**
Total financial liabilities	5 560	34	**5 594**	5 791	-	**5 791**
Net financial assets and liabilities	(5 418)	3	**(5 415)**	(5 581)	28	**(5 554)**

4.1 FINANCIAL ASSETS MEASURED AT FAIR VALUE

The group's policy is to recognize transfers into and out of the fair value hierarchy levels at the end of the reporting period.

Level 2: The fair value of the interest derivatives that are not traded in active markets (e.g., over-the-counter derivatives) is determined using valuation techniques that maximize the use of observable market data and minimize reliance on entity-specific estimates. If all significant inputs required to value an instrument fairly are observable, the instrument is classified as level 2.

Interest rate derivatives are measured at level 2.

Maturity structure

Amounts in NOK million	Total cash flow	Year 1	Year 2	Year 3-5	After year 5
Financial liability as of December 31, 2023					
Principal payment on loans from credit institutions	5 529	2 160	3 370	-	-
Payment of interest at fixed hedge rate	550	268	282	-	-
Other long-term liabilities	23	2	2	2	17
Trade payables	17	17	-	-	-
Other current liabilities	27	27			
Total	**6 146**	**2 474**	**3 653**	**2**	**17**

The table above is prepared under assumption that the group will meet the requirements in the sustainability linked bank facility.

Maturity structure

Amounts in NOK million	Total cash flow	Year 1	Year 2	Year 3-5	After year 5
Financial liability as of December 31, 2022					
Principal payment on loans from credit institutions	5 733	870	2 166	2 697	-
Payment of interest at fixed hedge rate	792	254	263	275	-
Other long-term liabilities	26	1	1	1	23
Trade payables	21	21	-	-	-
Other current liabilities	66	66	-	-	-
Total	**6 637**	**1 211**	**2 430**	**2 973**	**23**

4.2 FINANCIAL RISK

The group's tenants are entities with very good credit ratings and liquidity. The expected credit loss and late payment risk is assessed as very low. As of year-end 2023 and 2022 there is no loss allowance recognized for the trade receivables.

The group regularly monitors liquidity risk by setting up cash flow forecasts based on the liquidity reserves, including cash equivalents, and borrowing facilities. The forecasts are set by the individual subsidiaries, and is regularly monitored by the board on a company- and group-level. See details in note 19 related to refinancing of bonds.

Interest rate risk holds significant relevance in the group's financing structures and property investments. The group closely monitors real estate operations and collectively strives to assess and mitigate both liquidity and interest rate risks. The group is exposed to cash flow interest rate risk from long-term borrowings at variable rate, and the risk is hedged using interest rate swaps, see details in note 8 and 14.

4.3 CAPITAL RISK MANAGEMENT

The main purpose of the group's capital management is to maintain a reasonable balance between debt and equity. The group's goal is to have an LTV ratio of 50-65%. The target is set with consideration to value development in the group and the opportunity to obtain the necessary financing.

There are covenants on existing financing related to; loan to value, interest cover ratio and equity ratio. Both during 2023, and as of December 31, 2023, the group was in compliance with all financial covenants, and the group expects to be in compliance going forward.

4.4 CLIMATE RISK

Physical climate risk is the danger that climate-related events such as extreme weather cause damage to buildings or interruptions in operations. This can lead to losses and affect the return on investments negative. Furthermore, in the transition to the low-emission society, there is a risk that buildings that are not assessed as sustainable will receive regulatory restrictions, yield lower or lost rental income, and become more difficult to sell in the future. Management and the board monitor developments in the market regarding the importance of climate risk for the development in the market value of investment property. So far, climate risk has not affected the valuations, but it is assumed that the buyer group is somewhat smaller for properties that have a higher risk linked to climate change. Physical risk and transition risk related to climate change on the road to a low-emission society are highly relevant for the group.

NOTE 05 SEGMENT INFORMATION

The group has one main operational unit, led by the CEO. The property portfolio is divided into 6 different geographic areas in Norway and 6 different tenant types with management teams monitoring and following upon each area and tenant type.

The different segments are supported by support functions within accounting, finance and legal, investment and other support functions from the external service provider.

The different segments do not have their own profit responsibility. The segments are instead followed up on economical and non-economical key figures ("key performance indicators") where revenue pr segment is the most important performance metric. These key figures are analysed and reported to the chief operating decision maker, that is the Board and CEO, for the purpose of resource allocation and assessment of segment performance. Hence, the group report the segment information based upon these segments. Since the investment properties have multiple tenants across the segments in the table below, and the investment properties are valuated building by building, the segment reporting does not include investment property value on tenant counterparts.

The group is present in the following commercial property Norwegian geographic markets per December 31, 2023 and 2022:

	East		**Inland**		**North**		**West**		**South**		**Central**		**Total**	
Amounts in NOK million	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Rental income	**309**	251	**73**	68	**72**	68	**59**	54	**57**	53	**6**	10	**575**	504
Investment property	**4 906**	5 401	**613**	864	**1 033**	1 121	**865**	975	**805**	949	**114**	138	**8 336**	9 447

The group has the following tenant counterparts per December 31, 2023 and 2022:

	The Police		**Oslo Metropolitan University**		**National Courts**		**Norwegian Labour and Welfare Administration**		**Tax administration**		**Other**		**Total**	
Amounts in NOK million	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	2023	2022
Rental income	**108**	106	**53**	56	**49**	45	**41**	39	**35**	33	**287**	224	575	504
Share of rental income	**19 %**	21 %	**9 %**	11 %	**9 %**	9 %	**7 %**	7 %	**6 %**	7 %	**50 %**	45 %	100 %	100 %

NOTE 06
TENANCY AGREEMENTS

The group mainly enters into long-term lease agreements with solid counterparties.

The group's future accumulated rent from operational lease contracts at December 31, 2023 and 2022.

Amounts in NOK million	2023	2022
≤ 1 year	585	574
Between 1 and 2 years	532	565
Between 2 and 3 years	461	492
Between 3 and 4 years	393	388
Between 4 and 5 years	327	333
≥ 5 years	776	687
Total	**3 075**	**3 040**

The rent is stated as the annualised undiscounted contractual rent, and is therefore not recognisable in the rental income for the year for accounting purposes. The table above assumes that Oslo Metropolitan University enters into a lease agreement with a duration of 5 years from the expiration of the existing contract. If the agreement is confirmed, it triggers an estimated obligation (purchase price adjustment) to SBB Samfunnsbygg AS of NOK 71.9 million. This obligation will be settled through conversion to equity in 2024.

The group's lease contracts at December 31, 2023 have the following maturity structure measured in annual rent.

Amounts in NOK million	No of contracts	Total contract rent
≤ 1 year	6	7
Between 1 and 5 years	80	257
≥ 5 years	101	327

The table displays the amount of contracts ending in the period and the expiring annual lease of the contracts.

The group's lease contracts at December 31, 2022 have the following maturity structure measured in annual rent.

Amounts in NOK million	No of contracts	Total contract rent
≤ 1 year	5	6
Between 1 and 5 years	106	248
≥ 5 years	79	333

The table displays the amount of contracts ending in the period and the expiring annual lease of the contracts.

NOTE 07
PROPERTY AND ADMINISTRATION EXPENSES

Property expenses

Amounts in NOK million	2023	2022
Insurance premium	3	3
Property tax	7	7
Maintenance	38	26
Environmental, social and governance	3	3
Property related common costs	6	6
Property related common costs - vacant area	8	6
Other property expenses	10	12
Total property expenses	**75**	**63**

Administration expenses

Amounts in NOK million	2023	2022
Personnel expenses	3	4
Legal, agency and consultancy fees	2	1
Accounting	15	13
Auditors	5	3
Other operating expenses	7	15
Total administration expenses	**31**	**36**

Auditor fees full year basis

Amounts in NOK million	2023	2022
Statutory audit	5	3
Other services not related to auditing	0	-
Other assurance services	0	-
Total auditor expenses (inc. VAT)	**5**	**3**

Personnel expenses

Amounts in NOK million	2023	2022
Salaries, performance-related pay and other taxable benefits	2	3
Board fees	1	1
Total personnel expenses	**3**	**4**
Number of full-time equivalent employees	1	1

Renumeration to the CEO

The total remuneration of the CEO consists of a fixed package of salary and benefits supplemented by synthetic shares based on market price.

Overview of total renumeration to senior executives 2023

Amounts in NOK thousand	Salary	Variable bonus salary [1]	Pension expenses	Benefits in kind	Total remuneration 2023
Morten Kjeldby, CEO	1 533	750	76	-	2 360
Total	**1 533**	**750**	**76**	**-**	**2 360**

[1]The CEO receives an annual bonus of NOK 750,000 in synthetic shares, determined by the last traded market price of the company's shares at December 31 each year in the secondary market. The bonus is realised as a cash payment either upon the CEO's termination of employment in PPI, in the event of the group being sold or the group is going public. The payment for the synthetic shares will be made in cash, calculated based on the market value of the shares at the realisation date (based on the last known transaction price).

Grants during the year	**2023**	**2022**
Number of syntentic shares granted in the period	1923	1307
Price (based on last known transaction in the secoundary market)	390	574
Total compensation granted during the period (in NOK thousand)	750	750
Estimated total compensation year end		
Total number of shares	3523	1600
Price	390	574
Total fair value of the syntetic shares held by the CEO (in NOK thousand)	1374	918
Contribuiton to national insurance (in thousand)	194	129
Share-based compensation liability included in Other current liabilities at end of period (in NOK thousand)	1568	1048

Overview of total renumeration to senior executives 2022

Amounts in NOK thousand	Salary	Variable bonus salary [1]	Pension expenses	Benefits in kind	Total remuneration 2022
Morten Kjeldby, CEO	1 518	1 474	114	-	3 106
Total	**1 518**	**1 474**	**114**	**-**	**3 106**

Overview of total renumeration to the board of directors

Amounts in NOK thousand	Board fees	Committee fees	Total remuneration 2023 [2]	Total remuneration 2022 [2]
Kenneth Frode Goovaerts Bern	200	-	200	200
Gerd Ylva Göransson	110	-	110	110
Henrik Melder	110	-	110	110
Arnt Rolf Hillestad	110	-	110	110
Silje Cathrine Hauland	110	-	110	110
Total	**640**	**-**	**640**	**640**

[2] The overview of the remuneration of the board of directors shows remuneration earned in the financial year.

NOTE 08 FINANCIALS

Amounts in NOK million	**2023**	**2022**
Interest income bank deposits	6	2
Other interest income	-	0
Total finance income	**6**	**2**

Amounts in NOK million	**2023**	**2022**
Interest expenses paid	253	203
Interest expenses amortisation costs long-term loans	9	20
Interest expenses amortisation costs short-term loans	16	4
Other finance costs	-	0
Total finance expense	**278**	**226**

NOTE 09 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS - INVESTMENT PROPERTY

At year end, all of the group's investment properties are valued by two independent, external appraisers. The valuations as of December 31, 2023 were obtained from Newsec and Cushman & Wakefield, and the market value of the portfolio in the group's balance sheet is based on the average of the appraisers' valuation. The valuations as of December 31, 2022 were obtained from Newsec, and the market value of the portfolio in the group's balance sheet is based on Newsec's valuation alone.

The valuations are performed on a property-by-property basis, assuming that the properties are sold individually over time. The valuations are performed using the discounted cash flow method, which involves discounting future cash flows over a specified period using an estimated discount rate and then adding a residual value at the end of the period. Future cash flows are calculated on the basis of cash flows from signed leases, as well as estimated future cash flows based on an expected market rent at the end of the lease terms.

The fair value of investment properties is therefore mainly affected by:

- expected market rents,
- discount rates
- inflation
- capital expenditures.

When carrying out their valuations, the appraisers receive comprehensive details on the properties, lease contracts, floor space and details of any vacant premises, and up-to-date and comprehensive information about all ongoing and planned projects. Any uncertainties relating to the properties, projects and leases are also clarified verbally and in writing as and when required. The group's management ensures that all relevant information is included in the valuations and in order to fully understand the changes in value of investment properties from the previous period end.

The appraisers perform their valuations on the basis of the information they have received, and estimate future market rents, yields, inflation and other relevant parameters. Each individual property is assessed in terms of its market position, rental income (contractual) rents versus market rents) and ownership costs, with estimates being made for anticipated vacancy levels and the need for alterations and upgrades. The remaining term of the leases is also assessed for risk, along with any special clauses in the contracts. Each property is also compared with recently sold properties in the same segment (location, type of property, technical standard, mix of tenants etc.)

The table below shows to what extent the value of the management property portfolio is affected by market rents,exit yields (market yields), operating costs and discounts rates, assuming that all other factors are equal. However, there are interrelationships between these variables, and it is expected that a change in one variable may influence the other variable. The negative value change in 2022 and 2023 is predominantly due to an adjustment of the appraisers' estimated discount rate, with some offsetting effects from other factors such as market rent expectations.

Amounts in NOK million	2023	2022
Opening balance	**9 447**	**8 457**
Purchase of investment properties[1]	-	1 870
Upgrades of investment properties	32	33
Sale of investment properties	-	-
Change in value	(1 143)	(913)
Value at period end	**8 336**	**9 447**

[1] Ingoing balances on purchased properties throughout the year have been netted towards change in assets/liabilities/working capital and payments related to purchase of properties, hence net investments in investment properties will differ from the net cash flow.

2023			
Variables	**Change of variables**	**Value change (+)**	**Value change (-)**
Exit yield	+/- 0.25 per cent points	(185)	201
Discount rate	+/- 0.25 per cent points	(161)	166
Operating costs	+/- 10 per cent	(67)	67
Market rent	+/- 10 per cent	697	(697)

The calculations have been performed by Newsec in connection with the valuations at December 31, 2023.

Input for valuations – overview	
	Investment property
Valuation method, reference is made to note 4	Level 3
Valuation model DCF	DCF
WAULT	5,2
Net yield (interval)	5.74%-38.58%
Contract rent at December 31, 2023, measured in annual rent (NOKm)	591

2022			
Variables	**Change of variables**	**Value change (+)**	**Value change (-)**
Exit yield	+/- 0.25 per cent points	(265)	292
Discount rate	+/- 0.25 per cent points	(45)	45
Operating costs	+/- 10 per cent	(72)	72
Market rent	+/- 10 per cent	784	(784)

The calculations have been performed by Newsec in connection with the valuations at December 31, 2022.

Input for valuations – overview	
	Investment property
Valuation method, reference is made to note 4	Level 3
Valuation model DCF	DCF
WAULT	5,2
Net yield (interval)	1.33%-20.24%
Contract rent at December 31, 2022, measured in annual rent (NOK million)	590

WAULT: Weighted average unexpired lease term. Measured without separate parking rent contracts.

NOTE 10
OTHER RECEIVABLES

Other receivables

Amounts in NOK million	2023	2022
Trade receivables (non-interest bearing)[1]	5	13
Other receivables[2]	15	20
Total other receivables	**20**	**33**

[1] The group's tenants are entities with very good credit ratings and liquidity. The expected credit loss and late payment risk is assessed as very low. As of year-end 2023 and 2022 there are no loss allowance recognized for the trade receivables.

[2] The other receivables consists of VAT-receivables, settlement of common costs, swap-interest receivables, and provision for parking rent. Historically there has been very low payment risk related to outstanding other receivables.

NOTE 11
CASH AND BANK DEPOSITS

Amounts in NOK million	2023	2022
Bank deposits	122	177
Restricted bank deposits	0	0
Total bank deposits	**123**	**177**

Restricted bank deposits relate to the withholding tax account.

NOTE 12
SHAREHOLDER CAPITAL AND SHAREHOLDERS

Share capital and nominal value	**31.12.2023**
Shares issued	3 596 583
Nominal amount in NOK	1
Share capital in NOK	**3 596 583**

No of shares as at 31.12.2021	2 365 289
Capital increase 27.12.21 [1]	493 619
Capital increase 27.01.2022	29 301
Capital increase in-kind 02.03.2022 [2]	1
Capital increase 16.05.2022	504 898
Capital increase in-kind 29.06.2022	203 475
No of shares as at 31.12.2022	**3 596 583**
No of shares as at 31.12.2023	**3 596 583**

[1] The group had a capital increase on December 27, 2021 of NOK 379 326 934. The amount was settled December 27, 2021 with NOKm 85, and the remaining NOKm 294 were settled January 3, 2022.

[2] The group purchased the remaining minority shares on January 25, 2022.

[3] The group issued one share to convert remaining debt to the main shareholder, SBB, to share capital. The capital increase corrected the price per share at the same issue price as the other investors from the prior capital increase.

Shareholder	% holding	Country	Type of shareholder	Shares
SBB Samfunnsbygg AS	44.8%	Norway	Ordinary	1 612 386
Sagacia AS	5.0%	Norway	Ordinary	179 916
Telecom AS	4.6%	Norway	Ordinary	163 716
Hifo Invest AS	1.0%	Norway	Ordinary	35 018
Leo Holding AS	0.9%	Norway	Ordinary	31 376
Pett Invest AS	0.8%	Norway	Ordinary	30 275
Nordpolen Holding AS	0.7%	Norway	Ordinary	26 573
Invima AB	0.7%	Sweden	Ordinary	26 499
Chrisanic Eiendom AS	0.7%	Norway	Ordinary	24 649
Tjs Invest AS	0.7%	Norway	Ordinary	24 415
Total 10 largest shareholders	**60%**			**2 154 823**
Other shareholders	40%			1 441 760
Total	**100%**			**3 596 583**

Shares controlled by board members	Position	Control directly	% holding	Shares
Kenneth Frode Goovaerts Bern [1]	Board Chariman	Directly	4.6%	163 716
Gerd Ylva Göransson [2]	Board Member	Indirectly	44.8%	1 612 386
Henrik Melder [2]	Board Member	Indirectly	44.8%	1 612 386
Arnt Rolf Hillestad	Board Member	Directly	0.6%	20 588
Silje Cathrine Hauland [3]	Board Member	Indirectly	0.7%	24 649
Sum shares controlled by board members			**50.6%**	**1 821 339**

[1] Kenneth Frode Goovaerts Bern represents 4.55% directly through Telecom AS.

[2] Henrik Melder and Ylva Göransson represent the largest shareholder with 44.83% as CEO and financial director of SBB Samfunnsbygg AS.

[3] Silje Cathrine Hauland represents 0.03% directly through Gatekeeper AS, and 0.69% indirectly as CEO of Chrisanic Eiendom AS.

NOTE 13 TAX

Income tax expense		
Amounts in NOK million	**2023**	**2022**
Tax payable, current year	**-**	-
Change in deferred tax	**69**	81
Income tax expense	**69**	**81**
Income tax payable is calculated as follows		
Profit (loss) before tax	**(969)**	(704)
Other permanent differences	**0**	(0)
Fair value change of investment properties below initial cost tax effect	**654**	349
Changes in temporary differences	**315**	355
Profit for tax purposes	**-**	-
Tax payable on the balance sheet	**-**	-

Reconciliation of income tax expense		
Amounts in NOK million	**2023**	**2022**
Profit (loss) before tax	(969)	(704)
Estimated tax based on 22%	213	155
Tax effects of:		
Deferred tax assets that are not recognised in the balance sheet	-	-
Changes in fair value investment properties below initial cost tax effect	(144)	(74)
Permanent differences	0	0
Income tax expense	**69**	**81**
Effective tax rate	7.15%	11.52%

DEFERRED INCOME TAX

The group has offset deferred tax assets and deferred tax liabilities on the balance sheet as the group has a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

The following net value was recognised:

Amounts in NOK millions	**2023**	**2022**
Deferred tax liability	75	165
Deferred tax assets	9	30
Net deferred tax	**66**	135

Change in deferred tax (+) deferred tax assets (-)

Movement in temporary differences

Amounts in NOK million	Investment property	Interest derivatives	Current assets	Loss carried forward	Other	Total
01.01.2022	1 128	-	-	(219)	61	**970**
Recognised in profit and loss	(431)	28	0	84	(35)	**(355)**
Acquisition of subsidiaries		-	-	(0)	1	**0**
December 31, 2022	696	28	0	(135)	27	**615**
Recognised in profit and loss	(371)	(25)		95	(14)	**(315)**
Acquisition of subsidiaries	-	-	-	-	-	**-**
December 31, 2023	325	3	0	(41)	13	**300**
Change in temporary differences based on nominal tax rate						(315)
Change in deffered tax based on nominal tax rate						69
Other differences						0
Change in deferred tax						**69**

NOTE 14
INTEREST BEARING LIABILITIES

Interest bearing liabilities		**2023**			**2022**	
All amounts in NOK million	Nominal value	Market value	Carrying amount	Nominal value	Market value	Carrying amount
Bond loans long term	211	202	211	2 273	2 154	2 251
Bank loans long term including short term amortization	3 256	3 256	3 240	2 698	2 698	2 682
Bond loans short term	2 062	2 004	2 054	762	754	760
Total interest bearing liabilities	**5 529**	**5 462**	**5 505**	**5 733**	**5 606**	**5 693**

The market value on the bond loans are calucalated based on interest gap and duration. The valuations have been performed by an external valuator. The market value is measured at FV level 2.

Changes in liabilities arising from financing activities

All amounts in NOK million	31.12.2022	New liabilities [1]	Repay-ment	Reclassfication to current liabilities	First year installment	Amortisation of capitalised borrowing cost	31.12.2023
Non-current interest bearing liabilities	4 933	616	(66)	(2 137)	-	9	3 353
Current interest bearing liabilities	760	-	(762)	2 040	98	16	2 152
Total	**5 693**	**616**	**(828)**	**(98)**	**98**	**25**	**5 505**

Changes in liabilties arising from financing activities

All amounts in NOK million	31.12.2021	New liabilities [1]	Repay-ment	Reclassfication to current liabilities	First year installment	Amortisation of capitalised borrowing cost	31.12.2022
Non-current interest bearing liabilities	4 418	1 289	(34)	(758)		18	4 933
Current interest bearing liabilities	290		(290)	758	-	2	760
Total	**4 708**	**1 289**	**(324)**	**-**	**-**	**20**	**5 693**

[1] *New liabilities includes transaction costs to be amortised*

Interest-bearing debt at 31.12.23	**NOK Million**	**Interest terms**	**Current amortisation plan**	**Maturity date**
Bond loan	1 100	3% fixed	None	23.09.2024
Bond loan	211	4.16% fixed	None	01.09.2025
Bond loan	962	3.48% fixed	None	23.09.2024
Bank loan	3 256	3months NIBOR + 1.88% margin	33.33 years	28.06.2025
Total face value of financing 31.12.2023	**5 529**			

The bank loan is sustainability-linked and the credit margin is adjusted based on requirements in terms of sustainability operation, energy usage and efficiency as well as monitoring of energy. If targets are met the group will be rewarded by a reduced credit margin. If targets are not met the credit margin will be increased.

Interest-bearing debt at 31.12.22	**NOK Million**	**Interest terms**	**Current amortisation plan**	**Maturity date**
Bond loan	1 100	3% fixed	None	23.09.2024
Bond loan	211	4.16% fixed	None	01.09.2024
Bond loan	962	3.48% fixed	None	23.09.2024
Bond loan	267	4.4% fixed	None	07.06.2023
Bond loan	425	4.22% fixed	None	18.07.2023
Bond loan	70	4.35% fixed	None	08.07.2023
Bank loan	2 698	3months NIBOR + 1.81% margin	50 years	14.01.2025
Total face value of financing 31.12.2022	**5 733**			

Interest rate derivatives / Swap agreements [2)]

Amounts in millions	NOK amount	Market value 31.12.2023	Market value 31.12.2022	Start date	Maturity date	Fixed interest
Interest Nordea	239	15	15	17.10.2022	30.06.2026	1.34%
Interest Nordea	100	5	5	17.10.2022	27.03.2025	1.03%
Interest Nordea	150	11	11	17.10.2022	18.04.2028	1.65%
Interest CAP	57	0	0	01.03.2019	15.04.2024	2.75%
Interest CAP	-	0	0	16.04.2018	17.04.2023	2.75%
Interest Nordea	388	3	(2)	30.12.2022	30.06.2025	3.46%
Interest Danske	388	3	(2)	04.10.2022	30.06.2025	3.39%
Interest Nordea	153	(16)	-	29.12.2023	30.06.2028	3.93%
Interest Danske	153	(18)	-	06.10.2023	30.06.2028	3.98%
Total	**1 628**	**3**	**28**			

[2)] *The interest rate derivatives are forward starting interest rate swaps.*

NOTE 15
CURRENT AND NON-CURRENT LIABILITIES

Other current liabilities

Amounts in NOK millions	**2023**	**2022**
Bond loans short term	2 054	760
Bank loan amortization	98	-
Trade payables (non-interest bearing)	17	21
Taxes payable	-	0
Value added taxes payable	1	1
Other current liabilities (non-interest bearing)	26	65
Sum other current liabilities	**2 196**	**847**

Other non-current liabilities

Amounts in NOK millions	**2023**	**2022**
Bond loans	211	2 251
Bank loans	3 142	2 682
Deffered tax liabilities	66	135
Interest rate derivatives	34	-
Other non-current liabilities	23	25
Sum other non-current liabilities	**3 476**	**5 093**

NOTE 16
ENTITIES AND SUBSIDIARIES

The group comprises the following legal entities at December 31, 2023. All entities are directly or indirectly owned 100%.

Subsidiaries	Country	Business office	Voting percentage	Ownership
Public Property Drift AS	Norway	Oslo	100%	100%
Public Property Holding AS	Norway	Oslo	100%	100%
Public Property Sub-Holding 1 AS	Norway	Oslo	100%	100%
Røynebergsletta I Holding AS	Norway	Oslo	100%	100%
Røynebergsletta I AS	Norway	Oslo	100%	100%
Søebergkvartalet Holding AS	Norway	Oslo	100%	100%
Søebergkvartalet AS	Norway	Oslo	100%	100%
Gunnar Nilsens gate 25 AS	Norway	Oslo	100%	100%
Prins Chr. Augusts Pl. AS	Norway	Oslo	100%	100%
Brochs gate 3 AS	Norway	Oslo	100%	100%
Fjørevegen 20 AS	Norway	Oslo	100%	100%
Njøsavegen 2 AS	Norway	Oslo	100%	100%
SBB Kongsvinger AS / Otervegen 23 AS	Norway	Oslo	100%	100%
Statlige Bygg AS	Norway	Oslo	100%	100%
Statlige Bygg II AS	Norway	Oslo	100%	100%
Offentlig Bygg Namsos AS	Norway	Oslo	100%	100%
Sandgata Eiendom Namsos AS	Norway	Oslo	100%	100%
Postgården Eiendom Namsos AS	Norway	Oslo	100%	100%
Public Property Sub-Holding 2 AS	Norway	Oslo	100%	100%
Offentlig Eiendom AS	Norway	Oslo	100%	100%
Arendal Eiendomsinvest AS	Norway	Oslo	100%	100%
Unninvest AS	Norway	Oslo	100%	100%
Unninvest II AS	Norway	Oslo	100%	100%
Unninvest III AS	Norway	Oslo	100%	100%
Stangevegen 109 Eiendom AS	Norway	Oslo	100%	100%
Rosenkrantzgata 17 AS	Norway	Oslo	100%	100%
Grønnegata 122 AS	Norway	Oslo	100%	100%
Kvartal 48 Næring AS	Norway	Oslo	100%	100%
Haakon VIIs gate 98 AS	Norway	Oslo	100%	100%
Kongensgate 14-18 AS	Norway	Oslo	100%	100%
Bernt Ankers gate 17 AS	Norway	Oslo	100%	100%
Lervigsveien 32 og Tinngata 8 AS	Norway	Oslo	100%	100%
Kammerherreløkka Næring B1 AS	Norway	Oslo	100%	100%
Dunderland Eiendom AS	Norway	Oslo	100%	100%
Sliptomta Eiendom AS	Norway	Oslo	100%	100%
Mellomvika 5 AS	Norway	Oslo	100%	100%
Askveien 4 Hønefoss AS	Norway	Oslo	100%	100%
Rambergveien 9 AS	Norway	Oslo	100%	100%
Kaldnes Park AS	Norway	Oslo	100%	100%
Kunnskapsveien 55 AS	Norway	Oslo	100%	100%

Subsidiaries	Country	Business office	Voting percentage	Ownership
Jærveien 12 AS	Norway	Oslo	100%	100%
Vogts Gate 17 AS	Norway	Oslo	100%	100%
Jul Pettersens gate 2 AS	Norway	Oslo	100%	100%
Public Property Sub-Holding 3 AS	Norway	Oslo	100%	100%
HGF Invest AS	Norway	Oslo	100%	100%
Ski Florø AS	Norway	Oslo	100%	100%
Ski Hønefoss AS	Norway	Oslo	100%	100%
Ski Gjøvik AS	Norway	Oslo	100%	100%
Public Property Sub-Holding 4 AS	Norway	Oslo	100%	100%
Anton Jenssens gate 2 AS	Norway	Oslo	100%	100%
Heian AS	Norway	Oslo	100%	100%
Lillehammer Politibygg AS	Norway	Oslo	100%	100%
Ibsensgate 1 AS	Norway	Oslo	100%	100%
Eiendomsgruppen Fredrikstad AS	Norway	Oslo	100%	100%
Olav V Gt 4 AS	Norway	Oslo	100%	100%
Borgergata 10 AS	Norway	Oslo	100%	100%
Castelar Prosjekt 22 AS	Norway	Oslo	100%	100%
Gyldengården AS	Norway	Oslo	100%	100%
Leikanger Eiendom AS	Norway	Oslo	100%	100%

NOTE 17
RELATED-PARTY TRANSACTIONS

The group has no material transactions with related parties in 2023.
The group has purchased the following companies in 2022:

Commercial property Companies	Ownership	Time of purchase	Purchase price shares NOKm	Related-party transaction
SBB-portfolio (5 properties)	100%	29.06.2022	1 368	Yes
Total			**1 368**	

The group has purchased properties relating to the SBB-Portfolio from the largest shareholder SBB Samfunnsbygg AS in June 2022. The enterprise value was done by an external valuator. Even though the transaction is considered a related-party transaction, SBB samfunnsbygg AS does not have control or de facto control, as SBB is limited to a maximum of 2 participants on the board, and the company's ownership of the shares are below 50%.

NOTE 18
EARNINGS PER SHARE

Basic earnings per share is calcuated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares outstanding during the year. Public Property Invest AS has not issued options or other financial instruments which have a dilutive effect on outstanding shares.

	2023	2022
Net profit (loss) attributable to ordinary equity holders of parent company (NOK million)	**(900)**	**(623)**
Weighted average number of shares	**3 596 583**	**3 307 966**
Net profit (loss) per share attributable to ordinary equity holders (NOK)	**(250.3)**	**(188.2)**

Reference is made to note 12 Shareholder capital and shareholders for detailed information on changes in number of shares.

NOTE 19
SUBSEQUENT EVENTS/GOING CONCERN/LIQUIDITY RISK

The group has two bond loans with a carrying amount as of December 31, 2023 of NOK 2 054 million (see note 14 for further details) scheduled to mature in September 2024. Without refinancing, extending the maturity date and/or an equity injection, the group will not be able to repay these bond loans at maturity. The board and Management are considering different options. On 29 January, 2024 the group received a term-sheet for a backstop-facility, contingent on an equity issue and a listing of the shares of PPI on Oslo Stock Exchange (IPO), for the refinancing of the two maturing bonds.

The board believes that the conditional backstop-facility together with the funds from the planned equity issue will provide sufficient funds to secure the refinancing and assure the sustainability of the operations as a going concern. The group is also in the process of securing long-term financing by actively negotiate with both banks and existing bondholders. The board views the current refinancing and ongoing discussions as integral to its financial strategy and anticipates a satisfactory outcome. However, to ensure long-term financing, the group will need to raise equity. At present the group is exploring various strategic options with a primary focus on issuing more equity. The preferred strategic option is to initiate an IPO on the Oslo Stock Exchange in first half of 2024.

If the group fails in raising capital before the bond loans mature in 2024, the group will have to negotiate with current bondholders in order to extend the maturity date. If such negotiations are not successful, the group might have to sell properties with the risk of obtaining prices below current market prices in an orderly transaction. If the refinancing fails and the group is not able to sell some of its properties, there is a significant risk that the going concern assumption is threatened.

Management and the board assesses the risk associated with the refinancing processes as low. The board and management believe that, once the refinancing negotiations are successfully completed, the group will be able to continue its operations without any significant disruptions or financial difficulties. This positive outlook is based on a thorough risk assessment and the proactive measures taken to mitigate these risks. Taking into account this risk assessment along with an evaluation of the group's past performance, and future forecasts, the board confirms the presences of the necessary conditions for the group to continue operating as a going concern.

FINANCIAL STATEMENT
- PUBLIC PROPERTY INVEST AS

INCOME STATEMENT

Operating income and operating expenses	**Note**	**2023**	**2022**
All amounts in NOK			
Payroll expenses	*1*	2 911 023	4 275 477
Other operating expenses		8 927 920	3 958 761
Total expenses		**11 838 944**	**8 234 239**
Operating profit (loss)		**(11 838 944)**	**(8 234 239)**
Financial income and expenses			
Other interest income		131 034	52 354
Other financial income		0	326
Write-down of long-term investments	4	932 319 120	0
Net financial items		**(932 188 086)**	**52 680**
Net profit before tax		(944 027 030)	(8 181 558)
Income tax expense	*2*	(2 566 515)	18 673 606
Net profit (loss) after tax		**(941 460 515)**	**(26 855 164)**
Attributable to			
Other equity	*3*	941 460 515	(26 855 164)
Total		**(941 460 515)**	**(26 855 164)**

BALANCE SHEET

Assets	Note	2023	2022
All amounts in NOK			
Non-current assets			
Intangible assets			
Deferred tax assets	2	961 985	6 419 856
Total intangible assets		**961 985**	**6 419 856**
Non-current financial assets			
Investments in subsidiaries	4	2 619 675 280	3 553 970 014
Total non-current financial assets		**2 619 675 280**	**3 553 970 014**
Total non-current assets		**2 620 637 265**	**3 560 389 870**
Current assets			
Debtors			
Accounts receivables		0	36 938
Other short-term receivables		170 577	49 261
Receivables from group companies	5	36 474 480	93 018 141
Total receivables		**36 645 057**	**93 104 340**
Cash and cash equivalents		2 346 593	8 970 558
Total current assets		**38 991 650**	**102 074 898**
Total assets		**2 659 628 915**	**3 662 464 768**

BALANCE SHEET

Equity and liabilities	Note	2023	2022
All amounts in NOK			
Equity			
Paid-in capital			
Share capital	3	3 596 583	3 596 583
Share premium reserve	3	3 591 130 552	3 591 130 552
Total paid-up equity		**3 594 727 135**	**3 594 727 135**
Retained earnings			
Other equity		(969 535 194)	(28 074 680)
Total retained earnings		**(969 535 194)**	**(28 074 680)**
Total equity		**2 625 191 940**	**3 566 652 455**
Liabilities			
Current liabilities			
Trade payables		2 520 298	73 266
Public duties payable		130 415	123 672
Liabilities to group companies	5	29 274 480	93 018 141
Other current liabilities		2 511 781	2 597 235
Total current liabilities		**34 436 975**	**95 812 314**
Total liabilities		**34 436 975**	**95 812 314**
Total equity and liabilities		**2 659 628 915**	**3 662 464 768**

Oslo, Norway, February 16, 2024.
The board of directors and CEO Public Property Invest AS

Kenneth Frode Goovaerts Bern
Chair of the board

Gerd Ylva Göransson
Member of the board

Ilija Batljan
Member of the board

Arnt Rolf Hillestad
Member of the board

Silje Cathrine Hauland
Member of the board

Morten Kjeldby
CEO

CASH FLOW STATEMENT

All amounts in NOK	Note	2023	2022
Cash flow from operating activities			
Loss before tax		(944 027 030)	(8 181 558)
Write-down of financial assets	4	932 319 120	0
Change in receivables		36 938	(36 938)
Change in current liabilities		2 447 034	(26 149 822)
Change in other working capital		(200 027)	(9 376 291)
Net cash flow from operating activities		**(9 423 965)**	**(43 744 609)**
Cash flow from investment activities			
Payments due from group companies	5	0	48 459 524
Payments on the purchase of shares		0	(566 500 000)
Net cash flow from investment activities		**0**	**(518 040 476)**
Cash flow from financing activities			
Payments due to group companies	5	2 800 000	(219 769 333)
Paid in capital increase		0	(886 607 072)
Transaction costs on capital increase		0	(103 228 910)
Net cash flow from financing activities		**2 800 000**	**563 608 829**
Net change in cash and cash equivalents in the period		**(6 623 965)**	**1 823 744**
Net foreign exchange difference		0	0
Cash and cash equivalents at beginning of period		8 970 558	7 146 815
Cash and cash equivalents at end of period		**2 346 593**	**8 970 558**
The cash and cash equivalents relates to:			
Cash and bank deposits		**2 346 593**	**8 970 558**
Unused operating credit also amounts to		**0**	**0**

NOTES TO THE PARENT FINANCIAL STATEMENTS

ACCOUNTING PRINCIPLES
The financial statements comprise of the income statement, balance sheet, cash flow and notes and are prepared in accordance with accounting, company law and generally accepted accounting principles in Norway. The financial statements are based on the basic principles of historical cost. Transactions are booked at the value of the consideration on the transaction date.

GENERAL INFORMATION
Public Property Invest AS (the "Company") and its subsidiaries' (together, the "Group") business is related to ownership of properties in Norway, and rental of office spaces, primarily to public tenants. The Company was incorporated August 16, 2018, and is domiciled in Oslo, Norway. The Company has one employee. On June 22, 2021, the Company acquired all the shares in Public Property Holding AS. Following the acquisitions, the group was formed.

CLASSIFICATION OF BALANCE SHEET ITEMS
Assets intended for long term ownership or use have been classified as non current assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalments on long term liabilities and long-term receivables are, however, not classified as short-term liabilities and current assets.

CURRENT ASSETS & LIABILITIES
Current assets are valued at the lowest of acquisition cost and fair value. Short term debt is capitalised at the nominal amount at the time of borrowing. Fixed assets are valued at acquisition costs. Other fixed assets than operating assets are written down to fair value in the event of a decrease in value that is not expected to be temporary. Long- term debt is capitalised net of establishment cost at the time of establishment. Establishment cost is amortised over the commitment period. Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.

DERIVATIVES
When hedging future interest costs, where the hedging instruments are to hedge the group against variations in future cash flows, the hedging instrument is not booked in the balance sheet as long as the hedging is considered to be effective. Gains or losses are recognised as net interest income or interest expense, in line with the recognition of the hedged item in the income statement

INVESTMENTS IN OTHER COMPANIES
The cost method is applied to investments in other companies. Transaction costs are included in the cost price. Companies acquired or sold during the year are included in the consolidated financial statements from the date that control is achieved and until control ceases. On consolidation, the parent company shares in subsidiaries replaced with the subsidiaries' assets and liabilities and are grouped according to the same principles as the parent company accounts.

Subsidiaries are all entities over which the group has control. See note 16 in Group financial statement for a comprehensive list of subsidiaries. Control of an entity occurs when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the day on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The cost price is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are taken directly as deduction in purchase cost. Dividend/group contribution from subsidiaries are reflected in the same year as the subsidiary makes a provision for the amount. Dividend from other companies is reflected as financial income when it has been approved.

ASSET IMPAIRMENTS
Impairment tests are carried out if there is indication that the carrying amount of an asset exceeds the estimated recoverable amount. The test is performed on the lowest level of fixed assets at which independent cashflows can be identified. If the carrying amount is higher than both the fair value less cost to sell and value in use (net present value of future use/ownership), the asset is written down to the highest of fair value less cost to sell and the value in use.

Previous impairment charges, except write-down of goodwill, are reversed in later periods if the conditions causing the write-down are no longer present.

CASH FLOW
The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash and bank deposits.

TAXES
The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carry-forward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carry-forward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.

NOTE 1
PAYROLL EXPENSES

Board of directors

All amounts in NOK

Name	Position	Board Fee	Other
Kenneth Frode Goovaerst Bern	Board Chairman	200 000	0
Gerd Ylva Göransson	Board Member	110 000	0
Henrik Melder	Board Member	110 000	0
Arnt Rolf Hillestad	Board Member	110 000	0
Silje Cathrine Hauland	Board Member	110 000	0
Total		**640 000**	**0**

Overview of total renumeration to senior executives 2023

All amounts in NOK

Name	Salary	Variablebonus salary	Other	Total remuneration 2023
Morten Kjeldby	1 533 000	750 000	109 992	2 392 992

The CEO receives an annual bonus of NOK 750 000 in synthetic shares, determined by the market price of the company's shares at December 31 each year.The bonus is realised either upon the CEO's termination of employment in PPI or in the event of the group being sold. The payment for the synthetic shares will be made in cash, calculated based on the market value of the shares at the realisation date. For further reference, please see note 7 in the notes for the group.

No loans have been granted or guarantees given to the board or other related parties. The company has a group pension insurance that covers all employees. The scheme is a defined contribution scheme. The company's pension schemes satisfy the requirements of the OTP - Mandatory Occupational Pensions Scheme.

During the fiscal year ending December 31, 2023, the company incurred total fees of NOK 3 171 081 NOK related to audit and assurance services. The breakdown of these fees is outlined below:

Audit Fee: 2 741 081 NOK
Other Services Not Related to Auditing: 230 000 NOK
Other Assurance Services: 200 000 NOK

NOTE 2
TAX

Tax expense / income	2023	2022
All amounts in NOK		
Payable tax - tax effect of group contribution	0	0
Change in deferred tax	(2 566 515)	18 673 606
Income tax expense (income)	**(2 566 515)**	**18 673 606**

Taxable income	2023	2022
Profit / loss before tax	(944 027 030)	(8 181 558)
Permanent differences	932 361 050	(27 334 644)
Basis for tax expense for the year	(11 665 980)	(35 516 202)
Change in temporary differences	0	0
Taxable income	**(11 665 980)**	**(35 516 202)**
Allocation of loss to be carried forward	24 808 501	57 501 939
Group contribution received	36 474 480	93 018 141
Group contribution	0	0
The year's tax base	**0**	**0**

Overview of temporary differences	Difference	2023	2022
Loss carried forward	(24 808 501)	(4 372 663)	(29 181 163)
Total	**(24 808 501)**	**(4 372 663)**	**(29 181 163)**
Not included in the deferred tax calculation	0	0	0
Total	**(24 808 501)**	**(4 372 663)**	**(29 181 163)**
Deferred tax assets (22%)*	(5 457 870)	(961 986)	(6 419 855)

**Deferred tax asset is recognised as it is probable that future taxable profits will be sufficient to utilise the tax benefit*

NOTE 3
SHARE CAPITAL AND SHAREHOLDER INFORMATION

All amounts in NOK

Equity 31.12.2023	Share capital	Share premium	Other equity	Total
Opening balance per 01.01	3 596 583	3 591 130 552	(28 074 680)	3 566 652 455
Net profit (loss) of the year			(941 460 515)	(941 460 515)
Closing balance 31.12.2023	**3 596 583**	**3 591 130 552**	**(969 535 194)**	**2 625 191 940**

NOTE 4
INVESTMENT IN SUBSIDIARIES

Subsidiaries	Ownership
Public Property Holding AS	100%
Public Property Drift AS	100%

The company is located in Oslo Municipality.
The consolidated financial statements are prepared by Public Property Invest AS.

The fair value of the groups investment property has experienced a significant decrease, which has in turn affected the value of the investment in subsidiaries that hold these properties. The decrease in value has led to an impairment in the carrying value of our investments in these subsidiaries.

NOTE 5
BALANCE WITH GROUP COMPANIES

Balance with group companies	**31.12.2023**	**31.12.2022**
All amounts in NOK		
Receivables		
Public Property Holding AS	36 474 480	93 018 141
Total receivables	**36 474 480**	**93 018 141**
Debt		
Public Property Holding AS	26 474 480	93 018 141
Total debt	**26 474 480**	**93 018 141**

The company has received a group contribution with tax effect, and given a group contribution without tax effect.

Admincontrol

List of Signatures

PPI Annual Report 2023

Name	Method	Signed at
GÖRANSSON, GERD YLVA	BANKID	2024-02-16 16:29 GMT+01
Bern, Kenneth Frode Goovaerts	BANKID	2024-02-16 16:05 GMT+01
Hillestad, Arnt Rolf	BANKID	2024-02-16 13:05 GMT+01
Kjeldby, Morten	BANKID	2024-02-16 12:03 GMT+01
Hauland, Silje Cathrine	BANKID	2024-02-16 11:56 GMT+01
Ilija Batljan	BANKID	2024-02-17 09:57 GMT+01

To the General Meeting of Public Property Invest AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Public Property Invest AS, which comprise:

- the financial statements of the parent company Public Property Invest AS (the Company), which comprise the balance sheet as at 31 December 2023, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- the consolidated financial statements of Public Property Invest AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 19 in the financial statements, where the Company states that some of their financing contracts expire and amounts owing fall due for payment in September 2024. Without refinancing, extending the maturity date and/or an equity injection, the Company will not be able to repay these bond loans at maturity. As stated in Note 19, these events or conditions, along with other matters as set forth in Note 19, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the financial statements and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the financial statements otherwise appear to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report or the other information accompanying the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU. Management is responsible for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements of the Company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The consolidated financial statements of the Group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Oslo, 16 February 2024
PricewaterhouseCoopers AS

Chris H. Jakobsen
State Authorised Public Accountant
(This document is signed electronically)

Revisjonsberetning - PPI

Signers:

Name	*Method*	*Date*
Jakobsen, Chris Håvard	BANKID	2024-02-16 08:54

ALTERNATIVE PERFORMANCE MEASURES

Public Property Invest AS' financial information is prepared in accordance with IFRS Acccounting standards as adopted by EU. In addition, the company reports alternative performance measures (APMs) that are regularly reviewed by management to enhance the understanding of the company's performance as a supplement, but not as a substitute, to the financial statements prepared in accordance with IFRS. The financial APMs reported by Public Property Invest AS are the APMs that, in management's view, provide relevant supplemental information of the company's financial position and performance.

Net operating income (NOI)		
Amounts in NOK million	**2023**	**2022**
Operating income	576	504
Property expenses	(75)	(63)
NOI	501	442

EBITDA		
Amounts in NOK million	**2023**	**2022**
NOI	501	442
Adminstration expenses	(31)	(36)
EBITDA	470	405

Interest Cover Ratio (ICR)		
Amounts in NOK million	**2023**	**2022**
EBITDA	470	405
Financial Income	6	2
Financial expenses	(278)	(226)
Adjustment Interest expenses amortisation costs	25	24
Net finance charges	(247)	(200)
ICR	1.90	2.02

EPRA REPORTING

The following performance indicators have been prepared in accordance with best practices as defined by EPRA (European Public Real Estate Association) in its latest edition of the Best Practices Recommendations Guidelines.

The EPRA Best Practices Recommendations Guidelines focus on making the financial statements of public real estate companies clearer and more comparable across Europe. For further information about EPRA, see www.epra.com.

Summary table EPRA performance measures

		Unit	2023 / 31.12.2023	2022 / 31.12.2022
A	EPRA Earnings per share	NOK	54	31
B	EPRA NRV per share	NOK	812	1 079
C	EPRA LTV	%	65.1%	59.2%

The details for the calculation of the performance measures are shown on the following pages.

A. EPRA EARNINGS

EPRA Earnings is a measure of the operational performance of the property portfolio. EPRA Earnings is calculated based on the income statement, adjusted for non-controlling interests, value changes on investment properties, changes in the market value of financial instruments and the associated tax effects.

Amounts in NOK millions	**2023**	**2022**
Net profit (loss)	**(900)**	(623)
Adjustments to calculate EPRA Earnings:		
Changes in fair value of investment properties	**(1 143)**	(913)
Changes in fair value of interest derivatives	**(25)**	28
Deferred tax investment properties	**71**	153
Deferred tax interest derivatives	**1**	6
EPRA Earnings NOK million	**195**	103
Weighted average number of shares	**3.60**	3.31
EPRA Earnings per Share (EPRA EPS) (NOK)	**54**	31

B. EPRA NET ASSET VALUE (EPRA NAV) METRICS

EPRA Net Reinstatement Value (NRV) The objective of the EPRA NRV measure is to highlight the value of net assets on a long-term basis and assumes that no selling of assets takes place. Assets and liabilities that are not expected to crystallise in normal circumstances such as the fair value movements on financial derivatives and deferred taxes on property valuation surpluses are therefore excluded. Real estate transfer taxes are not levied on property transactions in Norway.

Amounts in NOK millions	**31.12.2023**	**31.12.2022**
Total equity	**2 850**	3 750
EPRA Net Asset Value (EPRA NAV)	**2 850**	3 750
Deferred tax investment properties	**71**	153
Deferred tax interest derivatives	**1**	6
Fair value of interest derivatives	**(3)**	(28)
EPRA Net reinstatement value (EPRA NRV)	**2 919**	3 882
Outstanding shares at period end (million)	**3.6**	3.6
EPRA NRV per share (NOK)	**812**	1 079

C. EPRA LOAN-TO-VALUE (EPRA LTV) METRIC

EPRA LTV is a metric to determine the percentage of net debt comparing to the appraised value of the properties.

Amounts in NOK million	**31.12.2023**	**31.12.2022**
Bond loans	2 265	3 011
Bank loans	3 240	2 682
Net Payables[1]	47	80
Cash and cash equivalents	(123)	(177)
Net debt	5 430	5 597
Investment properties	8 336	9 447
Market value of the property portfolio	8 336	9 447
EPRA LTV	65.1%	59.2%

[1] Net payables is defined as trade payables, other current and non-current liabilities, less trade receivables, and other receivables.

DEFINITIONS

Independent valuer	NEWSEC, Cushman & Wakefield
ICR	Interest Cover Ratio, the ratio of EBITDA to Net Interest Cost.
Market value of portfolio	The market value of all properties owned by the parent company and subsidiaries.
EPRA NAV	Net Asset Value, the total equity that the company manages for its owners. Public Property Invest presents NAV calculations in line with EPRA recommendation, where the difference mainly is explained by the expected turnover of the property portfolio.
Swap	A swap is an agreement between two parties to exchange sequences of cash flows for a set period of time.
WAULT	Weighted Average Unexpired Lease Term measured as the remaining contractual rent amounts of the current lease contracts of the investment properties of the group, including areas that have been re-let and signed new contracts, adjusted for termination rights and excluding any renewal options, divided by Contractual rent, including renewed and signed new contracts.
Property related expenses	Property-related expenses include administrative costs related to the management of the properties as well as operating and maintenance costs.

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APPENDIX C

FINANCIAL STATEMENTS FOR THE YEARS ENDED 31 DECEMBER 2022 AND 2021

FINANCIAL STATEMENTS

2022

public property invest

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Consolidated statement of

COMPREHENSIVE INCOME

Amounts in NOK millions	Note	2022	2021
Rental income	6	504	68
Other income		1	1
Operating income		**504**	**69**
Property expenses	7	(63)	(7)
Administration expenses	7	(36)	(5)
Net income from property management		**405**	**56**
Financial Income	8	2	5
Financial Expense	8	(226)	(53)
Changes in fair value of interest derivatives	4, 14	28	-
Changes in fair value of investment properties	5, 9	(913)	1 018
Profit before tax		**(704)**	**1 027**
Income tax expense	13	81	(249)
Net profit		**(623)**	**778**
Other comprehensive income		-	-
Comprehensive income		**(623)**	**778**
Profit attributable to:			
Equity holders of the company		(623)	778
Minority interest		-	-
Comprehensive income attributable to:			
Equity holders of the company		(623)	778
Minority interest		-	-

The minority interest result for 2021 is considered immaterial due to the acquisition of shares on 31 December 2021.

Consolidated statement of
FINANCIAL POSITION

Amounts in NOK millions		31.12.2022	31.12.2021
ASSETS			
Non-current assets			
Investment properties	5,9	9 447	8 457
Investments in shares		-	0
Interest derivatives	4, 10, 14	28	-
Other non-current assets		7	5
Total non-current assets		**9 481**	**8 462**
Current assets			
Trade receivables	10	13	6
Other current receivables	10	20	306
Cash and cash equivalents	11	177	202
Total current assets		**209**	**514**
Total assets		**9 691**	**8 976**
EQUITY AND LIABILITIES			
Equity			
Share capital	12	4	2
Share premium		3 591	2 319
Not registered capital changes		-	379
Retained earnings		155	778
Minority interest		-	62
Total equity		**3 750**	**3 541**
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	13	135	213
Non-current interest-bearing liabilities	14, 15	4 933	4 418
Other non-current liabilities	15	26	136
Total non-current liabilities		**5 094**	**4 768**
Current liabilities			
Current interest-bearing liabilities	14, 15	760	290
Trade payables	15	21	150
Current tax liabilities	13,15	-	0
Other current liabilities	15	66	227
Total current liabilities		**847**	**667**
Total liabilities		**5 940**	**5 435**
Total equity and liabilities		**9 691**	**8 976**

Oslo, Norway, 11.12.2023
The board of Public Property Invest AS

Kenneth Frode Goovaerts Bern
Chair of the board

Gerd Ylva Göransson
Member of the board

Henrik Melder
Member of the board

Arnt Rolf Hillestad
Member of the board

Silje Cathrine Hauland
Member of the board

Morten Kjeldby
General Manager

Consolidated statement of
CASH FLOW

Amounts in NOK million	Note	2022	2021
Profit before tax		(704)	1 027
Changes in fair value of investment properties	9	913	(1 018)
Changes in fair value of interest derivaties	14	(28)	-
Net interest paid	8	202	39
Financial costs in profit before tax without cash effect	14	20	-
Change in working capital:			
change in current assets		(5)	2
change in current liabilities		(55)	35
Charge in other working capital		(20)	26
Taxes paid		(0)	-
Net cash flow from operating activities		**323**	**111**
Investment in investment property entities	9	(1 781)	(4 019)
Upgrades of investment properties	9	(33)	(1)
Interest received	8	1	5
Net cash flow from investment activities		**(1 813)**	**(4 015)**
Proceeds interest-bearing liabilities	14	1 289	2 379
Repayment interest-bearing liabilities and installments	14	(324)	-
Interest paid	8	(203)	(44)
Purchase of minority interest		(62)	-
Paid in capital increase	12	868	1 793
Transaction costs on capital increase		(103)	(21)
Net cash flow from financing activities		**1 465**	**4 107**
Net change in cash and cash equivalents		**(25)**	**202**
Opening balance of Cash and Cash equivalents		202	-
Cash and cash equivalents at period end		**177**	**202**

Consolidated statement of
CHANGES IN EQUITY

	Subscribed share capital	Share premium	Not registered capital	Minority interest	Retained earnings	Total equity
Total equity at 31.12.2020	**0**	**0**	**-**	**-**	**0**	**0**
Capital reduction	(0)	(0)				
Issue of Shares	2	2 395	379			2 776
Transaction cost issue of shares net of tax		(75)				(75)
Profit /(loss) for the period					778	778
Minority interest				62		62
Total equity at 31.12.2021	**2**	**2 319**	**379**	**62**	**778**	**3 541**
Issue of Shares	1	1 293	(379)			915
Transaction cost issue of shares net of tax		(21)				(21)
Profit /(loss) for the period					(623)	(623)
Minority interest			0	(62)		(62)
Total equity at 31.12.2022	**4**	**3 591**	**-**	**-**	**155**	**3 750**

The Group had a capital increase on 27 December 2021 of NOK 379 326 934. The amount was settled 27 December 2021 with NOKm 85, and the remaining NOKm 294 were settled 3 January 2022.

NOTE 01
COMPANY INFORMATION

Public Property Invest AS is a real estate company focusing on acquiring and managing properties in Norway through its subsidiaries. The properties comprise mainly of office spaces and are primarily let to public tenants. The Group was formed when Public Property Invest AS acquired all the shares in Public Property Holding AS on 22 June 2021.
The administration of Public Property Invest AS and its subsidiaries (PPI) is located in Oslo.

NOTE 02
BASIS OF PREPARATION AND ACCOUNTING PRINCIPLES

2.1 BASIS OF PREPARATION

The consolidated financial statements are prepared in accordance with applicable IFRS standards and interpretations, as adopted by the EU, as well as additional Norwegian reporting requirements pursuant to the Norwegian Accounting Act that are effective as of 31 December 2022, the end of the Group's first IFRS reporting period. The Group has converted to IFRS as of 1 January 2021, which is the date of transition to IFRS from Norwegian GAAP. The consolidated financial statements include Public Property Invest AS and its subsidiaries. Acquired properties are included in the financial statements from the date of acquisition. Management makes estimates and assumptions concerning the future. The accounting estimates will by definition seldom be fully in accordance with the final outcome. Estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities relate primarily to the valuation of investment property. The consolidated financial statements are presented in Norwegian kroner (NOK). The majority of the note disclosures are presented in NOK millions, unless otherwise indicated. The consolidated financial statements for 2022 with comparatives for 2021 have been prepared on a going concern basis.

2.2 ACCOUNTING PRINCIPLES

The consolidated financial statements are based on historical cost, except for the following:

- Derivative financial instruments at fair value through profit or loss
- Investment properties which are measured at fair value

2.3 BASIS OF CONSOLIDATION AND BUSINESS COMBINATIONS

Subsidiaries are all entities over which the group has control. Control exists when the group is exposed to, or has rights to, variable returns as a result of involvement with the company, and the group is able to impact returns through its power over the company. Control is normally achieved when the group owns – directly or indirectly – more than 50 per cent of the voting shares in the company. The effect of any existing voting rights resulting from exercisable options is included in the assessment of control. The group also assesses whether control exists where fewer than 50 per cent of the voting rights are held, but the group is nevertheless in a position to control the relevant activities.

All acquired companies are included in the consolidated financial statements from the date on which the group obtains control over the company. In the same way, the company is deconsolidated when control over the company ceases.

The acquisition method is applied to business combinations. The consideration transferred is measured at the fair value of assets transferred, liabilities incurred, and equity instruments issued. The consideration also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Costs related to business combinations are expensed as incurred. Identifiable assets and liabilities are recognised at fair value at the acquisition date. Non-controlling interests in the acquiree are measured on a case-by-case basis either at fair value or at their share of the acquiree's net assets.

For accounting purposes, acquisitions of subsidiaries that do not constitute a business as defined in IFRS 3, such as acquisitions where substantially all of the fair value of the gross assets acquired is concentrated in a single property or group of similar properties, are treated as asset acquisitions. The cost of acquisition is then attributed to the individual identifiable assets and liabilities based on their relative fair values on the acquisition date. Expenses associated with the transaction are capitalised under the investment property. In such cases, deferred tax liabilities or assets are not recognised, except for deferred taxes related to losses carried forward, in accordance with the exceptions in IAS 12.

In the case of a step acquisition, equity interests from previous acquisitions are remeasured at the control date to fair value through profit and loss. Any contingent consideration is recognised at fair value at the acquisition date. In accordance with IFRS 9, subsequent changes to the fair value of the contingent consideration are recognised in the income statement or as a change to other comprehensive income if the contingent consideration is classified as an asset or liability. Contingent considerations classified as equity are not remeasured, and subsequent settlement is entered against equity.

Intra-company transactions, balances, and unrealised gains and losses on transactions between group companies are eliminated. The financial statements of subsidiaries are restated where necessary to achieve consistency with the group's accounting policies.

2.4 FUNCTIONAL CURRENCY AND PRESENTATION CURRENCY

The group's presentation currency is NOK. Parent company and all of the subsidiaries are Norwegian legal entities with NOK as their functional currency. Refer to list of Entities and subsidiaries in note 16.

2.5 SEGMENT INFORMATION

Public Property Invest AS has one segment, commercial properties. Public Property Invest AS is present in the following commercial property geographic markets per 31 December 2022 and 2021:

When converting to IFRS in the first IFRS financial statements there is no section for the adoption of new standards as all of the IFRS standards have been adopted as of 1 Jan 2021.

	East		North		Inland		West		South		Total	
Amounts in NOK million	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Rental income	**251**	29	**77**	5	**68**	13	**54**	18	**53**	3	**503**	68
Investment property	**5 401**	4 024	**1 259**	1 383	**864**	1 016	**975**	1 016	**949**	1 018	**9 447**	8 457

	The Police		National Courts		NAV		Tax administration		Other		Total	
Amounts in NOK million	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
Rental income	**106**	25	**45**	-	**39**	15	**33**	2	**281**	26	**503**	68
Share of rental income	**21 %**	37 %	**9 %**	0 %	**8 %**	22 %	**7 %**	2 %	**56 %**	39 %	**100 %**	100 %

NOTE 03
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 INVESTMENT PROPERTY

Investment property comprises completed property held to generate rental income or for capital appreciation or both. Property held under a lease is classified as investment property when the definition of an investment property in IAS 40.5 is met. Investment property is recognised initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in fair value are included in the income statement in the reporting period in which they arise.

If an entity has previously measured an investment property at fair value, it shall continue to measure the property at fair value until disposal (or until the property becomes owner-occupied property or the entity begins to develop the property for subsequent sale in the ordinary course of business) even if comparable market transactions become less frequent or market prices become less readily available. Investment properties are measured at fair value until disposal. Gains and losses on the disposal of an Investment property is the difference between the selling price and the fair value of the investment property measured the previous period.

3.2 LEASING

As at 31.12.2021 and 31.12.2022 no right-of-use assets or liabilities are recognized in the balance sheet as there are no material lease agreements.

3.3 FINANCIAL ASSETS

3.3.1 Classification, recognition and measurement

Financial assets within the scope of IFRS 9 are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the group has applied the practical expedient, the group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income (OCI), it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows. The group measures financial assets at amortised cost if both of the following conditions are met:

1. The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and

2. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified, or impaired. Since the group's financial assets (trade (rent) and other receivables, cash, and short-term deposits) meet these conditions, they are subsequently measured at amortised cost. The group has entered interest rate swaps, the derivatives is carried at fair value through profit or loss. All the group's interest-rate swaps are used as economic hedges. Hedge accounting is not applied. Derivatives are recognised at fair value through profit or loss. Changes in the fair value of the derivatives are recognised in the income statement as part of finance income or finance expense.

3.3.2 DERECOGNITION

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the group's consolidated statement of financial position) when:

1. The rights to receive cash flows from the asset have expired, or

2. The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the group has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

3.3.3 IMPAIRMENT OF TRADE (RENT) RECEIVABLES

For trade (rent) receivables the group applies a simplified approach in calculating expected credit losses (ECLs). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the group expects to receive, discounted at an approximation of the original effective interest rate. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

3.4 FINANCIAL LIABILITIES

3.4.1 Classification, recognition and measurement

Financial liabilities are classified at initial recognition, and subsequently measured at amortised cost, with some exemptions. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The group's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method (EIR). Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance expenses in the statement of profit or loss.

3.4.2 DERECOGNITION

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.5 TRADE (RENT) RECEIVABLES

Rent receivables are recognised at their original invoiced value except where the time value of money is material, in which case rent receivables are recognised at fair value and subsequently measured at amortised cost. There are no lease receivables with a significant time value of money component. Refer to accounting policies on financial assets in note 3.3.

3.6 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand and deposits held with banks.

3.7 SHARE CAPITAL AND TREASURY SHARES

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Own equity instruments which are bought back (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, issue, or cancellation of the group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in other equity/ other contributed equity. Voting rights related to treasury shares are cancelled and no provision is made for payment of dividends on treasury shares.

3.8 RELATED-PARTY TRANSACTIONS

A person or a company (or other legal entities) is considered as a related party if he, she or it, directly or indirectly, has the possibility to exercise control or influence over another party in connection with financial and operational decisions. Refer to related-party transactions in note 18. Parties are also considered related if they are under control or significant influence. Loans to certain subsidiaries are considered as part of the group's net investment.

3.9 TAXES PAYABLE AND DEFERRED TAX

The tax expense for the period comprises taxes payable and change in deferred tax. However, deferred tax is not recorded if it arises on initial recognition of an asset or liability in a transaction, other than a business combination, that affects neither accounting nor taxable profit or loss on the transaction date. Deferred tax assets are recognised only to the extent that it is probable that there will be future taxable income against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related tax asset is realised, or the deferred tax liability is settled. The provision for deferred tax is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities. Pursuant to the exception in IAS 12, deferred tax is not recognised when buying a company which is not a business. A provision for deferred tax is made after subsequent increases in the value beyond initial cost, while a fall in value below initial cost will only reverse previous provisions for deferred tax. Furthermore, an increase in temporary differences related to tax depreciation will give grounds for a recognition of deferred tax. Tax effects on other comprehensive income are separated and presented via other comprehensive income. These include exchange differences on net investments in foreign entities.

3.10 REVENUE RECOGNITION

The group earns revenue from acting as a lessor in operating leases which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property. Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income. Lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the lease term.

3.11 INTEREST INCOME

Interest income is recognised in income as it is earned using the effective interest method. When a receivable is impaired, the group reduces the carrying amount to its recoverable amount, which is the estimated future cash flow discounted at the original effective interest rate of the instrument. Interest income on impaired loans is recognised using the effective interest rate.

3.12 CLASSIFICATION OF ASSETS AND LIABILITIES

The group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is expected to be realised or intended to sold or consumed in the normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when it is expected to be settled in the normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

3.13 DERIVATIVES

Derivatives are financial instruments at fair value through profit and loss unless the derivative is designated as a hedge accounting instrument.

This section on disposal is the cost method rules - not the rules for when the investment property is at fair value.

NOTE 04
FINANCIAL INSTRUMENT - RISK MANAGEMENT

Financial assets

Amounts in NOK million	**Amortised cost 31.12.2022**	**Fair value through profit or loss 31.12.2022**	**Other**	**Total**	**Amortised cost 31.12.2021**	**Fair value through profit or loss 31.12.2021**	**Other**	**Total**
Investments in shares	-	-	-	-	0	-	-	**0**
Ohter long-term receivables	7	-	-	7	5	-	-	**5**
Cash and cash equivalents	177	-	-	177	202	-	-	**202**
Interest rate swaps	-	28	-	28	-	-	-	**-**
Trade receivables (non-interest bearing)	13	-	-	13	6	-	-	**6**
Payments to be received from owners	-	-	-	-	294	-	-	**294**
Other short-term receiv-ables	20	-	-	20	12	-	-	**12**
Total financial assets	**216**	**28**	**-**	**244**	**519**	**-**	**-**	**519**

Financial liabilities

Amounts in NOK million	**Amortised cost 31.12.2022**	**Fair value through profit or loss 31.12.2022**	**Other**	**Total**	**Amortised cost 31.12.2021**	**Fair value through profit or loss 31.12.2021**	**Other**	**Total**
Non-current interest-bearing liabilities	4 933	-	-	4 933	4 418	-	-	**4 418**
Other non-current liabilites	26	-	-	26	136	-	-	**136**
Current interest-bearing liabilites	760	-	-	760	290	-	-	**290**
Trade payables (non-interest bearing)	21	-	-	21	150	-	-	**150**
Other current liabilites	65	-	1	66	226	-	1	**227**
Total financial liabilities	**5 805**	**-**	**1**	**5 805**	**5 221**	**-**	**1**	**5 222**
Net financial assets and liabilities	**(5 589)**	**28**	**(1)**	**(5 562)**	**(4 702)**	**-**	**(1)**	**(4 703)**

FINANCIAL ASSETS MEASURED AT FAIR VALUE

The group's policy is to recognize transfers into and out of the fair value hierarchy levels at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. It incorpo-rates the market's assumptions regarding changes in the economic climate, such as rising interest rates and inflation, as well as changes due to ESG risk. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in active markets (e.g., over-the-counter derivatives) is determined using valuation techniques that maximize the use of observable market data and minimize reliance on entity-specific estimates. If all significant inputs required to value an instrument fairly are observable, the instrument is classified as level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and for instruments where ESG risk gives rise to a significant unobservable adjustment.

Financial assets are measured at level 2.

Maturity structure					
Amounts in NOK million	**Total cash flow**	**Year 1**	**Year 2**	**Year 3-5**	**After year 5**
Financial liability as of 31 December 2022					
Principal payment on loans from credit institutions	5 733	870	2 166	2 697	
Payment of interest at fixed hedge rate	792	254	263	275	-
Other long-term liabilities	26	1	1	1	23
Trade payables	21	21	-	-	-
Other current liabilities	66	66			
Total	**6 637**	**1 211**	**2 430**	**2 973**	**23**

Maturity structure					
Amounts in NOK million	**Total cash flow**	**Year 1**	**Year 2**	**Year 3-5**	**After year 5**
Financial liability as of 31 December 2021					
Principal payment on loans from credit institutions	4 749	304	776	3 669	-
Payment of interest at fixed hedge rate	495	177	158	160	-
Other long-term liabilities	227	1	1	1	224
Trade payables	150	150	-	-	-
Other current liabilities	227	227	-	-	-
Total	**5 849**	**860**	**935**	**3 829**	**224**

4.2 FINANCIAL RISK

The Group's tenants are entities with very good credit ratings and liquidity. The expected credit loss and late payment risk is assessed as very low. As of year-end 2022 and 2021 there is no loss allowance recognized for the trade receivables.

The Group regularly monitors liquidity risk by setting up cash flow forecasts based on the liquidity reserves, including cash equivalents, and borrowing facilities. The forecasts are set by the individual subsidiaries, and is regularly monitored by the board on a company- and group-level.

Interest rate risk holds significant relevance in the group's financing structures and property investments. The group closely monitors real estate operations and collectively strives to assess and mitigate both liquidity and interest rate risks. The group is exposed to cash flow interest rate risk from long-term borrowings at variable rate, and the risk is hedged using interest rate swaps, see details in note 8 and 14.

4.3 CAPITAL RISK MANAGEMENT

The main purpose of the group's capital management is to maintain a reasonable balance between debt and equity. The group's goal is to have an LTV ratio of 50-65 per cent. The target is set with consideration to value development in the group and the opportunity to obtain the necessary financing. There are covenants on existing financing related to; loan to value, interest cover ratio, liquidity and equity ratio. Both during 2022, and as of 31 December 2022, the group was in compliance with all financial covenants, and the group expects to be in compliance going forward.

Three senior secured bond loans with maturity dates ranging between 7 June 2023 and 18 July 2023, were refinanced in 2023. The refinancing involved bank financing with a cash contribution of NOKm 137, and a new volume NOKm 625 linked to existing bank financing. Interest terms included 2,2% margin plus 3 months NIBOR, as well as sustainability linked future perfomance KPIs with the potential to further reduce margins.

4.4 CLIMATE RISK

Physical climate risk is the danger that climate-related events such as extreme weather cause damage to buildings or interruptions in operations. This can lead to losses and affect the return on investments negative. Furthermore, in the transition to the low-emission society, there is a risk that buildings that are not assessed as sustainable will receive regulatory restrictions, yield lower or lost rental income, and become more difficult to sell in the future. Management and the board monitor developments in the market regarding the importance of climate risk for the development in the market value of investment property. So far, climate risk has not affected the valuations, but it is assumed that the buyer group is somewhat smaller for properties that have a higher risk linked to climate change. Physical risk and transition risk related to climate change on the road to a low-emission society are highly relevant for the group.

NOTE 5
CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations about future events which are believed to be reasonable under current circumstances. Corporate management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the actual figures. The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year are outlined below.

5.1 FAIR VALUE OF INVESTMENT PROPERTIES

Investment property is measured at its fair value based on a quarterly valuation update based on external valuations. The valuations on 31 December 2022 and 2021 were performed by Newsec.

The valuations are mainly based on the discounted cash flow method, which involves discounting future cash flows over a specified period using an estimated discount rate and then adding a residual value at the end of the period. Future cash flows are calculated on the basis of cash flows from signed leases, as well as cash flows based on an expected market rent at the end of the lease terms. Both contractual and expected cash flows are included in the calculations. Fair-value assessment of investment properties, therefore, depends largely on assumptions related to market rents, discount rates, and inflation. Market rents are based on individual assessments of each property and the segmentation of different areas within the properties if relevant. To the extent that specific development potential is associated with a property, an assessment is made of whether this support or influences fair value. Updated macroeconomic assumptions for interest-rate levels, inflation expectations, and so forth are applied in the calculations. Based on an assessment of the properties, tenants, and macroeconomic conditions at the balance sheet date, cash flows are discounted using discount rates based on individual assessments of each property. The external valuer performs their valuations on the basis of the information they have received, and estimate future market rents, yields, inflation, and other relevant parameters. Each individual property is assessed in terms of its market position, rental income (contractual rents versus market rents) and ownership costs, with estimates being made for anticipated vacancy levels and the need for alterations and upgrades where applicable. The remaining term of the leases is also assessed for risk, along with any special clauses in the contracts. Each property is also compared with recently sold properties in the same segment (location, type of property, mix of tenants).

The sensitivity of the fair-value assessment of investment properties depends to a considerable extent on assumptions related to exit-yield, discount rates, market rents and operating costs for the properties. Reference is made to note 9 Investment property.

NOTE 6
TENANCY AGREEMENTS

The Group mainly enters into long-term lease agreements with solid counterparties.

The Group's future accumulated rent from operational lease contracts at 31.12.

Amounts in NOK million	**2022**	**2021**
≤ 1 year	582	445
Between 1 and 2 years	573	420
Between 2 and 3 years	492	412
Between 3 and 4 years	388	390
Between 4 and 5 years	333	284
≥ 5 years	687	668
Total	**3 054**	**2 619**

The rent is stated as the annualised undiscounted contractual rent, and is therefore not recognisable in the rental income for the year for accounting purposes.

The Group's lease contracts at 31 December 2022 have the following maturity structure measured in annual rent.

Amounts in NOK million	**No of contracts**	**Total contract rent**
≤ 1 year	5	6
Between 1 and 5 years	106	248
≥ 5 years	79	333

The table displays the amount of contracts ending in the period and the expiring annual lease of the contracts.

The Group's lease contracts at 31 December 2021 have the following maturity structure measured in annual rent.

Amounts in NOK million	**No of contracts**	**Contract rent**
≤ 1 year	6	2
Between 1 and 5 years	69	161
≥ 5 years	99	284

The table displays the amount of contracts ending in the period and the expiring annual lease of the contracts.

NOTE 7
PROPERTY AND ADMINISTRATION EXPENSES

PROPERTY EXPENSES

Amounts in NOK million	**2022**	**2021**
Insurance premium	3	1
Property tax	7	1
Maintenance	26	1
Environmental, social and governance	3	-
Property related common costs	6	1
Property related common costs - vacant area	6	-
Other property expenses	12	3
Total property expenses	**63**	**7**

Administration expenses		
Amounts in NOK million	**2022**	**2021**
Personnel expenses	4	2
Legal, agency and consultancy fees	1	-
Accounting	13	2
Auditors	3	0
Other operating expenses	15	2
Total administration expenses	**36**	**5**

Auditor fees full year basis		
Amounts in NOK million	**2022**	**2021**
Statutory audit	3	0
Other assurance services	0	-
Total auditor expenses (inc. VAT)	**3**	**0**

Personnel expenses		
Amounts in NOK million	**2022**	**2021**
Salaries, performance-related pay and other taxable benefits	3	0
Employer's natural insurance contributions	0	0
Pension expenses	0	0
Other personnel expenses	0	0
Board fees	1	1
Total personnel expenses	**4**	**2**
Number of full-time equivalent employees	1	0,3

Renumeration to the CEO

The total remuneration of the CEO consists of a fixed package of salary and benefits supplemented by synthetic shares based on market price.

Overview of total renumeration to senior executives 2022					
Amounts in NOK thousand	**Salary**	**Variable bonus salary** [1]	**Pension expenses**	**Benefits in kind**	**Total remuneration 2022**
Morten Kjeldby, CEO	1 518	1 474	114	-	3 106
Total	**1 518**	**1 474**	**114**	**-**	**3 106**

[1] The CEO receives an annual bonus of NOK 750,000 in synthetic shares, determined by the market price of the company's shares at 31 December each year. The 2022 cost includes a sign-on bonus. The bonus is realised either upon the CEO's termination of employment in PPI or in the event of the Group being sold. The payment for the synthetic shares will be made in cash, calculated based on the market value of the shares at the realisation date.

Overview of total renumeration to senior executives 2021					
Amounts in NOK thousand	**Salary**	**Variable bonus salary** [1]	**Pension expenses**	**Benefits in kind**	**Total remuneration 2021**
Morten Kjeldby, CEO	420	-	-	25	445
Total	**420**	**-**	**-**	**25**	**445**

Overview of total renumeration to the Board of Directors				
Amounts in NOK thousand	**Board fees**	**Committee fees**	**Total remuneration 2022** [2]	**Total remuneration 2021** [2]
Kenneth Frode Goovaerts Bern	200	-	200	200
Gerd Ylva Göransson	110	-	110	110
Henrik Melder	110	-	110	110
Arnt Rolf Hillestad	110	-	110	110
Silje Cathrine Hauland	110	-	110	110
Total	**640**	**-**	**640**	**640**

[2] The overview of the remuneration of the Board of Directors shows remuneration earned in the financial year.

NOTE 08
FINANCIALS

Amounts in NOK million	2022	2021
Interest income bank deposits	2	-
Other interest income	0	5
Total finance income	**2**	**5**

Amounts in NOK million	2022	2021
Net interest expenses paid	203	44
Interest expenses amortisation costs long-term loans	20	9
Interest expenses amortisation costs short-term loans	4	-
Other finance costs	0	-
Total finance costs	**226**	**53**

NOTE 9
INVESTMENT PROPERTY

The valuation of the properties at 31 December 2022 has been performed by an independent expert valuer, Newsec. The variables used for valuation are both company specific and marked derived. Company specific variables include contractual rental income and expenses. Market derived variables include, interalia, market rent rates, market discount rates and market capitalisation rates. The carrying value of the properties in the balance sheet reflects the values given a long-term perspective. Also see note 5 for critical accounting estimates and judgements.

Amounts in NOK million	2022	2021
Opening balance	**8 457**	**-**
Purchase of investment properties[1)]	1 870	7 437
Upgrades of investment properties	33	1
Sale of investment properties	-	-
Change in value	(913)	1 018
Value at period end	**9 447**	**8 457**

[1)] Ingoing balances on purchased properties throughout the year have been netted towards change in assets/liabilities/working capital and payments related to purchase of properties, hence net investments in investment properties will differ from the net cash flow.

2022			
Variables	**Change of variables**	**Value change (+)**	**Value change (-)**
Exit yield	+/- 0.25 per cent points	(265)	292
Discount rate	+/- 0.25 per cent points	(45)	45
Operating costs	+/- 10 per cent	(72)	72
Market rent	+/- 10 per cent	784	(784)

The calculations have been performed by Newsec in connection with the valuations at 31 December 2022.

Input for valuations – overview	
	Investment property
Valuation method, reference is made to note 4	Level 3
Valuation model DCF	DCF
WAULT	5,2
Net yield (interval)	1.33%-20,24%
Contract rent at 31 December 2022, measured in annual rent (NOKm)	590

2021			
Variables	**Change of variables**	**Value change (+)**	**Value change (-)**
Exit yield	+/- 0.25 per cent points	(276)	308
Discount rate	+/- 0.25 per cent points	(39)	40
Operating costs	+/- 10 per cent	(61)	61
Market rent	+/- 10 per cent	707	(707)

The calculations have been performed by Newsec in connection with the valuations at 31 December 2022.

Input for valuations – overview	
	Investment property
Valuation method, reference is made to note 4	Level 3
Valuation model DCF	DCF
WAULT	6
Net yield (interval)	3,82%-8,35%
Contract rent at 31 December 2021, measured in annual rent (NOK million)	439

WAULT : Weighted average unexpired lease term. Measured without separate parking rent contracts.

NOTE 10
OTHER RECEIVABLES

Other receivables		
Amounts in NOK million	**2022**	**2021**
Trade receivables (non-interest bearing)	13	6
Other receivables	20	12
Payments to be received from owners[1]	-	294
Total other receivables	**33**	**312**
Financial derivatives	28	-

The group's tenants are entities with very good credit ratings and liquidity. The expected credit loss and late payment risk is assessed as very low. As of year-end 2022 and 2021 there are no loss allowance recognized for the trade receivables.

[1] *The Group issued equity at 27 December 2021. SBB Samfunnsbygg AS settled the amount 3 January 2022.*

NOTE 11
CASH AND BANK DEPOSITS

Amounts in NOK million	2022	2021
Bank deposits	177	202
Disposal account	-	-
Restricted bank deposits	0	0
Total bank deposits	**177**	**202**

Restricted bank deposits relate to the withholding tax account.

NOTE 12
SHAREHOLDER CAPITAL AND SHAREHOLDERS

Share capital and nominal value	31.12.2022
Shares issued	3 596 583
Nominal amount in NOK	1
Share capital in NOK	**3 596 583**

No of shares as at 31.12.2020	0
Capital increase 23.06.2021	1 044 000
Capital increase 11.11.2021	1 321 289
No of shares as at 31.12.2021	**2 365 289**
Capital increase 27.12.21 [1]	493 619
Capital increase 27.01.2022	29 301
Capital increase in-kind 02.03.2022 [2]	1
Capital increase 16.05.2022	504 898
Capital increase in-kind 29.06.2022	203 475
No of shares as at 31.12.2022	**3 596 583**

[1] The Group had a capital increase on 27 December 2021 of NOK 379 326 934. The amount was settled 27 December 2021 with NOKm 85, and the remaining NOKm 294 were settled 3 January 2022.

[2] The Group issued one share to convert remaining debt to the main shareholder, SBB, to share capital. The capital increase corrected the price per share at the same issue price as the other investors from the prior capital increase.

Shareholder	% holding	Country	Type of shareholder	Shares
SBB Samfunnsbygg AS	44,8 %	Norway	Ordinary	1 612 386
Helse AS	5,0 %	Norway	Ordinary	179 916
Telecom AS	4,6 %	Norway	Ordinary	163 716
Hifo Invest AS	1,0 %	Norway	Ordinary	35 018
Leo Holding AS	0,9 %	Norway	Ordinary	31 376
Pett Invest AS	0,8 %	Norway	Ordinary	30 275
Nordpolen Holding AS	0,7 %	Norway	Ordinary	26 573
Invima AB	0,7 %	Sweden	Ordinary	26 499
Chrisanic Eiendom AS	0,7 %	Norway	Ordinary	24 649
Tjs Invest AS	0,7 %	Norway	Ordinary	24 415
Total 10 largest shareholders	**60 %**			**2 154 823**
Other shareholders	40 %			1 441 760
Total	**100 %**			**3 596 583**

Shares controlled by board members	Position	Control directly	% holding	Shares
Kenneth Frode Goovaerts Bern	Board Chariman	Directly	4,6 %	163 716
Gerd Ylva Göransson [1]	Board Member	Indirectly	44,8 %	1 612 386
Henrik Melder [1]	Board Member	Indirectly	44,8 %	1 612 386
Arnt Rolf Hillestad	Board Member	Directly	0,6 %	20 588
Silje Cathrine Hauland [2]	Board Member	Indirectly	0,7 %	24 649
Sum shares controlled by board members			**50,6 %**	**1 821 339**

[1] Henrik Melder and Ylva Göransson represent the largest shareholder with 44,83% as CEO and financial director of SBB Samfunnsbygg AS.

[2] Silje Cathrine Hauland represents 0,03% directly through Gatekeeper AS, and 0,69% indirectly as CEO of Chrisanic Eiendom AS.

NOTE 13
TAX

Income tax expense		
Amounts in NOK million	**2022**	**2021**
Tax payable, current year	-	-
Change in deferred tax	81	(249)
Income tax expense	**81**	**(249)**
Income tax payable is calculated as follows		
Profit before tax	(704)	1 027
Profit before tax from discontinued operations	-	-
Other permanent differences	348	105
Changes in temporary differences	355	(1 131)
Profit for tax purposes	**0**	**0**
Tax payable on the balance sheet	-	-
Reconciliation of income tax expense		
Amounts in NOK million	**2022**	**2021**
Profit before tax (including discontinued operations)	(704)	1 027
Estimated tax based on 22%	155	(226)
Tax effects of:		
Deferred tax assets that are not recognised in the balance sheet	-	-
Changes in fair value investment properties without tax effect	(74)	-
Permanent differences	0,2	(23)
Income tax expense	**81**	**(249)**
Effective tax rate	11,52 %	24,2 %

DEFERRED INCOME TAX

The Group has offset deferred tax assets and deferred tax liabilities on the balance sheet as the Group has a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

The following net value was recognised:

Amounts in NOK millions	**2022**	**2021**
Deferred tax liability	164	261
Deferred tax assets	29	48
Net deferred tax	**135**	**213**

Change in deferred tax (+) deferred tax assets (-)

Movement in temporary differences

Amounts in NOK million	Investment property	Financial instruments	Current assets	Loss carried forward	Other	Total
01.01.2021	-	-	-	-	-	**-**
Recognised in profit and loss	1 128	-	-	11	(7)	**1 131**
Acquisition of subsidiaries		-	-	(230)	68	**(161)**
31 December 2021	**1 128**	**-**	**-**	**(219)**	**61**	**970**
Recognised in profit and loss	(431)	28	0	84	(35)	**(355)**
Acquisition of subsidiaries	-	-	-	(0)	1	**0**
31 December 2022	**696**	**28**	**0**	**(135)**	**27**	**615**
Change in temporary differences based on nominal tax rate						(355)
Change in deffered tax based on nominal tax rate						78
Other differences						3
Change in deferred tax						**81**

NOTE 14
INTEREST BEARING LIABILITIES

Non-current interest bearing liabilities		2022			2021	
All amounts in NOK million	Nominal value	Market value	Carrying amount	Nominal value	Market value	Carrying amount
Bond loans	2 273	2 154	2 251	3 035	3 025	2 994
Bank loans	2 698	2 698	2 682	1 424	1 424	1 424
Total non-current interest bearing liabilities	**4 971**	**4 852**	**4 933**	**4 459**	**4 449**	**4 418**

Current interest bearing liabilities		2022			2021	
All amounts in NOK million	Nominal value	Market value	Carrying amount	Nominal value	Market value	Carrying amount
Bond loans	762	754	760	290	290	290
Total current interest bearing liabilities	**762**	**754**	**760**	**290**	**290**	**290**

The market value on the bond loans are calucalated based on interest gap and duration.
The valuations have been performed by an external valuator. The market value is measured at FV level 2.

Changes in liabilities arising from financing activities

All amounts in NOK million	31.12.2021	New liabilities [1]	Repay-ment	Reclassfication to current liabilities	First year installment	Amortisation of capitalised borrowing cost	31.12.2022
Non-current interest bearing liabilities	4 418	1 289	(34)	(758)		18	4 933
Current interest bearing liabilities	290		(290)	758	-	2	760
Total	**4 708**	**1 289**	**(324)**	**-**	**-**	**20**	**5 693**

[1] *New liabilities includes transaction costs to be amortised*

Changes in liabilties arising from financing activities

All amounts in NOK million	31.12.2020	New liabilities [1]	Repay-ment	Reclassfication to current liabilities	First year installment	Amortization of capitalised borrowing cost	31.12.2021
Non-current interest bearing liabilities	-	2 089				9	2 097
Non-current interest bearing liabilities (from acquisitions)		2 321				-	2 321
Current interest bearing liabilities	-	290			-		290
Total	**-**	**4 700**	**-**	**-**	**-**	**9**	**4 708**

[1] *New liabilities includes transaction costs to be amortised*

Interest-bearing debt at 31.12.22	NOK Million	Interest terms	Current amortisation plan	Maturity date
Bond loan	1 100	3% fixed	None	23.09.2024
Bond loan	211	4,16% fixed	None	01.09.2024
Bond loan	962	3,48% fixed	None	23.09.2024
Bond loan	267	4,4% fixed	None	07.06.2023
Bond loan	425	4,22% fixed	None	18.07.2023
Bond loan	70	4,35% fixed	None	08.07.2023
Bank loan	2 698	3months NIBOR + 1,81% margin	50 years	14.01.2025
Total face value of financing	**5 733**			

Swap agreement [2]

Amounts in millions	NOK amount	Market value 31.12.2022	Market value 31.12.2021	Start date	Maturity date	Fixed interest
Interest Nordea	239	15	3	17.10.2022	30.06.2026	1,34 %
Interest Nordea	100	5	1	17.10.2022	27.03.2025	1,03 %
Interest Nordea	150	11	1	17.10.2022	18.04.2028	1,65 %
Interest CAP	57	0	(2)	01.03.2019	15.04.2024	2,75 %
Interest CAP	179	0	(2)	16.04.2018	17.04.2023	2,75 %
Interest Nordea	313	(2)	-	30.12.2022	30.06.2025	3,46 %
Interest Danske	313	(2)	-	04.10.2022	30.06.2025	3,39 %
Total	**1 351**	**28**	**0**			

[2] *The swap agreement is a forward starting interest rate swap.*

NOTE 15
CURRENT AND NON-CURRENT LIABILITIES

Other current liabilities

Amounts in NOK millions	**2022**	**2021**
Certificate loans	760	290
Trade payables (non-interest bearing)	21	150
Taxes payable	-	0
Value added taxes payable	1	1
Other current liabilities (non-interest bearing)	65	226
Total other current liabilities	**847**	**667**

Other non-current liabilities

Amounts in NOK millions	**2022**	**2021**
Bonds	2 251	2 994
Liabilities to financial institutions	2 682	1 424
Debt to shareholders	-	126
Other non-current liabilities	25	9
Total other non-current liabilities	**4 958**	**4 554**

NOTE 16
ENTITIES AND SUBSIDIARIES

The Group comprises the following legal entities at 31 December 2022.
All entities are directly or indirectly owned 100%.

Subsidiaries	**Country**	**Business office**	**Voting percentage**	**Ownership**
Public Property Drift AS	Norway	Oslo	100 %	100 %
Public Property Holding AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 1 AS	Norway	Oslo	100 %	100 %
Røynebergsletta I Holding AS	Norway	Oslo	100 %	100 %
Røynebergsletta I AS	Norway	Oslo	100 %	100 %
Søebergkvartalet Holding AS	Norway	Oslo	100 %	100 %
Søebergkvartalet AS	Norway	Oslo	100 %	100 %
Gunnar Nilsens gate 25 AS	Norway	Oslo	100 %	100 %
Prins Chr. Augusts Pl. AS	Norway	Oslo	100 %	100 %
Brochs gate 3 AS	Norway	Oslo	100 %	100 %
Fjørevegen 20 AS	Norway	Oslo	100 %	100 %
Njøsavegen 2 AS	Norway	Oslo	100 %	100 %

Subsidiaries	Country	Business office	Voting percentage	Ownership
SBB Kongsvinger AS / Otervegen 23 AS	Norway	Oslo	100 %	100 %
Statlige Bygg AS	Norway	Oslo	100 %	100 %
Statlige Bygg II AS	Norway	Oslo	100 %	100 %
Offentlig Bygg Namsos AS	Norway	Oslo	100 %	100 %
Sandgata Eiendom Namsos AS	Norway	Oslo	100 %	100 %
Postgården Eiendom Namsos AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 2 AS	Norway	Oslo	100 %	100 %
Offentlig Eiendom AS	Norway	Oslo	100 %	100 %
Arendal Eiendomsinvest AS	Norway	Oslo	100 %	100 %
Unninvest AS	Norway	Oslo	100 %	100 %
Unninvest II AS	Norway	Oslo	100 %	100 %
Unninvest III AS	Norway	Oslo	100 %	100 %
Stangevegen 109 Eiendom AS	Norway	Oslo	100 %	100 %
Rosenkrantzgata 17 AS	Norway	Oslo	100 %	100 %
Grønnegata 122 AS	Norway	Oslo	100 %	100 %
Kvartal 48 Næring AS	Norway	Oslo	100 %	100 %
Haakon VIIs gate 98 AS	Norway	Oslo	100 %	100 %
Kongensgate 14-18 AS	Norway	Oslo	100 %	100 %
Bernt Ankers gate 17 AS	Norway	Oslo	100 %	100 %
Lervigsveien 32 og Tinngata 8 AS	Norway	Oslo	100 %	100 %
Kammerherreløkka Næring B1 AS	Norway	Oslo	100 %	100 %
Dunderland Eiendom AS	Norway	Oslo	100 %	100 %
Sliptomta Eiendom AS	Norway	Oslo	100 %	100 %
Mellomvika 5 AS	Norway	Oslo	100 %	100 %
Askveien 4 Hønefoss AS	Norway	Oslo	100 %	100 %
Rambergveien 9 AS	Norway	Oslo	100 %	100 %
Kaldnes Park AS	Norway	Oslo	100 %	100 %
Kunnskapsveien 55 AS	Norway	Oslo	100 %	100 %
Jærveien 12 AS	Norway	Oslo	100 %	100 %
Vogts Gate 17 AS	Norway	Oslo	100 %	100 %
Jul Pettersens gate 2 AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 3 AS	Norway	Oslo	100 %	100 %
HGF Invest AS	Norway	Oslo	100 %	100 %
Ski Florø AS	Norway	Oslo	100 %	100 %
Ski Hønefoss AS	Norway	Oslo	100 %	100 %
Ski Gjøvik AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 4 AS	Norway	Oslo	100 %	100 %
Anton Jenssens gate 2 AS	Norway	Oslo	100 %	100 %
Heian AS	Norway	Oslo	100 %	100 %
Lillehammer Politibygg AS	Norway	Oslo	100 %	100 %
Ibsensgate 1 AS	Norway	Oslo	100 %	100 %
Eiendomsgruppen Fredrikstad AS	Norway	Oslo	100 %	100 %
Olav V Gt 4 AS	Norway	Oslo	100 %	100 %
Borgergata 10 AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 5 AS	Norway	Oslo	100 %	100 %
Castelar Prosjekt 22 AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 6 AS	Norway	Oslo	100 %	100 %
Gyldengården AS	Norway	Oslo	100 %	100 %
Public Property Sub-Holding 7 AS	Norway	Oslo	100 %	100 %
Leikanger Eiendom AS	Norway	Oslo	100 %	100 %

NOTE 17
SUBSEQUENT EVENTS

The Group had three bond loans outstanding at nominal value of NOKm 762, due in June and July 2023, presented as current liabilities as at 31 December 2022, see note 14. The bonds were refinanced in June and July with bank loans, see note 4.3 for further details. No other material events have occured from year-end to December 2023.

NOTE 18
RELATED-PARTY TRANSACTIONS

The Group has purchased the following companies in 2022:

Commercial property Companies	Ownership	Time of purchase	Purchase price shares NOKm	Related-party transaction
SBB-portfolio (5 properties)	100 %	29.06.2022	1 368	Yes
Total			**1 368**	

The Group has purchased properties relating to the SBB-Portfolio from the largest shareholder SBB Samfunnsbygg AS in June 2022.

The Group has purchased the following companies in 2021:

Commercial property Companies	Ownership	Time of purchase	Purchase price shares NOKm	Related-party trans-action
Citizen-portfolio (8 properties)	100 %	22.06.2021	919	Yes
Offentlig Eiendom AS (16 properties)	33,65 %	22.06.2021	389	Yes
Total			**1 308**	

The Group has purchased properties relating to the Citizen-portfolio from the largest shareholder SBB Samfunnsbygg AS in June 2021. Additionally, the Group purchased 33,65% of the shares in Offentlig Eiendom AS from SBB Samfunnsbygg AS during the same period.

In connection with property transactions in December 2021, the group has conducted a capital increase towards the main shareholders. The capital increase was partially settled in 2021 with NOKm 85, see note 10 for further information. The remaining amount is recognised as other current receivables in the balance-sheet as at 31 December 2021, with reference to note 5.

NOTE 19
IFRS CONVERSION (FROM THE 2022 CONSOLIDATED FINANCIAL STATEMENTS)

For all periods up to and including the year ended 31 December 2022, Public Property Invest AS prepared its financial statements in accordance with Norwegian accounting standards and guidelines for good accounting practice (Norwegian GAAP). These consolidated financial statements, for the year ended 31 December 2022, are the first Public Property Invest (with parent company Public Property Invest AS and wholly owned subsidiaries) has prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. The IFRS conversion is done with full retrospective effect with a transition date of 1 January 2021.

Accordingly, Public Property Invest has prepared financial statements which comply with IFRS as adopted by the EU applicable for periods beginning on or after 1 January 2021 as described in the accounting policies. In preparing these financial statements, Public Property Invest's IFRS opening balance sheet was prepared as of 1 January 2021, the date of transition to IFRS using the same accounting principles as were applicable for the 2022 IFRS reporting. Public Property Invest AS made its first acquisition 22 June 2021. The IFRS conversion for the 2021 opening balances and the 2021 statement of comprehensive income are a conversion of only Public Property Invest AS's NGAAP financial statements (as the first subsidiary was not acquired until June 2021).
All acquisitions of investment properties made in 2021 and 2022 are accounted for under IFRS at the date of acquisition.

This note explains the principal adjustments made by Public Property Invest AS Group in restating its Norwegian GAAP (NGAAP) consolidated statement of financial postiion as of 1 January 2021 and its previously published NGAAP consolidated financial statements for the years ended 31 December 2021 and 31 December 2022.

EXEMPTIONS APPLIED

IFRS 1 ***First-Time Adoption of International Financial Reporting Standards*** allows first-time adopters certain exemptions from the general requirement to apply IFRS as effective for December 2022 year ends retrospectively. Public Property Invest AS has not used any of the available exemptions. At the date of transition to IFRS, 1 January 2021, the entity had only cash and equity balances and no investments in subsidiaries as of the IFRS transition date.

IFRS TO NGAAP DIFFERENCES

In adopting IFRS for the financial reporting year 2022, with a transition date of 1 January 2022, the following differences from NGAAP to IFRS were identified and taken into account during the conversion. This note disclosure presents the NGAAP to IFRS consolidated statement of financial position for 1 January 2021 and 31 December 2022, as well as the NGAAP – IFRS consolidated statement of comprehensive income and NGAAP – IFRS consolidated statement of cash flows for the year ending 31 December 2022. The following numbered NGAAP – IFRS explanations are referenced in the financial statements in this specific note disclosure.

1. **Classification and presentation** - Certain line items in the financial statements have been renamed or reclassified during the NGAAP – IFRS conversion without any change in measurement of the items or transactions.

1.a **Operating expenses**

	NGAAP	IFRS Adjustment	IFRS
	2022		2022
Payroll expenses	(4)	4	-
Other operating expenses	(95)	95	-
Property expenses	-	(63)	(63)
Administration expenses	-	(36)	(36)
Net adjustment expenses	**(99)**	**(0)**	**(99)**

1.b Current liabilities

	NGAAP	IFRS Adjustment	IFRS
	31.12.2022		31.12.2022
Other provisions	1	(1)	-
Other current liabilities	65	0	66
Public duties payable	1	(1)	-
Net change current liabilities	66	-	66
Net adjustment expenses	**(99)**	**(0)**	**(99)**

1.c Cash flow, investment activities

	NGAAP	IFRS Adjustment	IFRS
	2022		2022
Payments related to purchase of properties	(1 876)	95	(1 781)
Upgrades of investment properties	-	(33)	(33)
Interest received	-		1
Net cash flow from investment activities	**(1 876)**	**62**	**(1 813)**

1.d Cash flow, financing activities

	NGAAP	IFRS Adjustment	IFRS
	2022		2022
Repayment interest-bearing liabilities and installments	(290)	(34)	(324)
Proceeds interest-bearing liabilities	1 274	15	1 289
Transaction costs on issuance of bonds/loans	(19)	19	-
Purchase of minority interest	-	(62)	(62)
Interest paid	-	(203)	(203)
Paid in capital increase	868	-	868
Transaction costs on capital increase	(103)	-	(103)
Net cash flow from financing activities	**1 730**	**(265)**	**1 465**

2. **Investment properties** - Investment properties are recognized at fair value through profit or loss under IFRS. Depreciation expense and impairment lossed recognized under NGAAP have been reversed under IFRS and the value of the investment properties is recognized in the balance sheet at fair value. The corresponding changes in fair value is presented in the profit or loss statement as "changes in value of investment properties".

3. **Taxes** – Differences in tax components occur as a consequence of the IFRS conversion, as tax balances are now measured against the IFRS figures, as compared to previous deferred tax was based on the NGAAP figures.

4. **Interest rate swaps (derivatives)** - Under IFRS, the company is required recognize the interest rate swap derivatives in the balance sheet at fair value through profit or loss. Under NGAAP, the derivatives were deemed an effective hedge for NGAAP hedge accounting and were therefore off-balance sheet (not recognized in the financial statements at fair value through profit or loss).

5. NGAAP, IFRS Non-current/Current classification
   difference. Non-current interest-bearing liabilities are presented under NGAAP as Bonds and
   Liabilities to financial institutions, the differece is presented as Current interest-bearing
6. liabilities and consists of the amortisation of the loan.

	NGAAP	IFRS Adjustment	IFRS
	31.12.2022		31.12.2022
Non-current interest-bearing liabilities			
Bonds	-	4 933	4 933
Liabilities to financial institutions	3 011	(3 011)	-
Current interest-bearing liabilities	2 682	(2 682)	
Net change liabilities	**-**	**760**	**760**
	5 693	**-**	**5 693**

7. Interest paid is classified as financing activities in the cash flow statement under IFRS which is an accounting principle choice

The following tables show the NGAAP to IFRS reconciliations for the conversion as of 1 January 2021 opening balances and 31 December 2022 end of period balances, as well as the NGAAP-IFRS adjustments for the consolidated statement of comprehensive income and consolidated statement of cash flows for 2022.

The Public Property Invest AS Group NGAAP and IFRS financial statements were prepared using NOK as both the functional and presentation currency.

1 JAN 2021 NGAAP – IFRS CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Conversion note #	NGAAP	IFRS Adjustment	IFRS
Amounts in NOK		**01.01.2021**		**01.01.2021**
ASSETS				
Non-current assets				
Deferred tax asset		**-**	**-**	**-**
Investment properties/buildings and land		-	-	-
Investments in shares		-	-	-
Financial derivatives		-	-	-
Other non-current assets		-	-	-
Total non-current assets		**-**	**-**	**-**
Current assets				
Debtors/'Trade receivables		-	-	-
Accounts/'Other current receivables		-	-	-
Cash and cash equivalents		33 602	-	33 602
Total current assets		**33 602**	**-**	**33 602**
Total assets		**33 602**	**-**	**33 602**
EQUITY AND LIABILITIES				
Equity				
Share capital		30 000		30 000
Share premium/Reserve		3 430		3 430
Other Equity/Retained Earnings		172		172
Total equity		**33 602**	**-**	**33 602**
LIABILITIES				
Non-current liabilities		-	-	-
Deferred tax liabilities		-	-	-
Non-current interest-bearing liabilities		-	-	-
Bonds		-	-	-
Liabilities to financial institutions		-	-	-
Other provisions		-	-	-
Other non-current liabilities		-	-	-
Total non-current liabilities		**-**	**-**	**-**
Current liabilities		-	-	-
Current interest-bearing liabilities		-	-	-
Trade payables		-	-	-
Current tax liabilities		-	-	-
Other current liabilities		-	-	-
Public duties payable		-	-	-
Total current liabilities		**-**	**-**	**-**
Total liabilities		**-**	**-**	**-**
Total equity and liabilities		**33 602**	**-**	**33 602**

31 DEC 2022 NGAAP – IFRS CONSOLIDATED STATEMENT OF FINANCIAL POSITION

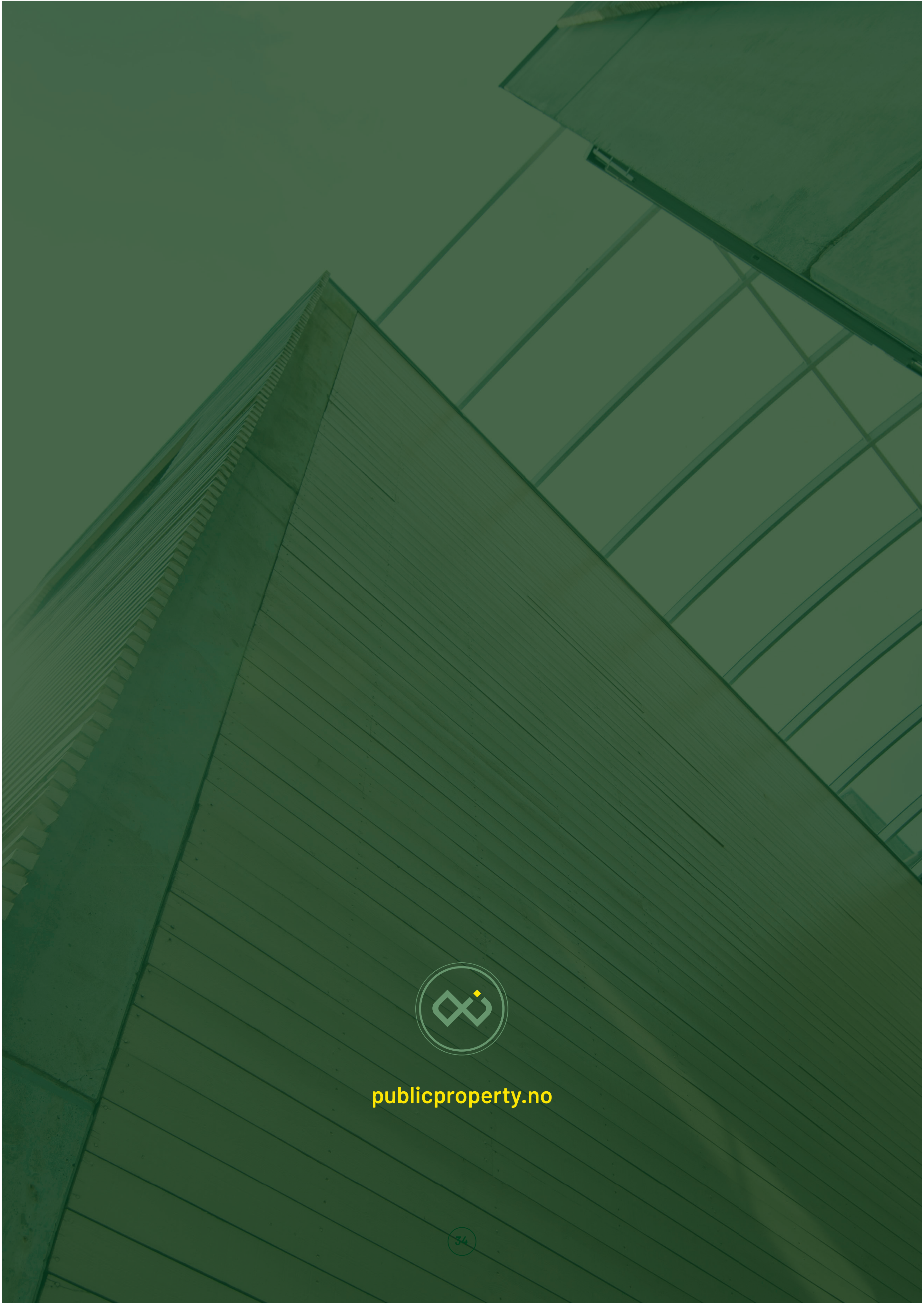
	Conversion note #	NGAAP	IFRS Adjustment	IFRS
Amounts in NOK millions		**31.12.2022**		**31.12.2022**
ASSETS				
Non-current assets				
Deferred tax asset				**-**
Investment properties/buildings and land	2	10 571	(1 124)	9 447
Investments in shares		-		-
Interest derivatives	5		28	28
Other non-current assets		7	-	7
Total non-current assets		**10 578**	**(1 096)**	**9 481**
Current assets				
Debtors/'Trade receivables		13	-	13
Accounts/'Other current receivables		20	-	20
Cash and cash equivalents		177	-	177
Total current assets		**209**	**-**	**209**
Total assets		**10 787**	**(1 096)**	**9 691**
EQUITY AND LIABILITIES				
Equity				
Share capital		4	-	4
Share premium/Reserve		3 591	-	3 591
Other Equity/Retained Earnings	4	(170)	326	155
Total equity		**3 424**	**326**	**3 750**
LIABILITIES				
Non-current liabilities				
Deferred tax liabilities	3	1 543	(1 408)	135
Non-current interest-bearing liabilities	5	-	4 933	4 933
Bonds	5	3 011	(3 011)	-
Liabilities to financial institutions	5	2 682	(2 682)	
Other provisions	1.b	1	(1)	-
Other non-current liabilities	1	39	(13)	26
Total non-current liabilities		**7 276**	**(2 183)**	**5 094**
Current liabilities				
Current interest-bearing liabilities	5	-	760	760
Trade payables	1	21	-	21
Current tax liabilities	1	0	-	0
Other current liabilities	1.b	65	1	66
Public duties payable	1.b	1	(1)	-
Total current liabilities		**86**	**761**	**847**
Total liabilities		**7 362**	**(1 422)**	**5 941**
Total equity and liabilities		**10 787**	**(1 096)**	**9 691**

2022 NGAAP – IFRS CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Conversion note #	NGAAP	IFRS Adjustment	IFRS
Amounts in NOK millions		**2022**		**2022**
Rental income		505	(1)	504
Other Income/ operating income		1	-	1
Net operating income		**506**	**(1)**	**504**
Payroll expenses	1a	(4)	4	-
Depreciation and amortisation expense	2	(211)	211	-
Impairment loss	2	(188)	188	-
Other operating expenses	1a	(95)	95	-
Total expenses		**(498)**	**498**	**-**
Operating profit		**8**	**(8)**	**-**
Property expenses	1.a	-	(63)	(63)
Administration expenses	1.a	-	(36)	(36)
Net income from property management				**405**
Financial income and expenses				
Other interest income/Financial income		2	-	2
(Other) financial income		0	-	0
Interest expenses/Financial expense	5	(226)	28	(199)
Financial expenses		(0)	-	0
Changes in value of investment properties	2	-	(913)	(913)
Net financial expenses		**(224)**	**224**	**-**
Net/'Profit before tax		**(216)**	**(488)**	**(704)**
Current tax		-	-	-
Deferred tax		-	-	-
Income tax expense	3	(48)	129	81
Net profit after tax/'Profit from continued operations		**(168)**	**(454)**	**(623)**
Other Comprehensive income		-	-	-
Profit/'Comprehensive income		**-**	**(623)**	**(623)**
Majority share		**(168)**	**-**	**-**
Attrubutable to/'Profit attributable to:				
Transferred from other Equity/'Equity holders of the company		(168)	(454)	(623)
Minority interest		-	-	-
Comprehensive income attributable to:				
Equity holders of the company		-	-	(623)
Minority interest				-

2022 NGAAP – IFRS CONSOLIDATED STATEMENT OF CASH FLOWS

	Conversion note #	NGAAP	IFRS Adjustment	IFRS
Amounts in NOK million				**0**
Profit before tax		(216)	(488)	(704)
Paid tax for the period/Taxes paid		(0)	-	(0)
Amortization and depreciation	2	211		
Write-downs related to properties	2	188		
Changes in value of investment properties	2	-	913	913
Changes in value of financial instruments	5	-	(28)	(28)
Net financial items	8	-	202	202
Financial costs in profit before tax without cast effect		20	-	20
Change in working capital:			-	-
Change in current assets		(5)	-	(5)
Change in current liabilities		(55)	-	(55)
Charge in other working capital	1.c	(21)	-	(21)
Net cash flow from operating activities		**121**	**599**	**322**
Payments related to purchase of properties	1.c	(1 876)	95	(1 781)
Upgrades of investment properties	1.c	-	(33)	(33)
Interest received		-		1
Net cash flow from investment activities		**(1 876)**	**62**	**(1 813)**
Repayment interest-bearing liabilities and installments	1.d	(290)	(34)	(324)
Proceeds interest-bearing liabilities	1.d	1 274	15	1 289
Transaction costs on issuance of bonds/loans	1.d	(19)	19	-
Purchase of minority interest	1.c	-	(62)	(62)
Interest paid	6	-	(203)	(203)
Paid in capital increase		868	-	868
Transaction costs on capital increase		(103)	-	(103)
Net cash flow from financing activities		**1 730**	**(265)**	**1 465**
Net change in cash and cash equivalents		**(25)**	**(0)**	**(26)**
Opening balance of Cash and Cash equivalents		202	-	202
Cash and cash equivalents at period end		**177**	**-**	**177**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To the Board of Directors of Public Property Invest AS

Independent Auditor’s Report

Opinion

We have audited the consolidated financial statements of Public Property Invest AS and its subsidiaries (the Group), which comprise the statements of financial position as at 31 December 2022 and 31 December 2021, the statements of comprehensive income, statements of changes in equity and statements of cash flows for the two periods then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the consolidated financial statements give a true and fair view of the financial positions of the Group as at 31 December 2022 and 31 December 2021, and its financial performance and its cash flows for the two periods then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (management) are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: https://revisorforeningen.no/revisjonsberetninger

Oslo, 11 December 2023
PricewaterhouseCoopers AS

Chris H. Jakobsen
State Authorised Public Accountant
(This document is signed electronically)

Revisjonsberetning - Public Property Invest AS

Signers:

Name	*Method*	*Date*
Jakobsen, Chris Håvard	BANKID	2023-12-14 12:44

APPENDIX D

VALUATION REPORTS

Realkapital

PPI porteføljevurdering Q4-2023

Arne T.W. Eriksen
M: 957 06 730
E: ae@cwrealkapital.com

Rapportdato: 29.02.2024
Verdivurderingsdato: 31.12.2023

På oppdrag fra Public Property Invest AS

VALUATION REPORT

INNHOLD:

Nøkkeltall 1
Vedlegg 2

PPI porteføljevurdering Q4-23

Type: Samfunnsbygg, Kontor

Verdi i NOK
8 397 200 000

Antall eiendommer
53

Alle de verdsatte eiendommene er eid av Public Property Invest AS

Areal m2
307 219

Markedsleie
643 252 000

Durasjon
5,12 år

Exit yield
6,65 %

Net yield
6,36 %

Kontraktsleie
585 910 000

Pris per m²
27 333

Fem mest verdifulle eiendommene

	Verdi mNOK	Verdi NOK/m²	Areal m²	Kontraktsleie kNOK	Markedsleie kNOK
Kunnskapsveien 55	774,9	28 557	27 135	46 278	62 562
Anton Jenssens gate 2	584,4	36 241	16 125	38 610	40 268
Gyldenløves gate 23	500,2	37 937	13 185	38 188	34 306
Bernt Ankers gate 17	386,3	40 653	9 502	23 681	25 219
Rambergveien 9	357,1	37 354	9 560	21 965	23 582

Eiendom	Område	Største leietaker	Type bygg	Areal	Verdi	Verdi NOK/m2	Kontraktsleie (kNOK) 2024	Eiekost (KNOK) 2024	Netto kontraktsleie (kNOK) 2024	Kontraktsleie NOK/m2	Markedsleie (kNOK)	Markedsleie NOK/m2	Exit yield	Net Initial Yield 2024 justert	Reversionary Yield	Wault
Rosenkrantzgata 17	Drammen	DRAMMEN EIENDOM KF	Helsebygg	5 143	259,3	50 415	16 651	943	15 708	3 237	16 771	3 261	6,00 %	6,06 %	6,06 %	4,62
Torggata 44, Hamar	Innlandet	SKATTEETATEN	Kontor	6 129	181,7	29 644	12 039	1 124	10 914	2 341	12 904	2 105	6,75 %	6,01 %	6,48 %	8,44
Storgata 129, Lillehammer	Innlandet	INNLANDET POLITIDISTRIKT	Politibygg	4 179	110,5	26 442	6 999	766	6 233	1 361	8 796	2 105	6,75 %	5,64 %	7,27 %	5,18
Stangeveien 109, Hamar	Innlandet	BANE NOR EIENDOM AS	Kontor	4 514	133,0	29 464	9 092	828	8 264	1 768	10 443	2 313	6,63 %	6,21 %	7,23 %	4,50
Otervegen 23 , Kongsvinger	Innlandet	SSB	Kontor	12 265	141,9	11 570	20 446	2 249	18 196	3 975	19 790	1 614	9,00 %	12,82 %	12,36 %	1,54
Norderhovsgate 23, Hønefoss	Innlandet	DOMSTOLADMINISTRASJONEN	Rettsbygg	2 366	84,2	35 587	6 546	434	6 112	1 273	6 199	2 620	6,50 %	7,26 %	6,85 %	3,62
Lillehammer Tinghus, JPG2	Innlandet	Lillehammer Tinghus, JPG2	Rettsbygg	2 512	39,8	15 844	3 202	461	2 741	622	3 303	1 315	6,63 %	6,89 %	7,14 %	4,78
Ibsensgate 1 AS	Innlandet	INNLANDET POLITIDISTRIKT	Politibygg	4 742	153,2	32 307	10 848	870	9 978	2 109	11 854	2 500	6,75 %	6,51 %	7,17 %	7,25
Gjøvik Tingrett	Innlandet	Gjøvik Tingrett	Rettsbygg	2 197	70,2	31 953	6 791	403	6 389	1 320	4 695	2 137	6,50 %	9,10 %	5,83 %	4,18
Askveien 4, Hønefoss	Innlandet	POLITIETS FELLESTJENESTER	Politibygg	3 531	75,3	21 325	5 668	648	5 021	1 102	7 401	2 096	6,63 %	6,67 %	8,97 %	6,01
Kunnskapsveien 55, Kjeller	Lillestrøm	OSLOMET - STORBYUNIVERSITETET	Undervisningsbygg	27 135	774,9	28 557	46 278	3 498	42 780	8 998	62 562	2 306	7,00 %	5,52 %	7,62 %	6,01
Nordstrandveien 41, Bodø	Nord	BODØ KOMMUNE	Kontor	10 190	248,5	24 387	18 781	1 869	16 912	3 652	19 442	1 908	6,63 %	6,81 %	7,07 %	5,75
Midtre gate 9, Mo i Rana	Nord	NORDLAND POLITIDISTRIKT	Politibygg	2 800	91,7	32 750	6 945	514	6 432	1 350	6 945	2 481	6,63 %	7,01 %	7,01 %	3,00
Mellomvika 5, Rana	Nord	RANA BYGGDRIFT KF	Kontor	4 552	114,0	25 044	8 206	835	7 371	1 595	8 265	1 816	7,00 %	6,47 %	6,47 %	9,01
Kongensgate 14-18, Narvik	Nord	POLITIETS FELLESTJENESTER	Kontor	7 106	195,7	27 540	13 114	1 303	11 811	2 550	14 680	2 066	6,75 %	6,04 %	6,84 %	6,73
Grønnegata 122, Tromsø	Nord	NAV TROMS OG FINNMARK	Kontor	5 848	198,9	34 009	13 331	1 073	12 259	2 592	13 245	2 265	6,75 %	6,16 %	6,08 %	11,16
Dunderland Eiendom, Rana	Nord	DOMSTOLENE I NORGE	Rettsbygg	2 878	83,7	29 086	4 936	528	4 409	960	6 395	2 222	6,75 %	5,27 %	7,01 %	4,87
Haakon VIIs gate 98 AS	Nord	NAV NORDLAND	Kontor	5 898	109,1	18 498	9 218	680	8 538	1 792	9 282	1 574	7,25 %	7,83 %	7,89 %	1,69
Leikanger Eiendom AS	Sogn	NAV VESTLAND	Kontor	4 491	127,8	28 457	9 105	824	8 282	1 770	9 689	2 157	6,75 %	6,48 %	6,94 %	5,64
Njøsavegen 2 , Leikanger	Sogn	STATSFORVALTAREN I VESTLAND	Kontor	5 881	175,0	29 757	13 053	1 079	11 974	2 538	12 879	2 190	6,63 %	6,84 %	6,74 %	4,89
Fjærevegen 20 , Sogndal	Sogn	VEST POLITIDISTRIKT	Politibygg	3 610	80,1	22 190	5 723	662	5 061	1 113	6 762	1 873	6,75 %	6,32 %	7,62 %	4,33
Tinngata 8, Stavanger	Stavanger	STAVANGER KOMMUNE	Kontor	4 491	100,5	22 378	5 227	824	4 403	1 016	8 707	1 939	6,50 %	4,38 %	7,84 %	3,62
Lervigsveien 32, Stavanger	Stavanger	STAVANGER KOMMUNE	Kontor	1 136	26,5	23 327	1 165	208	957	227	2 202	1 939	6,50 %	3,61 %	7,53 %	0,74
Jærveien 12, Sandnes	Stavanger	MATTILSYNET	Kontor	2 569	63,2	24 601	3 818	310	3 508	742	5 217	2 031	6,75 %	5,55 %	7,76 %	3,19
Chr Thorings veg 12, Stavanger	Stavanger	STATENS VEGVESEN	Kontor	5 005	150,1	29 990	10 044	813	9 231	1 953	10 490	2 096	6,25 %	6,15 %	6,45 %	7,01
Holthes vei 4, Arendal	Sørlandet	NAV	Kontor	3 548	96,4	27 170	7 629	651	6 979	1 483	7 629	2 150	6,75 %	7,24 %	7,24 %	3,17
Holthes vei 1, Arendal	Sørlandet	NAV	Kontor	3 251	82,8	25 469	5 910	596	5 314	1 149	6 814	2 096	6,75 %	6,42 %	7,51 %	3,17
Gyldenløves gate 23, Kr.sand	Sørlandet	KRISTIANSAND KOMMUNE	Kontor	13 185	500,2	37 937	38 188	2 059	36 130	7 425	34 306	2 602	6,25 %	7,22 %	6,45 %	2,45
Blødekjær 1 , Arendal	Sørlandet	AGDER TINGRETT	Rettsbygg	2 836	101,9	35 931	6 987	520	6 466	1 358	6 196	2 185	6,63 %	6,35 %	5,31 %	9,57
Rådhusgata 5, Porsgrunn	Telemark	PORSGRUNN KOMMUNE	Kontor	4 074	53,8	13 206	3 370	747	2 622	655	5 350	1 313	7,00 %	4,87 %	8,49 %	3,43
Myren 7, Skien	Telemark	SØR-ØST POLITIDISTRIKT	Politibygg	8 702	234,6	26 959	18 396	1 596	16 800	3 577	18 239	2 096	6,88 %	7,16 %	7,09 %	4,25
Myren 12, Skien	Telemark	SKATTEETATEN	Kontor	4 233	104,3	24 640	8 339	776	7 563	1 621	8 896	2 102	7,00 %	7,25 %	7,78 %	1,72
Kammerherreløkka 2, Porsgrunn	Telemark	PORSGRUNN KOMMUNE	Kontor	4 438	117,7	26 522	8 111	814	7 298	1 577	9 347	2 106	6,88 %	6,20 %	7,25 %	6,08
Gjerpensgate 20	Telemark	AIMO PARK NORWAY AS	Parkering	na	18,7	na	1 400	-	1 400	272	1 467	na	8,00 %	7,49 %	7,85 %	4,42
Gjerpensgate 18 og 16	Telemark	DOMSTOLADMINISTRASJONEN	Rettsbygg	6 581	154,0	23 401	11 717	1 207	10 510	2 278	12 414	1 886	6,75 %	6,82 %	7,23 %	5,46
Gjerpensgate 14	Telemark	SYKEHUSET TELEMARK HF	Helsebygg	6 909	99,8	14 445	6 552	1 267	5 285	1 274	8 756	1 267	6,75 %	5,30 %	7,50 %	7,67
Gjerpensgate 10	Telemark	STATENS VEGVESEN	Kontor	5 392	142,7	26 465	10 827	989	9 838	2 105	10 829	2 008	6,75 %	6,89 %	6,90 %	6,17
Sandgata 13 , Namsos	Trøndelag	POLITIETS FELLESTJENESTER	Politibygg	1 669	94,4	56 561	5 925	306	5 619	1 152	4 373	2 620	6,75 %	5,95 %	4,11 %	14,17
Carl Gulbransons gate 4, Namsos	Trøndelag	Parkering	Ledig bygg	2 804	18,9	6 741	-	514	(514)	-	2 938	1 048	7,50 %	-2,72 %	12,83 %	-
Rambergveien 9, Tønsberg	Vestfold	DIREKTORATET FOR SAMFUNNSSIKKE	Kontor	9 560	357,1	37 354	21 965	1 292	20 673	4 271	23 582	2 467	6,00 %	5,79 %	6,24 %	6,12
Rambergveien 5, Tønsberg	Vestfold	AS ADAMAS	Kontor	1 065	14,1	13 239	293	195	98	57	1 339	1 258	6,75 %	0,69 %	8,11 %	1,00
Anton Jenssens gate 2, Tønsberg	Vestfold	SYKEHUSET I VESTFOLD HF	Helsebygg	16 125	584,4	36 241	38 610	2 535	36 075	7 507	40 268	2 497	6,13 %	6,17 %	6,46 %	3,61
Søebergtorget 4 , Sandefjord	Vestfold	POLITIETS FELLESTJENESTER	Kontor	16 675	249,6	14 969	19 268	2 621	16 646	3 746	23 867	1 431	6,75 %	6,67 %	8,51 %	3,52
Politihuset Florø	Vestlandet	VEST POLITIDISTRIKT	Politibygg	4 163	161,7	38 842	11 435	763	10 671	2 223	10 907	2 620	6,75 %	6,60 %	6,27 %	8,81
Vogts gate 17, Moss	Østfold	STATSFORVALTEREN I OSLO OG VIKE	Kontor	10 886	308,6	28 348	18 197	1 312	16 885	3 538	21 912	2 013	6,63 %	5,47 %	6,68 %	5,25
Sigvat Skalds gt. 5 , Sarpsborg	Østfold	ØST POLITIDISTRIKT	Politibygg	6 960	169,9	24 411	11 966	1 276	10 689	2 326	14 588	2 096	6,75 %	6,29 %	7,84 %	4,00
Prins Chr. Augusts plass Moss	Østfold	ØST POLITIDISTRIKT	Rettsbygg	5 041	173,8	34 477	12 778	925	11 853	2 484	12 991	2 577	6,75 %	6,82 %	6,94 %	5,01
Gunnar Nilsens 25, Fredrikstad	Østfold	ØST POLITIDISTRIKT	Politibygg	4 370	100,8	23 066	7 255	801	6 453	1 411	8 473	1 939	6,75 %	6,40 %	7,61 %	3,25
Brochs Gate 3 , Fredrikstad	Østfold	DOMSTOLENE I NORGE	Rettsbygg	4 069	88,6	21 772	6 319	746	5 573	1 229	7 556	1 857	6,75 %	6,29 %	7,69 %	4,01
Borgergata 10, Halden	Østfold	DOMSTOLADMINISTRASJONEN	Rettsbygg	950	6,3	6 632	-	174	(174)	-	996	1 048	8,00 %	-2,77 %	13,04 %	-
Bernt Ankers gate 17	Østfold	SKATTEETATEN	Kontor	9 502	386,3	40 653	23 681	1 344	22 337	4 604	25 219	2 654	6,13 %	5,78 %	6,18 %	5,15
Olav Vs gate 4, Halden	Østfold	ØST POLITIDISTRIKT	Politibygg	3 470	60,9	17 550	5 663	636	5 026	1 101	5 663	1 632	7,00 %	8,25 %	8,25 %	2,00
Eiendomsgruppen Fredrikstad AS	Østfold	FREDRIKSTAD KOMMUNE	Kontor	5 592	126,1	22 550	7 901	1 026	6 875	1 536	9 417	1 684	6,75 %	5,45 %	6,65 %	9,09
Totalt				**307 219**	**8 397**	**27 333**	**585 910**	**51 435**	**534 475**	**1 907**	**643 252**	**2 094**	**6,65 %**	**6,36 %**	**7,04 %**	**5,12**

Beskrivelse av metodikk

For avkastningseiendom benytter vi en modell basert på diskonterte kontantstrømmer. Modellen og metoden vi bruker for å verdsette eiendommer følger International Valuation Standard Council (IVSC) sine retningslinjer. Både RICS og TEGoVA legger IVSC sin tilnærming til grunn for sine medlemmer og de definisjoner som påvirker verdsettelser og deres formål.

Vår modell beregner 4 ulike nåverdier som summert blir totalverdien:

1. Nåverdi av brutto leie:
Brutto løpende leie diskonteres med tre alternative avkastningskrav (A, B & C), i hovedsak basert på leietakers antatte soliditet. Løpende leie er i vår modell i tillegg diskontert med en lavere sats enn mer usikre fremtidige inntekter.

Kategori A: Statlig og kommunale leietakere.
Kategori B: Leietakere med god økonomi basert på vurdering av likviditet, lønnsomhet og soliditet.
Kategori C: Leietakere med svak økonomi basert på vurdering av likviditet, lønnsomhet og soliditet.

2. Nåverdi av fremtidig leie
Fremtidig leie diskonteres som med en diskonteringsrente som settes lik exit yield pluss langsiktig inflasjonsforventning. Exit yield settes individuelt og beregnes som normal salgsyield gitt utleie til markedsvilkår på alle arealer.

3. Nåverdi av restverdi
Restverdi beregnes som netto markedsleie dividert med exit yield. Verdien beregnes pr 31. desember i siste år hvor det er satt opp kontantstrømberegning og med basis i påfølgende års netto markedsleie. Det gjøres ikke fradrag for strukturell ledighet eller gjenstående investeringsbehov ved beregning av restverdi, slik risiko er i stedet reflektert i exit yield.

4. Nåverdi av kostnader
Kostnadene beregnes i fire hovedgrupper

a) Løpende driftskostnader. Omfatter utleiers direkte kostnader vedlikehold, administrasjon, forsikring og hvis aktuelt (festeavgift, innleiekostnader og eiendomsskatt). Beregnes i NOK/m2 på totalareal (unntatt for festeavgift, innleiekostnad og eiendomsskatt som er basert på oppgitt beløp).
b) Leietakertilpasninger. Omfatter antatte tilpasningskostnader samt utleiekostnader for hver arealtype gitt forutsatt markedsleie for de samme arealene. Vi estimerer tilpasningskostnader både ved utløp av løpende kontrakter og for fremtidige kontraktsutløp. Beregnes i NOK/m2 inkludert fellesareal per arealkategori.
c) Eiers andel felleskostnad. Estimert inndekning av felleskostnader ved ledighet. Vi tar utgangspunkt i antatt total felleskost pr kvm og en antatt prosentdel av disse som påløper ved ledighet. Beregnes i NOK/m2 på totalarealet basert på antall dagers ledighet ved hvert kontraktsutløp.
d) Investeringer. Investeringer utover ovenfornevnte poster. Beregnes som samlebeløp.

Som hovedregel vil festeavgift, innleiekostnad og eiendomsskatt samt investeringer være basert på opplysninger fra oppdragsgiver mens de øvrige kostnadene vil være basert på sjablongtall fra observert markedspraksis. Det foretas jevnlig avstemming og verifiseringer mellom sjablongtallene og det kostnadsnivå oppdragsgiver faktisk opplever i et normalår. Av offentlige kilder for å hente inn kostnadsreferanser bruker vi blant annet Norsk Prisbok og Basalerapporten. I tillegg henter vi informasjon fra vårt søsterselskap Realkapital Utvikling som også har relevant informasjon vedrørende kostnader.

Fastsettelse av exit yield
For å estimere en yield for gjeldende eiendom har vi tatt utgangspunkt i prime yield med påslag for beliggenhet, standard, eierforhold, utviklingspotensial og kontraktstruktur.

Fastsettelse av markedsleie
CWR fastsetter et antatt riktig nivå for markedsleien gjennom blant annet dialog med vår leiesøkavdeling som har inngående informasjon om inngåtte kontrakter i det aktuelle området. Markedsleien er satt på bakgrunn av kjente leiekontrakter i området, informasjon fra arealstatistikk, samt informasjon fra våre verdsettelser i og omkring det aktuelle området. Merk at forutsatt markedsleie og leietakertilpasning/investeringer må sees i sammenheng.

Ledighet
Ledighet beregnes i vår modell med antatt antall dager uten leie ved hvert enkelt kontraktsutløp. Forutsetningen gjøres separat for hver arealkategori. Vi tar også konkrete forutsetninger om fremtidige kontrakters varighet, slik at påfølgende ledighet (og kostnader til leietakertilpasninger) kan beregnes for senere utskiftingssykluser.

Avstemming mot referansetransaksjoner
Verdsettelsen er sum av mellomvariablene nevnt over. Disse må alltid sees i sammenheng når man vurderer totalverdien. Den estimerte totalverdien og nøkkeltall som netto yield blir alltid avstemt mot referansetransaksjoner. CWR loggfører alle transaksjoner av næringseiendom over 50 mNOK. Ved hver loggført transaksjon går et bredt team fra CWR gjennom transaksjonen i detalj for å få best mulig klarhet i transaksjonen, slik at sammenligningen blir best mulig når den benyttes som en referansetransaksjon senere. Typiske detaljer som vi vurderer er overleie/underleie, durasjon, utviklingspotensial, festeproblematikk, fordeling av areal, standard og beliggenhet.

General terms & conditions

The following shall apply for this valuation report unless otherwise stated in the valuation report:

Scope of the valuation report
The object of the valuation covers the real property or the equivalent stated, with appurtenant rights and obligations in the form of easements, rights of way, community association and other rights or obligations stated in extracts from the Land Register pertaining to the object of the valuation. The valuation report also covers, where applicable, fixtures and fittings of the property and fixtures and fittings of the building relating to the object of the valuation, however not industrial fixtures and fittings to an extent other than as set forth in the report. For the purpose of this valuation report, Cushman & Wakefield Realkapital has not been instructed to extract information from the Land Register, hence, we assume that registered rights in respect of the property can be verified by means of an extract from the Land Register and that the information obtained from the Land Register is accurate and complete. Furthermore, that the object of the valuation is not encumbered by any unregistered easements, right of use agreements or any other agreements which limit, in any respect, the property owner's right to use the property and that the object of the valuation is not encumbered by onerous expenses, fees or other encumbrances or disputes

Assumptions for the valuation report
The information included in the valuation report has been obtained from sources which are deemed to be reliable. All information obtained from the client/owner or his representative and any holders of rights of use has been assumed to be accurate. The information has only been verified through a general assessment of reasonableness. In addition, it has been assumed that no information of relevance to the valuation opinion has been omitted by the client/owner or his representative. The land areas which form the basis of the valuation have been obtained from the client/owner or his representative. The valuer has relied on these land areas and has not measured them on site or on drawings, but the areas have been verified by means of an assessment of reasonableness. The areas have been assumed to be measured in accordance with the "Norwegian Standards" applicable. As regards tenancies and leasehold conditions relating to land or other rights of use, the valuation report has, where applicable, been based on applicable leases of property and leases of land, and other rights of use agreements. Copies of these, or other documents, indicating relevant terms and conditions have been obtained from the client/owner or his representative. It has been assumed that the object of the valuation complies with all requisite requirements from public authorities and terms and conditions applicable to the property, such as plans, etc., and has obtained all requisite permits from public authorities for its use in the manner stated in the report.

Environmental matters
The valuation opinion is conditional on land or buildings relating to the object of the valuation not being in need of an environmental clean-up and there being no form of environmental encumbrance. In light of the provisions stated above, the valuer shall not be liable for any loss incurred by the client or a third party as a consequence of the inaccuracy of the valuation opinion due to the object of the valuation being in need of an environmental clean-up or there being any form of environmental encumbrance.

Inspection, technical condition
The physical condition of the property as described in the valuation report is based on an overall ocular inspection. The inspection conducted has not been of such a nature as to satisfy a seller's duty of disclosure or a buyer's duty to investigate pursuant. The object of the valuation is assumed to be in a condition and to be of the standard which the ocular inspection indicated at the time of the inspection. The valuer assumes no liability whatsoever for any latent defects or circumstances which are not obvious on the property, under the ground or in the building and which might affect the value. No liability is assumed for; any matter which would require specialist expertise or special knowledge to discover or; the functionality (freedom from defects) and/or the condition of fixtures of buildings, mechanical equipment, pipes or electrical components.

Liability
Any claims for damages arising from proven loss arising from any error in the valuation report must be made within one year from the date of the valuation (the date on which the valuation is signed). The maximum amount of damages which may be payable for proven loss arising from an error in the valuation report is 5 times the price base amount at the date of the valuation. Any force majeure that could affect the market value after the date of the valuation report cannot be used to hold the valuer responsible.

Validity of the valuation report
Depending on whether the factors influencing the market value of the object of the valuation change, the valuation opinion referred to in the report is only valid at the date of the valuation, subject to the assumptions and reservations in the report. Future incoming payments and outgoing payments and growth in value as declared in the report, where applicable, have been made based on a scenario which, in the opinion of the valuer, reflects the future projections of the property market. The valuation opinion does not constitute any undertaking as regards actual future growth in cash flow and growth in value.

Use of the valuation report
The content of the valuation report and its appendices is the property of the client and shall be used in its entirety for the purpose set forth in the report. Where the valuation report is used for legal matters, the valuer shall only be liable for direct and indirect loss which may affect the client provided that the report is used in accordance with what is stated above. The valuer shall have no liability whatsoever for any loss incurred by any third party as a consequence of such third party having used the valuation report or information provided therein. The valuations are governed by the laws of the Kingdom of Norway. Any disputes will be settled by the court of Oslo (Oslo Tingrett). Prior to the valuation report or parts thereof being reproduced, or referred to in any other written document, the valuer must approve the content and the manner in which the report is to be referred.

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newsec

Valuation report

Valuation of the property portfolio of Public Property Invest AS as of 31.12.2023, conducted by Newsec AS on behalf of Public Property Invest AS and its legal advisor Advokatfirmaet Thommessen AS.

public property invest

Oslo, 05.02.2024

newsec

Key figures

48 properties
The portfolio totals 48 properties

8.4 billion
Market value (NOK) incl. portfolio premium of 125 million

590.7 million
Annual rental income 2024

296,877 m²
Total square meters

1,990 kr/m²
Average rent per square meter 2024

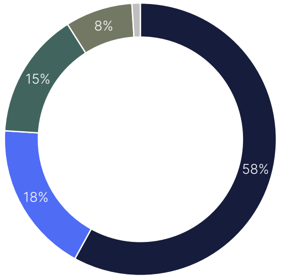
5.89%
Average net yield for the portfolio

94.8%
Occupancy, share of leased premises

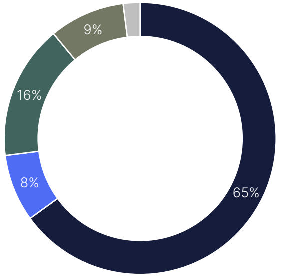
5.3 years
Weighted average unexpired lease term

6.54%
Average initial yield for the portfolio

Segment share (%)
Based on value



Segment share (%)
Based on square meter



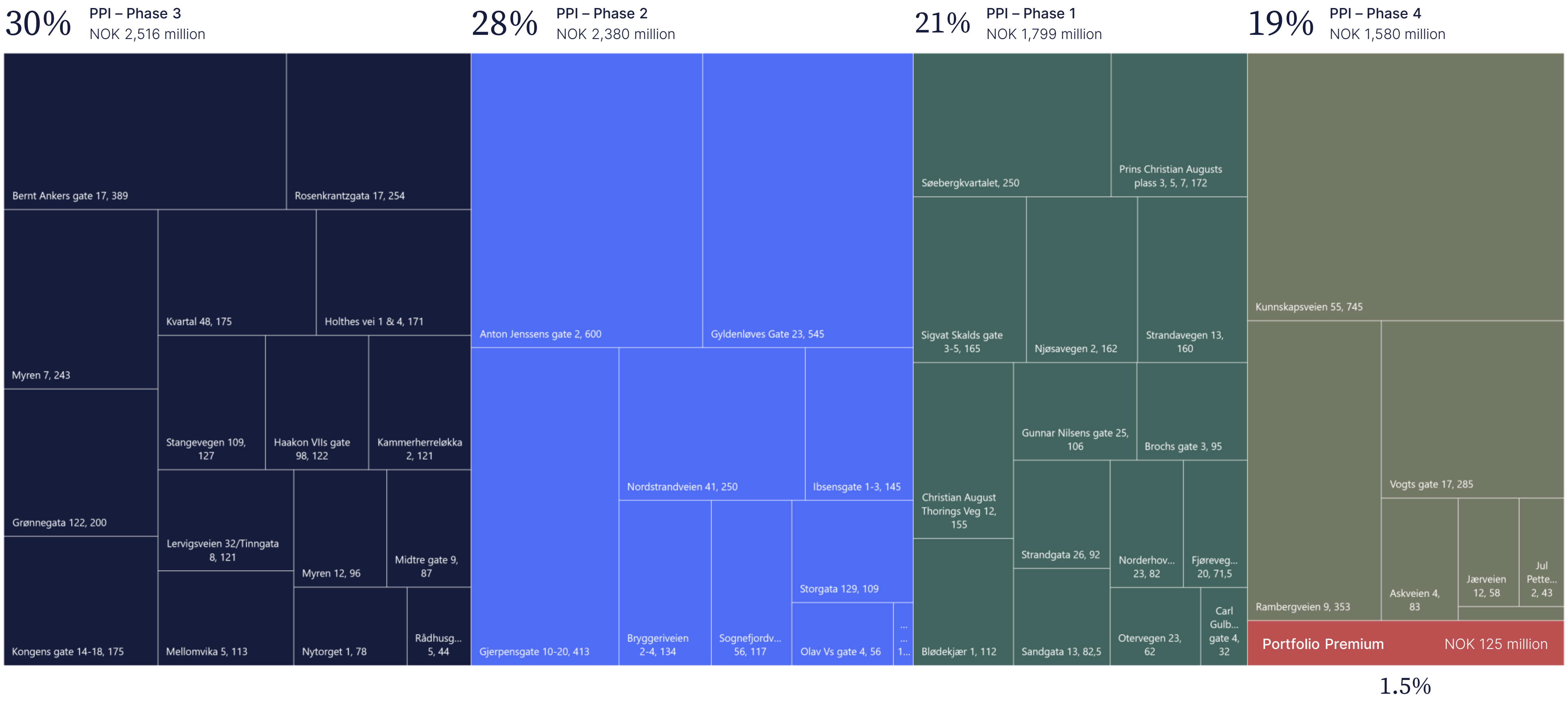
Office · Office / Retail · Public Property · Education · Storage / Office

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.

1. All 48 properties included in the portfolio is 100% owned by the Public Property Invest-group
2. Weighted average unexpired lease term calculated as of 31.12.2023.
3. Occupancy calculated as the share of leased premises in square meter.
4. Average net yield calculated as net yield weighted on market value of each individual property.
5. Average initial yield calculated as net rental income divided by total market value including portfolio premium.

Source: Newsec, Public Property Invest.

Portfolio structure



Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property as of 31.12.2023.

Source: Newsec, Public Property Invest.

newsec

Valuation summary

1/4

Public Property Invest — Phase 1

					Annual current rent		Annual market rent				Owner's costs					Valuation 31.12.2023	
Portfolio	Address	City	Category	Sqm	Rent	kr/m²	Rent	kr/m²	WAULT	Occupancy	General p.a.	TI	Initial yield	Net yield	Exit yield	Value	Value/m²
				m²	NOK 1,000	NOK	NOK 1,000	NOK	Years	%	NOK 1,000	NOK 1,000	%	%	%	NOK mill.	NOK
PPI - Phase 1	Blødekjær 1	Arendal	Public property	2,836	7,410	2,613	6,544	2,308	9.6	100.0 %	453	3,379	6.21 %	5.50 %	5.61 %	112.0	39,492
PPI - Phase 1	Brochs gate 3	Fredrikstad	Office	3,868	6,751	1,745	6,214	1,606	4.3	96.0 %	710	1,292	6.50 %	6.00 %	6.12 %	95.0	24,560
PPI - Phase 1	Carl Gulbransons gate 4	Namsos	Office	2,804	50	18	4,291	1,530	1.0	0.0 %	306	11,980	-0.80 %	8.00 %	8.16 %	32.0	11,412
PPI - Phase 1	Christian August Thorings Veg 12	Stavanger	Office	5,005	10,016	2,001	9,259	1,850	7.0	100.0 %	582	0	6.09 %	5.75 %	5.87 %	155.0	30,969
PPI - Phase 1	Fjørevegen 20	Sogndal	Office/Retail	2,513	6,066	2,414	5,683	2,261	4.3	100.0 %	911	0	7.21 %	6.75 %	6.89 %	71.5	28,452
PPI - Phase 1	Gunnar Nilsens gate 25	Fredrikstad	Office	4,370	7,234	1,655	6,992	1,600	3.2	100.0 %	713	0	6.21 %	5.95 %	6.07 %	106.0	24,256
PPI - Phase 1	Njøsavegen 2	Leikanger	Office	5,880	13,023	2,215	10,442	1,776	4.9	100.0 %	972	13,465	7.44 %	5.55 %	5.66 %	162.0	27,551
PPI - Phase 1	Norderhovsgata 23	Hønefoss	Office	2,170	6,476	2,984	5,642	2,600	3.6	100.0 %	374	3,473	7.44 %	6.35 %	6.48 %	82.0	37,788
PPI - Phase 1	Otervegen 23	Kongsvinger	Office	12,265	20,407	1,664	17,284	1,409	1.6	100.0 %	1,524	107,819	30.46 %	8.50 %	8.67 %	62.0	5,055
PPI - Phase 1	Prins Christian Augusts plass 3, 5, 7	Moss	Office	4,525	12,725	2,812	10,762	2,378	5.0	98.3 %	746	16,992	6.96 %	5.50 %	5.61 %	172.0	38,011
PPI - Phase 1	Sandgata 13	Namsos	Office	1,669	6,181	3,704	3,505	2,100	14.2	100.0 %	541	0	6.84 %	5.20 %	5.30 %	82.5	49,431
PPI - Phase 1	Sigvat Skalds gate 3-5	Sarpsborg	Public property	6,960	11,915	1,712	11,484	1,650	4.0	100.0 %	1,212	13,885	6.49 %	5.80 %	5.92 %	165.0	23,707
PPI - Phase 1	Søebergkvartalet	Sandefjord	Office	10,841	19,052	1,757	19,047	1,757	3.5	97.7 %	1,498	38,146	7.02 %	6.00 %	6.12 %	250.0	23,061
PPI - Phase 1	Strandavegen 13	Florø	Office	3,734	11,402	3,053	8,977	2,404	8.8	100.1 %	605	0	6.75 %	5.75 %	5.87 %	160.0	42,849
PPI - Phase 1	Strandgata 26	Gjøvik	Office	2,359	7,242	3,070	6,069	2,573	4.8	100.1 %	447	1,777	7.39 %	6.25 %	6.38 %	92.0	39,000
Sub total				**71,799**	**145,950**	**2,033**	**132,193**	**1,841**	**5.1**	**95.4 %**	**11,594**	**212,208**	**7.47 %**	**5.96 %**	**6.08 %**	**1,799.0**	**25,056**

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.
1. Weighted average unexpired lease term calculated as of 31.12.2023.

Source: Newsec, Public Property Invest.

newsec

Valuation summary

Public Property Invest — Phase 2

					Annual current rent		Annual market rent				Owner's costs					Valuation 31.12.2023	
Portfolio	Address	City	Category	Sqm	Rent	kr/m²	Rent	kr/m²	WAULT	Occupancy	General p.a.	TI	Initial yield	Net yield	Exit yield	Value	Value/m²
				m²	NOK 1,000	NOK	NOK 1,000	NOK	Years	%	NOK 1,000	NOK 1,000	%	%	%	NOK mill.	NOK
PPI - Phase 2	Anton Jenssens gate 2	Tønsberg	Office/Retail	15,729	39,009	2,480	35,700	2,270	3.6	98 %	1,751	1,566	6.21 %	5.75 %	5.87 %	600.0	38,146
PPI - Phase 2	Borgergata 10	Halden	Office	950	0	0	1,283	1,350	0.0	0 %	143	2,850	-1.30 %	7.50 %	7.65 %	11.0	11,579
PPI - Phase 2	Bryggeriveien 2-4	Fredrikstad	Office	5,591	9,015	1,612	8,869	1,586	9.1	100 %	552	0	6.32 %	6.15 %	6.27 %	134.0	23,967
PPI - Phase 2	Gjerpensgate 10-20	Skien	Office	18,882	30,019	1,590	29,954	1,586	6.0	89 %	2,334	30,399	6.70 %	6.25 %	6.38 %	413.0	21,873
PPI - Phase 2	Gyldenløves Gate 23	Kristiansand	Office	13,185	38,293	2,904	30,605	2,321	2.5	100 %	2,479	528	6.57 %	5.30 %	5.41 %	545.0	41,335
PPI - Phase 2	Ibsensgate 1-3	Gjøvik	Office	4,742	10,817	2,281	9,484	2,000	7.2	100 %	670	9,325	7.00 %	6.00 %	6.12 %	145.0	30,578
PPI - Phase 2	Nordstrandveien 41	Bodø	Office	10,190	17,884	1,755	17,593	1,726	5.9	98 %	1,467	0	6.57 %	6.50 %	6.63 %	250.0	24,534
PPI - Phase 2	Olav Vs gate 4	Halden	Office	3,470	5,663	1,632	5,379	1,550	2.0	100 %	343	15,222	9.50 %	6.75 %	6.89 %	56.0	16,138
PPI - Phase 2	Sognefjordvegen 56	Leikanger	Office	4,491	9,661	2,151	7,311	1,628	6.0	95 %	691	0	7.73 %	6.35 %	6.48 %	117.0	26,052
PPI - Phase 2	Storgata 129	Lillehammer	Office	4,179	8,162	1,953	7,558	1,809	5.3	100 %	496	8,711	7.03 %	6.00 %	6.12 %	109.0	26,083
Sub total				**81,409**	**168,523**	**2,070**	**153,735**	**1,888**	**4.7**	**95.5 %**	**10,925**	**68,601**	**6.62 %**	**5.92 %**	**6.04 %**	**2,380.0**	**29,235**

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.
1. Weighted average unexpired lease term calculated as of 31.12.2023.

Source: Newsec, Public Property Invest.

newsec

Valuation summary

Public Property Invest — Phase 3

					Annual current rent		Annual market rent				Owner's costs					Valuation 31.12.2023	
Portfolio	Address	City	Category	Sqm	Rent	kr/m²	Rent	kr/m²	WAULT	Occupancy	General p.a.	TI	Initial yield	Net yield	Exit yield	Value	Value/m²
				m²	NOK 1,000	NOK	NOK 1,000	NOK	Years	%	NOK 1,000	NOK 1,000	%	%	%	NOK mill.	NOK
PPI - Phase 3	Bernt Ankers gate 17	Moss	Public property	9,501	24,647	2,594	20,912	2,201	5.6	100 %	912	1,641	6.10 %	5.35 %	5.46 %	389.0	40,943
PPI - Phase 3	Grønnegata 122	Tromsø	Office	5,898	13,234	2,244	12,432	2,108	11.2	97 %	898	0	6.64 %	5.85 %	5.97 %	200.0	33,910
PPI - Phase 3	Haakon VIIs gate 98	Bodø	Storage/Office	5,897	9,197	1,560	9,161	1,554	1.7	100 %	826	0	6.86 %	6.85 %	6.99 %	122.0	20,688
PPI - Phase 3	Holthes vei 1 & 4	Arendal	Office	6,799	13,502	1,986	11,995	1,764	3.2	100 %	957	17,036	7.34 %	5.85 %	5.97 %	171.0	25,151
PPI - Phase 3	Kammerherreløkka 2	Porsgrunn	Public property	4,437	8,108	1,827	8,049	1,814	5.9	90 %	449	8,151	6.33 %	6.05 %	6.17 %	121.0	27,271
PPI - Phase 3	Kongens gate 14-18	Narvik	Public property	7,106	13,043	1,836	12,451	1,752	6.7	88 %	835	1,963	6.98 %	6.75 %	6.89 %	175.0	24,627
PPI - Phase 3	Kvartal 48	Hamar	Office	6,165	11,974	1,942	10,904	1,769	8.1	94 %	963	11,158	6.29 %	5.60 %	5.71 %	175.0	28,386
PPI - Phase 3	Lervigsveien 32/Tinngata 8	Stavanger	Public property	5,626	7,666	1,363	9,053	1,609	5.4	100 %	719	7,587	5.74 %	6.05 %	6.17 %	121.0	21,507
PPI - Phase 3	Mellomvika 5	Mo I Rana	Public property	4,546	8,206	1,805	7,738	1,702	9.0	100 %	564	2,636	6.76 %	6.25 %	6.38 %	113.0	24,857
PPI - Phase 3	Midtre gate 9	Mo I Rana	Public property	2,800	6,926	2,473	5,600	2,000	3.0	100 %	386	0	7.52 %	6.25 %	6.38 %	87.0	31,071
PPI - Phase 3	Myren 12	Skien	Office	4,230	8,320	1,967	7,855	1,857	1.7	100 %	599	13,289	8.04 %	6.50 %	6.63 %	96.0	22,695
PPI - Phase 3	Myren 7	Skien	Office	8,700	18,342	2,108	17,404	2,000	4.3	100 %	1,172	13,447	7.07 %	6.25 %	6.38 %	243.0	27,931
PPI - Phase 3	Nytorget 1	Mo I Rana	Public property	2,879	4,920	1,709	4,923	1,710	6.3	66 %	345	6,502	5.87 %	5.85 %	5.97 %	78.0	27,093
PPI - Phase 3	Rådhusgata 5	Porsgrunn	Office	4,061	3,370	830	5,035	1,240	3.4	56 %	507	12,233	6.51 %	8.00 %	8.16 %	44.0	10,835
PPI - Phase 3	Rosenkrantzgata 17	Drammen	Office / Retail	5,229	16,550	3,165	15,456	2,956	4.3	98 %	795	18,248	6.20 %	5.45 %	5.56 %	254.0	48,575
PPI - Phase 3	Stangevegen 109	Hamar	Office	4,513	9,071	2,010	8,786	1,947	4.5	100 %	654	6,273	6.63 %	6.00 %	6.12 %	127.0	28,141
Sub total				**88,387**	**177,077**	**2,003**	**167,756**	**1,898**	**5.4**	**94.7 %**	**11,581**	**120,165**	**6.58 %**	**5.99 %**	**6.11 %**	**2,516.0**	**28,466**

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.
1. Weighted average unexpired lease term calculated as of 31.12.2023.

Source: Newsec, Public Property Invest.

Valuation summary

Public Property Invest — Phase 4

					Annual current rent		Annual market rent				Owner's costs					Valuation 31.12.2023	
Portfolio	Address	City	Category	Sqm	Rent	kr/m²	Rent	kr/m²	WAULT	Occupancy	General p.a.	TI	Initial yield	Net yield	Exit yield	Value	Value/m²
				m²	NOK 1,000	NOK	NOK 1,000	NOK	Years	%	NOK 1,000	NOK 1,000	%	%	%	NOK mill.	NOK
PPI - Phase 4	Askveien 4	Hønefoss	Office	3,531	5,621	1,592	5,650	1,600	6.0	100 %	413	0	6.27 %	6.25 %	6.38 %	83.0	23,506
PPI - Phase 4	Jærveien 12	Sandnes	Office	2,569	3,805	1,481	4,216	1,641	6.9	80 %	303	4,740	6.04 %	6.25 %	6.38 %	58.0	22,577
PPI - Phase 4	Jul Pettersensgate 2	Lillehammer	Office	2,507	3,149	1,256	3,910	1,560	4.8	65 %	446	1,099	6.29 %	7.50 %	7.65 %	43.0	17,152
PPI - Phase 4	Kunnskapsveien 55	Kjeller	Education	25,255	46,278	1,832	62,203	2,463	6.9	100 %	3,138	142,159	5.79 %	6.00 %	6.12 %	745.0	29,499
PPI - Phase 4	Rambergveien 5	Tønsberg	Office	1,075	292	272	1,403	1,305	2.0	25 %	100	0	38.58 %	8.25 %	8.42 %	13.0	12,093
PPI - Phase 4	Rambergveien 9	Tønsberg	Office	9,545	21,853	2,289	21,732	2,277	6.1	100 %	1,103	3,067	5.88 %	5.75 %	5.87 %	353.0	36,983
PPI - Phase 4	Vogts gate 17	Moss	Office	10,800	18,145	1,680	20,545	1,902	5.3	85 %	1,721	12,452	5.87 %	6.30 %	6.43 %	285.0	26,389
Sub total				**55,282**	**99,143**	**1,793**	**119,658**	**2,165**	**6.3**	**93.2 %**	**7,223**	**163,519**	**5.82 %**	**6.08 %**	**6.20 %**	**1,580.0**	**28,581**

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.
1. Weighted average unexpired lease term calculated as of 31.12.2023.

Source: Newsec, Public Property Invest.

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Portfolio summary

Public Property Invest — Phase 1–4

					Annual current rent		Annual market rent				Owner's costs					Valuation 31.12.2023	
Portfolio	Address	City	Category	Sqm	Rent	kr/m²	Rent	kr/m²	WAULT	Occupancy	General p.a.	TI	Initial yield	Net yield	Exit yield	Value	Value/m²
				m²	NOK 1,000	NOK	NOK 1,000	NOK	Years	%	NOK 1,000	NOK 1,000	%	%	%	NOK mill.	NOK
PPI - Phase 1				71,799	145,950	2,033	132,193	1,841	5.1	95.4 %	11,594	212,208	7.47 %	5.96 %	6.08 %	1,799.0	25,056
PPI - Phase 2				81,409	168,523	2,070	153,735	1,888	4.7	95.5 %	10,925	68,601	6.62 %	5.92 %	6.04 %	2,380.0	29,235
PPI - Phase 3				88,387	177,077	2,003	167,756	1,898	5.4	94.7 %	11,581	120,165	6.58 %	5.99 %	6.11 %	2,516.0	28,466
PPI - Phase 4				55,282	99,143	1,793	119,658	2,165	6.3	93.2 %	7,223	163,519	5.82 %	6.08 %	6.20 %	1,580.0	28,581
Sub total				**296,877**	**590,692**	**1,990**	**573,342**	**1,931**	**5.3**	**94.8 %**	**41,323**	**564,493**	**6.64 %**	**5.98 %**	**6.10 %**	**8,275.0**	**27,873**
Portfolio premium																125.0	
Total				**296,877**	**590,692**	**1,990**	**573,342**	**1,931**	**5.3**	**94.8 %**	**41,323**	**564,493**	**6.54 %**	**5.89 %**	**6.01 %**	**8,400.0**	**28,295**

Note: All figures are reported in NOK unless otherwise specified. Based on valuations of each individual property.

1. Weighted average unexpired lease term calculated as of 31.12.2023.
2. Average net yield calculated as net yield weighted on market value of each individual property for each phase and the entire portfolio.
3. Average initial yield calculated as net rental income divided by total market value for each phase, including portfolio premium for the entire portfolio.

Source: Newsec, Public Property Invest.

Valuation methodology

In a typical valuation Newsec utilizes three different valuation methods: discounted cash flow method, net capitalization method, and technical value method. The value of the property is set based on the results from these three methods, where most emphasis is put on the discounted cash flow method. In special cases, Newsec will utilize other valuation methods, in which case the methods are elaborated on within the handover.

Discounted cash flow method

Discounted cash flow (DCF) analysis is a widely used methodology in finance and real estate for valuing an investment based on its future cash flows. When applying DCF to value a property, the methodology involves projecting the future net cash flows generated and discounting them to their present value, and then summing them to determine the property's overall value.

This is done by projecting the future rental income generated from the property's current lease agreements and the market rent that these premises will achieve upon lease expiry. Any peculiarities in the lease agreements are modelled, such as, but not limited to, rental adjustment, rental discounts, investment compensation, VAT compensation, postponed startup, lease escalations and step-ups. Estimating periods of vacancy, foreseeable rental income from vacant premises and potential permanent vacancy. As well as normalized owner's cost, investments in tenant improvements for vacant premises or post lease expiry, and other major investments in the property.

Once net cash flow has been projected, a real yield is set for the property based on its location, segment, market references and current macroeconomic conditions, as well as other factors. Since the rental income is annually adjusted according to the development in the consumer price index (CPI), the real yield must also be adjusted to account for inflation. This is done using the precise[1] Fisher formula:

$$r = (1 + r^{*}) \times (1 + i) - 1$$

Where r is the nominal yield, r^{*} is the real yield, and i is the long-term inflation target of the Norwegian Central Bank. The nominal yield can also be regarded as the discount rate, which is used to discount the cash flows to their present value using the following formula:

$$PV = \sum_{t=1}^{T} \frac{CF_t}{(1+r)^t}$$

Where PV is the present value, CF_t is the cash flow at time t, and r is the discount rate (nominal yield). The T denotes the final period (year) and length of the projected cash flows. This is always set to be at least one year longer than the longest lasting lease agreement (incl. void periods) to ensure that all tenancies are at appropriate market terms. Thus, avoiding potential value distortion from an above or below market rent agreement. Minimum cash flow length is ten years unless the property is assumed abolished within the next couple of years.

Assuming going concern principle — remaining value from the continued cash flows beyond the explicit projection length are calculated as a terminal value using the Gordon growth formula:

$$TV = \frac{CF_T(1+i)}{(r-i)}$$

Where TV is the terminal value, CF_T is the final projected net cash flow adjusted by inflation to represent next year's cash flow beyond time T, r is the discount rate[2] (nominal yield), and i is the inflation rate[2] (growth rate).[3] The resulting value is already discounted by one year and need only be discounted by $(1+r)^T$ to its present value.

Summing the present value of both the cash flows and terminal value results in the total present market value of the property. The present market value is further typically rounded to its nearest million depending on size.

Net capitalization method

The net capitalization method begins where the discounted cash flow method ends. It assumes the property is fully let at market rent and terms. Normalized owner's cost is subtracted, and the net cash flow is capitalized using the Gordon growth model. The resulting value tends to exaggerate the overall value of the property. This is because the method in its initial state, does not account for changes in rental income, investments and other variables affecting the value.

This makes the method easy to use and suitable in cases where the property valued is close to fully let, at market terms, and with a remaining lease duration of more than ten years.

However, the method can be expanded to include the effects changing rental income, investments, and vacancy periods have on the value. Thus, producing a value close or equal to that of the discounted cash flow method depending on the amount of variables included and accounted for. This, however, brings the method closer to that of the discounted cash flow method.

By creating a cash flow taking the difference between the variables used in the net capitalization method and the actual current variables of the property (e.g. market rent minus current running rent), and discounting it to its present value, one can reveal the value correction that must be added to the net capitalization value — either positive or negative. Doing this for all possible variables, included those not used in the net capitalization method, will produce a value equal the discounted cash flow method.

Technical value method

Technical value is typically not a reliable indicator of market value but is suitable for validating responses from other calculations. In central areas with limited access to available land plots, the market value may be significantly higher than the technical value. In more remote areas, caution should be exercised when estimating a market value that is significantly higher than the technical value. The exception in these areas is buildings with long-term contracts and high rent. In such cases, it is justifiable to support market values substantially higher than technical value. Technical value is determined staring with building cost, adding land value, and subtracting for wear-and-tear. The specification of how land value is treated should be discussed, for instance, in relation to specific reference examples in the vicinity.

Property Development

The value of a development property is determined by what can be built, how much can be built, and when it is foreseeable that the property can be developed. Based on the information at our disposal and additional data we acquire, we will assess these parameters and conduct value calculations using the land loading method and the differential principle.

The most used method in projects is the residual land value (RLV) method, complemented by the differential principle as a control method. Any ongoing rental income is valued using the net capitalization method. The first two methods are most relevant to development properties and are briefly explained below.

When evaluating developable land projects, the RLV method is typically used to establish property values. This method is based on determining the value of the land per potential square meter of floor space. This method pertains to a hypothetical construction project, assuming the property is capable of development. The assessment of RLV assumes the property is ready for construction. Furthermore, values must be discounted if the project is expected to be implemented in the future. The discounting assumes that settlements for the properties are finalized by the buyer at the time of assessment.

In summary, this valuation principle involves estimating the total project value of the property once fully developed. Subtracting normal construction costs yields the residual value, which is intended to cover land costs, interest during construction, risk, and developer's profit. The land portion of the value is allocated subjectively, often between 40–60% of the total value. Future values must be discounted to present value. The discount rate reflects the investor's required return and is adjusted for project risk. Newsec also evaluates the internal rate of return on the project using the land loading method.

1. As apposed to the approximate version: $r \approx r^{*} + i$.
2. The Gordon growth model typically uses g to denote the growth rate in the perpetual cash flow. This is replaced by i (inflation) in this case, as the inflation is the growth rate of the cash flow, $g = i$.
3. Note that the exit yield is directly implied by the discount rate and inflation $(r - i)$. Practioneers can replace it by speficying an exit yield directly, however, this is seldom done in Newsec's valuations.

Source: Tim Koller, Marc Goedhart, David Wessels, *Valuation: Measuring and Managing the Value of Companies* (John Wiley & Sons Inc, 7th edition, 2020).

General terms & conditions

These General Terms and Conditions have been produced by Newsec AS based on a jointly collaboration in Sweden where the participants were Newsec Advice AB, CBRE Sweden All, DTZ Sweden AB, Forum Fastighetsekonomi AB, FS Fastighetsstrategi AB, Saville Sweden AB and Svefa AB. This document shall describe and explain the valuation and limitation in the appraisal to the user of the property valuations. The following general terms and conditions shall apply unless otherwise stated in the valuation report or engagement letter:

1 Scope of the valuation report

1.1 The object of the valuation covers, in the valuation report, the real property or the equivalent stated, with appurtenant rights and obligations in the form of easements, rights of way, community association and other rights or obligations stated in extracts from the Norwegian Land Register (Infoland/ The Norwegian Mapping Authority's Cadastre and Land Registry) pertaining to the object of the valuation.

1.2 The valuation report also covers, where applicable, fixtures and fittings of the property and fixtures and fittings of the building relating to the object of the valuation, however not industrial fixtures and fittings to an extent other than as set forth in the report.

1.3 Registered rights in respect of the property have been verified by means of an extract from the Norwegian Land Register. Since the information obtained from the Norwegian Land Register has been assumed to be accurate and complete, no further investigation has been conducted of the legal relations and rights of use. Legal relations beyond those set forth in the Norwegian Land Register have only been taken into account to the extent information thereon has been provided in writing by the client/owner or his representative. Other than as set forth in extracts from the Norwegian Land Register and information provided by the client/owner or his representative, it has been assumed that the object of the valuation is not encumbered by any unregistered easements, right of use agreements or any other agreements which limit, in any respect, the property owner's right to use the property and that the object of the valuation is not encumbered by onerous expenses, fees or other encumbrances. It has also been assumed that the object of the valuation is, in no respect, the subject of a dispute.

2 Assumptions for the valuation report

2.1 The information included in the valuation report has been obtained from sources which are deemed to be reliable. All information obtained from the client/owner or his representative and any holders of rights of rise has been assumed to be accurate. The information has only been verified through a general assessment of reasonableness. In addition, it has been assumed that no information of relevance to the valuation opinion has been omitted by the client/owner or his representative.

2.2 The land areas which form the basis of the valuation have been obtained from the client/owner or his representative. The valuer has relied on these land areas and has not measured them on site or on drawings, but the areas have been verified by means of an assessment of reasonableness. The areas have been assumed to be measured in accordance with the "Norwegian Standards" applicable from time to time.

2.3 As regards tenancies and leasehold conditions relating to land or other rights of use, the valuation opinion has, where applicable, been based on applicable leases of property and leases of land, and other rights of use agreements. Copies of these, or other documents, indicating relevant terms and conditions have been obtained from the client/owner or his representative.

2.4 It has been assumed that the object of the valuation complies with all requisite requirements from public authorities and terms and conditions applicable to the property, such as plans, etc., and has obtained all requisite permits from public authorities for its use in the manner stated in the report.

3 Environmental matters

3.1 The valuation opinion is conditional on land or buildings relating to the object of the valuation not being in need of an environmental clean-up and there being no form of environmental encumbrance.

3.2 In light of the provisions of 3.1, the valuer shall not be liable for any loss incurred by the client or a third party as a consequence of the inaccuracy of the valuation opinion due to the object of the valuation being in need of an environmental clean-up or there being any form of environmental encumbrance.

4 Inspection, technical condition

4.1 The physical condition of the facilities (buildings, etc.) as described in the report is based on an overall ocular inspection. The inspection conducted has not been of such a nature as to satisfy the seller's duty of disclosure or the buyer's duty. The object of the valuation is assumed to be in a condition and to be of the standard which the ocular inspection indicated at the time of the inspection.

4.2 The valuer assumes no liability whatsoever for any latent defects or circumstances which are not obvious on the property, under the ground or in the building and which might affect the value. No liability is assumed for:

- any matter which would require specialist expertise or special knowledge to discover,
- the functionality (freedom from defects) and/or the condition of fixtures of buildings, mechanical equipment, pipes or electrical components.

5 Liability

5.1 Any claims for damages arising from proven loss arising from any error in the valuation report must be made within one year from the date of the valuation (the date on which the valuation is signed). Any claims for damages arising must be dealt with under Norwegian law and handled by Norwegian court.

5.2 The maximum amount of damages payable by Newsec for proven loss arising from an error in the Valuation Report, any breach by Newsec of the terms of the assignment or any failure to perform the services in connection with this assignment with due care and skill, is in any case limited to the higher of forty (40) times the aggregate assignment fee and the total level of PI insurance cover Newsec has in place, where the fee is relating to the specific property and a specific valuation occurrence.

6 Validity of the valuation report

6.1 Depending on whether the factors influencing the market value of the object of the valuation change, the valuation opinion referred to in the report is only valid at the date of the valuation subject to the assumptions and reservations set forth in the report.

6.2 Future incoming payments and outgoing payments and growth in value as declared in the report, where applicable, have been made based on a scenario which, in the opinion of the valuer, reflects the future projections of the property market. The valuation opinion does not constitute any undertaking as regards actual future growth in cash flow and growth in value.

7 Use of the valuation report

7.1 The content of the valuation report and its appendices is the property of the client and shall be used in its entirety for the purpose set forth in the report.

7.2 Where the valuation report is used for legal matters, the valuer shall only be liable for direct and indirect loss which may affect the client provided that the report is used in accordance with 7.1. The valuer shall have no liability whatsoever for any loss incurred by any third party as a consequence of such third party having used the valuation report or information provided therein.

7.3 Prior to the valuation report or parts thereof being reproduced or referred to in any other written document, the valuation company must approve the content and the manner in which the report is to be referred to.

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APPENDIX E

APPLICATION FORM FOR THE RETAIL OFFERING

APPLICATION FORM FOR THE RETAIL OFFERING

General information: The terms and conditions for the Retail Offering are set out in the prospectus dated 16 April 2024 (the "**Prospectus**"), which has been issued by Public Property Invest ASA, with business registration number 921 563 108 (the "**Company**"), in connection with the initial public offering (the "**Offering**") of new shares in the Company (the "**New Shares**"), and the subsequent listing of the Company's shares on Oslo Børs, a stock exchange being part of Euronext and operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"). In addition, the Managers may elect to over-allot a number of additional Shares equalling up to 15% of the number of the New Shares allocated and sold in the Offering (the "**Additional Shares**").The New Shares and, unless the context indicates otherwise, the Additional Shares are referred to herein as the "**Offer Shares**". All capitalized terms not defined herein shall have the meaning as assigned to them in the Prospectus.

Application procedure: Norwegian applicants in the Retail Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.arctic.com/offerings, www.dnb.no/emisjoner, www.danskebank.no/PPI and https://www.nordea.com/en/issuances. Applications in the Retail Offering can also be made by using this Retail Application Form or electronically through the Nordnet webservice. Applications through the Nordnet webservice can be made at www.nordnet.no or www.nordnet.se. **This physical Retail Application Form must be correctly completed and submitted prior to expiry of the Application Period to one of the following application offices:**

Arctic Securities AS
P.O. Box 1833 Vika
0123 Oslo
Norway
Tel: +47 21 01 30 40
E-mail: subscription@arctic.com

DNB Markets, a part of DNB Bank ASA
P.O. Box 1600 Sentrum
0021 Oslo
Norway
Tel: +47 91 50 48 00
E-mail: retail@dnb.no

Danske Bank A/S, Norwegian branch
Attn: Business Excellence
P.O. Box 1170 Sentrum
0107 Oslo
Norway
Tel: +47 85 40 55 00
E-mail: Contact-PPI@danskebank.com

Nordea Bank Abp, filial i Norge
P.O. Box 1166 Sentrum
0107 Oslo
Norway
Tel: +47 24 01 34 62
E-mail: issuerservices.No@nordea.com

The applicant is responsible for the correctness of the information filled in on this Retail Application Form. Retail Application Forms that are incomplete or incorrectly completed, whether electronically or physically, or which are received after the expiry of the Application Period, may be disregarded without further notice to the applicant, as may applications that are unlawful.**Subject to any extensions of the Application Period, applications made through the VPS online application system and Nordnet webservice must be duly registered by 12:00 (CEST) on 25 April 2024,while applications made on this Retail Application Form must be received by one of the application offices within the same time.** None of the Company, any of the Managers nor Nordnet may be held responsible for postal delays or any other logistical or technical matters that may result in applications not being received on time or at all. Applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Retail Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by either of the application offices, or in the case of applications through the VPS online application system, upon registration of the application.Applications made through Nordnet can be amended up to 12:00 hours (CEST) on 25 April 2024, unless the Application Period is being extended. Following expiry of the Application Period, all applications received by Nordnet will be irrevocable and binding and cannot be withdrawn, cancelled or modified by the applicant.

Price of Offer Shares: The Company has, in consultation with the Managers, set an Indicative Price Range for the Offering from NOK 14.5 to NOK 21 per Offer Share. The final number of Offer Shares and the final Offer Price will be determined on the basis of the applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Retail Offering. The Indicative Price Range is non-binding and the Offer Price may be set within, below or above the Indicative Price Range. Applicants in the Retail Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on this Retail Application Form that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the Indicative Price Range (i.e. NOK 21 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Retail Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range. Applicants applying for Offer Shares through Nordnet will not be allowed to make this pricing reservation, and should the Offer Price be set above the Indicative Price Range, all applications made through Nordnet will be disregarded without further notice to the applicant. One or multiple applications from the same applicant in the Retail Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999.

Allocation, payment and delivery of Offer Shares: In the Retail Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. DNB Markets, a part of DNB Bank ASA ("**DNB Markets**"), acting as settlement agent for the Retail Offering, expects to issue notifications of allocation of Offer Shares in the Retail Offering on or around 26 April 2024. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact either of the application offices listed above on or around 26 April 2024 during business hours. Applicants who have access to investor services through with the VPS for the registration of holdings of securities ("**VPS account**") should be able to see how many Offer Shares they have been allocated from on or around 26 April 2024. Applicants who have applied for Offer Shares through Nordnet should be able to see how many Offer Shares they have been allocated at their account in Nordnet on or about 26 April 2024. In registering an application through the VPS online application system or by completing a Retail Application Form, each applicant in the Retail Offering will give an irrevocable authorization to DNB Markets (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on this Retail Application Form. Accounts will be debited on or around 29 April 2024 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 26 April 2024. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date. To ensure that applicants applying for Offer Shares through Nordnet do not lose their right to any allotment, such applicants must have sufficient funds available in their account from 12:00 hours (CEST) on 25 April 2024 until 23:59 hours (CEST) on the Payment Date, i.e. 29 April 2024. For applicants who are allocated shares in the Retail Offering, who are Nordnet customers in Sweden and already have an investment savings account at Nordnet, Nordnet will purchase the equivalent number of Offer Shares in the Offering and resell such Offer Shares to the customer at a price equal to the final Offer Price. Further details and instructions will be set out in the allocation notes to the applicant to be issued on or around 26 April 2024, or can be obtained by contacting the Managers or Nordnet (depending on where the application was made). Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue and other terms will apply as set out under the heading "overdue and missing payment" below. DNB Markets (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 29 April 2024 if there are insufficient funds on the relevant account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Managers may enforce payment of any such amount outstanding. Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Retail Offering is expected to take place on or around 30 April 2024 through the facilities of the VPS.

Guidelines for the applicant: Please refer to the second page of this Retail Application Form for further application guidelines.

Applicant's VPS account (12 digits):	**I/we apply for Offer Shares for a total of NOK (minimum NOK 10,500 and maximum NOK 1,999,999):**	**Applicant's bank account to be debited (11 digits):**
OFFER PRICE: My/our application is conditional upon the final Offer Price not being set above the Indicative Price Range (insert cross): (*must only be completed if the application is conditional upon the final Offer Price not being set above the Indicative Price Range*)		

I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Retail Application Form and in the Prospectus, (ii) authorize and instruct each of the Managers (or someone appointed by any of them) acting jointly or severally to take all actions required to purchase and/or subscribe the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Retail Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorize DNB Markets to debit my/our bank account as set out in this Retail Application Form for the amount payable for the Offer Shares allocated to me/us, and (iv) confirm and warrant to have read the Prospectus and that I/we are aware of the risks associated with an investment in the Offer Shares and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.

Date and place*:	**Binding signature****

** Must be dated during the Application Period.*
*** The applicant must be of legal age. If the Retail Application Form is signed by proxy, documentary evidence of authority to sign must be attached in the form of a power of attorney or company registration certificate.*

DETAILS OF THE APPLICANT — ALL FIELDS MUST BE COMPLETED	
First name:	Surname/ Company name:
Address (for companies: registered business address):	Zip code and city:
Identity number (11 digits) / business registration number (9 digits):	Nationality:
Telephone number:	E-mail address:
Legal Entity Identifier (LEI) / National Client Identifier (NCI):	

Please note: if the Retail Application Form is sent to the Managers by e-mail, the e-mail will be unsecured unless the applicant itself takes measures to secure it. The Retail Application Form may contain sensitive information, including national identification numbers, and the Managers recommend the applicant to send the Retail Application Form to the Managers in a secured e-mail. **Please refer to the second page of this Retail Application Form for further information on the Managers' processing of personal data.**

GUIDELINES FOR THE APPLICANT

THIS RETAIL APPLICATION FORM IS NOTOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES"), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. PLEASE SEE "SELLING RESTRICTIONS" BELOW.

Regulatory issues: Legislation passed throughout the European Economic Area (the "**EEA**") pursuant to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("**MiFID II**") implemented in the Norwegian Securities Trading Act, imposes requirements on intermediaries in securities markets. In this respect, the Managers must categorize all new clients in one of three categories: Eligible counterparties, Professional clients and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of one of the Managers will be categorized as Non-professional clients. The applicant can by written request to the Managers ask to be categorized as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act and ancillary regulations. For further information about the categorization, the applicant may contact either of the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of aninvestment in the Company.

Target market: The target market for the Offering and the Offer Shares is non-professional, professional and other eligible counterparties. Negative target market: An investment in the Offer Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.

Execution only: As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information Exchange: The applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Financial Undertakings Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of the Managers as well as between the Managers and the other entities in the Managers' respective groups. This may entail that other employees of the Managers or the Managers' respective groups may have information that may be relevant to the subscriber, but which the Managers will not have access to in their capacity as Managers for the Retail Offering.

Information barriers: The Managers are securities firms offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers known as "Chinese walls". The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such Chinese walls.

VPS account and anti-money laundering procedures: The Retail Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulation of 14 September 2018 no. 1324 (collectively, the "**Anti-Money Laundering Legislation**"). Applicants who are not registered as existing customers of one of the Managers must verify their identity to the Managers in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period may not be allocated Offer Shares. To participate in the Offering, each applicant must have a VPS account. The VPS account number must be stated when registering an application through the VPS online application system or on the Retail Application Form for the Retail Offering. VPS accounts can be established with authorized VPS registrars, which can be Norwegian banks, authorized investment firms in Norway and Norwegian branches of credit institutions established within the EEA. Non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Norwegian Ministry of Finance.

Selling restrictions: The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 18 "Selling and Transfer Restrictions" in the Prospectus. The Company does not assume any responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. In the Retail Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act.

The Company has not authorized any offer to the public of its securities in any Member State of the EEA other than Norway. With respect to each Member State of the EEA other than Norway which has implemented the EU Prospectus Regulation (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any offers outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.

Stabilisation: The Stabilisation Manager (DNB Markets), or its agents, on behalf of the Managers, may, upon exercise of the Borrowing Option, from the first day of the Listing effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the commencement of trading in the Shares on the Oslo Stock Exchange.

Personal data: The applicant confirms that it has been provided information regarding the Managers' processing of personal data, and that it is informed that the Managers will process the applicant's personal data in order to manage and carry out the Offering and the application from the applicant, and to comply with statutory requirements.

The data controllers who are responsible for the processing of personal data are the Managers. The processing of personal data is necessary in order to fulfil the application and to meet legal obligations. The Norwegian Securities Trading Act and the Norwegian Money Laundering Act require that the Managers process and store information about clients and trades, and control and document activities. The applicant's data will be processed confidentially, but if it is necessary in relation to the aforementioned purposes or obligations, the personal data may be shared between the Managers, with the company(ies) participating in the Offering, with companies within the Managers' groups, VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If the Managers transfer personal data to countries outside the EEA, that have not been approved by the EU Commission, the Managers will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the applicants have several legal rights. This includes i.e. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the applicants will have the right to impose restrictions on the processing or demand that the information is deleted. The applicants may also complain to a supervisory authority if they find that the Managers' processing is in breach of the applicable laws. Supplementary information on processing of personal data and the applicants' rights can be found at the Managers' websites.

Investment decisions based on full Prospectus: Investors must neither accept any offer for, nor acquire any Offer Shares, on any other basis than on the complete Prospectus.

Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply:

1) The service "Payment by direct debiting — securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.

2) Costs related to the use of "Payment by direct debiting — securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.

3) The authorization for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.

4) In case of withdrawal of the authorization for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.

5) The payer cannot authorize for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.

6) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorization for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorization has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.

7) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 12.50% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding.

APPENDIX F

APPLICATION FORM FOR THE EXISTING SHAREHOLDERS OFFERING

APPLICATION FORM FOR THE EXISTING SHAREHOLDERS OFFERING

General information: The terms and conditions for the Existing Shareholders Offering are set out in the prospectus dated 16 April 2024 (the "**Prospectus**"), which has been issued by Public Property Invest ASA, with business registration number 921 563 108 (the "**Company**"), in connection with the initial public offering (the "**Offering**") of new shares in the Company (the "**New Shares**"), and the subsequent listing of the Company's shares on Oslo Børs, a stock exchange being part of Euronext and operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"). In addition, the Managers may elect to over-allot a number of additional Shares equalling up to 15% of the number of the New Shares allocated and sold in the Offering (the "**Additional Shares**").The New Shares and, unless the context indicates otherwise, the Additional Shares are referred to herein as the "**Offer Shares**". All capitalized terms not defined herein shall have the meaning as assigned to them in the Prospectus.

Application procedure: Norwegian applicants in the Existing Shareholders Offering who are residents of Norway with a Norwegian personal identification number are recommended to apply for Offer Shares through the VPS online application system by following the link to such online application system on the following websites: www.arctic.com/offerings, www.dnb.no/emisjoner, www.danskebank.no/PPI and https://www.nordea.com/en/issuances. **This physical Existing Shareholders Application Form must be correctly completed and submitted prior to expiry of the Application Period to one of the following application offices:**

Arctic Securities AS
P.O. Box 1833 Vika
0123 Oslo
Norway
Tel: +47 21 01 30 40
E-mail: subscription@arctic.com

DNB Markets, a part of DNB Bank ASA
P.O. Box 1600 Sentrum
0021 Oslo
Norway
Tel: +47 91 50 48 00
E-mail: retail@dnb.no

Danske Bank A/S, Norwegian branch
Attn: Business Excellence
P.O. Box 1170 Sentrum
0107 Oslo
Norway
Tel: +47 85 40 55 00
E-mail: Contact-PPI@danskebank.com

Nordea Bank Abp, filial i Norge
P.O. Box 1166 Sentrum
0107 Oslo
Norway
Tel: +47 24 01 34 62
E-mail: issuerservices.No@nordea.com

The applicant is responsible for the correctness of the information filled in on this Existing Shareholders Application Form. Existing Shareholders Application Forms that are incomplete or incorrectly completed, whether electronically or physically, or which are received after the expiry of the Application Period, may be disregarded without further notice to the applicant, as may applications that are unlawful.**Subject to any extensions of the Application Period, applications made through the VPS online application system must be duly registered by 12:00 (CEST) on 25 April 2024, while applications made on this Existing Shareholders Application Form must be received by one of the application offices within the same time**. None of the Company nor any of the Managers may be held responsible for postal delays, internet lines or servers or any other logistical or technical matters that may result in applications not being received on time or at all. Applications made in the Existing Shareholders Offering will be irrevocable and binding upon receipt of a duly completed Existing Shareholders Application Form, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by either of the application offices, or in the case of applications through the VPS online application system, upon registration of the application.

Price of Offer Shares: The Company has, in consultation with the Managers, set an Indicative Price Range for the Offering from NOK 14.5 to NOK 21 per Offer Share. The final number of Offer Shares and the final Offer Price will be determined on the basis of the applications received and not withdrawn in the Institutional Offering during the Bookbuilding Period and the number of applications received in the Existing Shareholders Offering. The Indicative Price Range is non-binding and the Offer Price may be set within, below or above the Indicative Price Range. Applicants in the Existing Shareholders Offering will be permitted, but not required, to indicate when ordering through the VPS online application system or on this Existing Shareholders Application Form that the applicant does not wish to be allocated Offer Shares should the Offer Price be set higher than the highest price in the IndicativePrice Range (i.e. NOK 21 per Offer Share). If the applicant does so, the applicant will not be allocated any Offer Shares in the event that the Offer Price is set higher than the highest price in the Indicative Price Range. If the applicant does not expressly stipulate such reservation when ordering through the VPS online application system or on the Existing Shareholders Application Form, the application will be binding regardless of whether the Offer Price is set within or above (or below) the Indicative Price Range. One or multiple applications from the same applicant in the Existing Shareholders Offering with a total application amount in excess of NOK 1,999,999 will be adjusted downwards to an application amount of NOK 1,999,999.

Allocation, payment and delivery of Offer Shares: In the Existing Shareholders Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 per applicant provided, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. DNB Markets, a part of DNB Bank ASA ("**DNB Markets**"), acting as settlement agent for the Existing Shareholders Offering, expects to issue notifications of allocation of Offer Shares in the Existing Shareholders Offering on or around 26 April 2024 by issuing allocation notes to the applicants by mail or otherwise. Any applicant wishing to know the precise number of Offer Shares allocated to it may contact either of the application offices listed above on or around 26 April 2024 during business hours. Applicants who have access to investor services through an institution that operates the applicant's account with the VPS for the registration of holdings of securities ("**VPS account**") should be able to see how many Offer Shares they have been allocated from on or around 26 April 2024. In registering an application through the VPS online application system or by completing a Existing Shareholders Application Form, each applicant in the Existing Shareholders Offering will give an irrevocable authorization to DNB Markets (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's bank account number must be stipulated on the VPS online application or on this Existing Shareholders Application Form. Accounts will be debited on or around 29 April 2024 (the "**Payment Date**"), and there must be sufficient funds in the stated bank account from and including 26 April 2024. Applicants who do not have a Norwegian bank account must ensure that payment for the allocated Offer Shares is made on or before the Payment Date. Further details and instructions will be set out in the allocation notes to the applicant to be issued on or around 26 April 2024, or can be obtained by contacting the Managers (depending on where the application was made). Should any applicant have insufficient funds on his or her account, or should payment be delayed for any reason, or if it is not possible to debit the account, interest will accrue and other terms will apply as set out under the heading "overdue and missing payment" below. DNB Markets (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 29 April 2024 if there are insufficient funds on the relevant account on the Payment Date. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit there from). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Managers may enforce payment of any such amount outstanding. Subject to timely payment by the applicant, delivery of the Offer Shares allocated in the Existing Shareholders Offering is expected to take place on or around 30 April 2024 through the facilities of the VPS.

Guidelines for the applicant: Please refer to the second page of this Existing Shareholders Application Form for further application guidelines.

Applicant's VPS account (12 digits):	**I/we apply for Offer Shares for a total of NOK (minimum NOK 10,500 and maximum NOK 1,999,999):**	**Applicant's bank account to be debited (11 digits):**	
OFFER PRICE: My/our application is conditional upon the final Offer Price not being set above the Indicative Price Range (insert cross): (*must only be completed if the application is conditional upon the final Offer Price not being set above the Indicative Price Range*)			

I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Existing Shareholders Application Form and in the Prospectus, (ii) authorize and instruct each of the Managers (or someone appointed by any of them) acting jointly or severally to take all actions required to purchase and/or subscribe the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Existing Shareholders Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorize DNB Markets to debit my/our bank account as set out in this Existing Shareholders Application Form for the amount payable for the Offer Shares allocated to me/us, and (iv) confirm and warrant to have read the Prospectus and that I/we are aware of the risks associated with an investment in the Offer Shares and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.

Date and place*:	**Binding signature****

** Must be dated during the Application Period.*
*** The applicant must be of legal age. If the Existing Shareholders Application Form is signed by proxy, documentary evidence of authority to sign must be attached in the form of a power of attorney or company registration certificate.*

DETAILS OF THE APPLICANT — ALL FIELDS MUST BE COMPLETED	
First name:	Surname/ Company name:
Address (for companies: registered business address):	Zip code and city:
Identity number (11 digits) / business registration number (9 digits):	Nationality:
Telephone number:	E-mail address:
Legal Entity Identifier (LEI) / National Client Identifier (NCI):	

Please note: if the Existing Shareholders Application Form is sent to the Managers by e-mail, the e-mail will be unsecured unless the applicant itself takes measures to secure it. The Existing Shareholders Application Form may contain sensitive information, including national identification numbers, and the Managers recommend the applicant to send the Existing Shareholders Application Form to the Managers in a secured e-mail. **Please refer to the second page of this Existing Shareholders Application Form for further information on the Managers' processing of personal data.**

GUIDELINES FOR THE APPLICANT

THIS EXISTING SHAREHOLDERS APPLICATION FORM IS NOTOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES"), AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. PLEASE SEE "SELLING RESTRICTIONS" BELOW.

Regulatory issues: Legislation passed throughout the European Economic Area (the "**EEA**") pursuant to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("**MiFID II**") implemented in the Norwegian Securities Trading Act, imposes requirements on intermediaries in securities markets. In this respect, the Managers must categorize all new clients in one of three categories: Eligible counterparties, Professional clients and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of one of the Managers will be categorized as Non-professional clients. The applicant can by written request to the Managers ask to be categorized as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act and ancillary regulations. For further information about the categorization, the applicant may contact either of the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of aninvestment in the Company.

Target market: The target market for the Offering and the Offer Shares is non-professional, professional and other eligible counterparties. Negative target market: An investment in the Offer Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.

Execution only: As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information Exchange: The applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Financial Undertakings Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of the Managers as well as between the Managers and the other entities in the Managers' respective groups. This may entail that other employees of the Managers or the Managers' respective groups may have information that may be relevant to the subscriber, but which the Managers will not have access to in their capacity as Managers for the Existing Shareholders Offering.

Information barriers: The Managers are securities firms offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers known as "Chinese walls". The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such Chinese walls.

VPS account and anti-money laundering procedures: The Existing Shareholders Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 1 June 2018 no. 23 and the Norwegian Money Laundering Regulation of 14 September 2018 no. 1324 (collectively, the "**Anti-Money Laundering Legislation**"). Applicants who are not registered as existing customers of one of the Managers must verify their identity to the Managers in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period may not be allocated Offer Shares. To participate in the Offering, each applicant must have a VPS account. The VPS account number must be stated when registering an application through the VPS online application system or on the Existing Shareholders Offering Application Form for the Existing Shareholders Offering. VPS accounts can be established with authorized VPS registrars, which can be Norwegian banks, authorized investment firms in Norway and Norwegian branches of credit institutions established within the EEA. Non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Norwegian Ministry of Finance.

Selling restrictions: The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 18 "Selling and Transfer Restrictions" in the Prospectus. The Company does not assume any responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. In the Existing Shareholders Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act.

The Company has not authorized any offer to the public of its securities in any Member State of the EEA other than Norway. With respect to each Member State of the EEA other than Norway which has implemented the EU Prospectus Regulation (each, a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any offers outside Norway will only be made in circumstances where there is no obligation to produce a prospectus.

Stabilisation: The Stabilisation Manager (DNB Markets), or its agents, on behalf of the Managers, may, upon exercise of the Borrowing Option, from the first day of the Listing effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the commencement of trading in the Shares on the Oslo Stock Exchange.

Personal data: The applicant confirms that it has been provided information regarding the Managers' processing of personal data, and that it is informed that the Managers will process the applicant's personal data in order to manage and carry out the Offering and the application from the applicant, and to comply with statutory requirements.

The data controllers who are responsible for the processing of personal data are the Managers. The processing of personal data is necessary in order to fulfil the application and to meet legal obligations. The Norwegian Securities Trading Act and the Norwegian Money Laundering Act require that the Managers process and store information about clients and trades, and control and document activities. The applicant's data will be processed confidentially, but if it is necessary in relation to the aforementioned purposes or obligations, the personal data may be shared between the Managers, with the company(ies) participating in the Offering, with companies within the Managers' groups, VPS, stock exchanges and/or public authorities. The personal data will be processed as long as necessary for the purposes, and will subsequently be deleted unless there is a statutory duty to keep it.

If the Managers transfer personal data to countries outside the EEA, that have not been approved by the EU Commission, the Managers will make sure the transfer takes place in accordance with the legal mechanisms protecting the personal data, for example the EU Standard Contractual Clauses.

As a data subject, the applicants have several legal rights. This includes i.e. the right to access its personal data, and a right to request that incorrect information is corrected. In certain instances, the applicants will have the right to impose restrictions on the processing or demand that the information is deleted. The applicants may also complain to a supervisory authority if they find that the Managers' processing is in breach of the applicable laws. Supplementary information on processing of personal data and the applicants' rights can be found at the Managers' websites.

Investment decisions based on full Prospectus: Investors must neither accept any offer for, nor acquire any Offer Shares, on any other basis than on the complete Prospectus.

Terms and conditions for payment by direct debiting - securities trading: Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply:

1) The service "Payment by direct debiting — securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.

2) Costs related to the use of "Payment by direct debiting — securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.

3) The authorization for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.

4) In case of withdrawal of the authorization for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.

5) The payer cannot authorize for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.

6) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorization for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorization has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.

7) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

Overdue and missing payments: Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 12.50% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company and/or the Managers may enforce payment of any such amount outstanding.

Registered office and advisors

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Joint Global Coordinators

Arctic Securities AS
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Legal Adviser to the Company

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