

The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction (including without limitation Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland) or the United States in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Norwegian law. For further information, please see section entitled “Important notice” and “Notice for U.S. shareholders” below.



## Press release

Gothenburg, November 26, 2020

# Castellum invites Entra to join forces through Castellum making a share exchange and cash offer to Entra's shareholders

**The Board of Directors of Castellum Aktiebolag (publ) (“Castellum”) today announces its intention to launch a share exchange and cash offer to Entra's shareholders (the “Offer”) representing a premium of 30.8% to Entra's volume weighted average share price for the 3-month period ending November 23, 2020. The proposed combination is expected to create substantial value for all shareholders in the combined company through the creation of the leading Nordic commercial real estate platform, with an aim to establish the most sustainable property company in Europe, while preserving the top-class corporate governance structures that both Castellum and Entra enjoy today.**

The total offer consideration consists of a combination of newly issued shares in Castellum and cash for Entra shares. Castellum is offering to each eligible Entra shareholder 13 newly issued Castellum shares for every 20 shares in Entra and NOK 25.68 in cash per share in Entra (the “**Base Case Consideration**”), valuing each Entra share at NOK 170.86 at announcement of the offer<sup>1</sup>, based on the last undisturbed trading price of the Castellum share on Nasdaq Stockholm on November 23, 2020. In aggregate, a total of up to 108,635,836 Castellum shares will be issued, and a total of up to NOK 4,292,721,751.45 will be paid in cash as consideration for Entra shares.

As an alternative to the Base Case Consideration, Castellum is offering eligible Entra shareholders a mix & match facility, through which each eligible Entra shareholder is, subject to the restrictions set out below, given the possibility to elect, either:

- a) to receive as much cash consideration as possible (in addition to the default cash consideration of NOK 25.68 per share in Entra), and thus as few newly issued Castellum shares as possible; or
- b) to receive as many newly issued Castellum shares as possible (in addition to the default share entitlement of 13 newly issued Castellum shares for every 20 shares in Entra), and thus as little cash consideration as possible.

The relative proportion of the consideration in terms of newly issued Castellum shares and cash will not be varied as a result of elections made under the mix & match facility. In order for individual shareholders in Entra to receive a higher proportion of a certain requested consideration alternative under the mix & match facility, other shareholders must have made

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<sup>1</sup> Based on Castellum share price at closing on November 23, 2020, of SEK 213.40. SEK/NOK FX rate of 1.0466 applied (source: Norges Bank).

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the reverse elections to a corresponding extent. If no elections are made under the mix & match facility, the Entra shares tendered will be tendered for the Base Case Consideration. If tenders made by Entra shareholders under the mix & match facility are not fully matched, they will be scaled down on a pro rata basis in relation to the number of shares tendered by the respective shareholder.

The Castellum shares to be offered as consideration in the Offer will be ordinary shares of Castellum, to be issued as new shares in the share class of Castellum shares already listed on Nasdaq Stockholm (to be delivered as “depository receipts” in the VPS, as further described below). Castellum has only one class of shares, and all shares in the company have equal rights in the company, including economic participation and voting rights.

Castellum intends to apply for a secondary listing of its shares on Oslo Børs (the “**Oslo Stock Exchange**”) in connection with the Offer (the “**Listing**”). The consideration shares are expected to be delivered to accepting Entra shareholders in the form of “depository receipts” through the facilities of Verdivapirsentralen ASA (“**VPS**”) based on a registrar agreement with a depository bank, as is customary for non-Norwegian companies to enable trading on the Oslo Stock Exchange.

Castellum has acquired 15,000,000 shares in Entra at NOK 169 per Entra share in cash from The Norwegian State, represented by the Ministry of Trade, Industries and Fisheries (“**NMTIF**”), equal to 8.24% of Entra’s issued and outstanding shares. Subject to the agreed terms and conditions, Castellum shall compensate NMTIF for any higher amount offered by Castellum in a mandatory offer or squeeze-out as a result of the completion of the Offer. Following such acquisition, Castellum owns 15,000,000 shares in Entra, equalling 8.24% of the total issued and outstanding shares in Entra.

### **Key Offer highlights:**

- At announcement, the Offer values each Entra share at NOK 170.86, based on the last undisturbed trading price of the Castellum share on Nasdaq Stockholm on November 23, 2020
- Based on the value at announcement of NOK 170.86, the Offer represents a premium of:
  - **18.9%** to Entra’s undisturbed closing share price as of November 23, 2020
  - **30.8%** to Entra’s volume weighted average share price for the 3-month period ending November 23, 2020
  - **5.5%** to Entra’s reported Q3 2020 EPRA NRV<sup>2</sup>
- Castellum’s largest shareholder, Rutger Arnhult, through M2 Asset Management, representing approximately 15% of the issued and outstanding shares in Castellum, has undertaken to vote for approval by an Extraordinary General Meeting in Castellum, to be held on or around December 21, 2020 (the “**EGM**”), of an authorization for the Board of Directors of Castellum to resolve to issue shares to be paid as consideration in the Offer

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<sup>2</sup> EPRA Net Reinstatement Value, defined as Equity as recognised in the balance sheet, adjusted for interest rate swaps, goodwill relating to deferred tax, and deferred tax in its entirety.

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- Furthermore, existing shareholders in Castellum, including but not limited to, APG Asset Management, Corem Property Group AB and Lannebo Fonder, altogether representing approximately 20% of the issued and outstanding shares in Castellum, have voiced their support for the transaction and their intention to vote for approval by the EGM of an authorization for the Board of Directors of Castellum to resolve to issue shares to be paid as consideration in the Offer
- In addition, Castellum has spoken to a number of its other major shareholders who have also voiced their support for the transaction
- The completion of the Offer is not conditioned on financing, due diligence or any anti-trust approvals, and the Offer is expected to be capable of being completed in Q1 2021
- In connection with the Offer, Castellum intends to apply for the Listing. The Listing is expected to take place on or about the same time as settlement of the Offer, and is subject to inter alia approval by the Oslo Stock Exchange and other applicable regulatory authorities, fulfilment of Listing conditions and completion of the Offer

Henrik Saxborn, CEO of Castellum, comments: *“It is my strongest conviction that the combination of Castellum and Entra will create a truly unique property company – the strongest and largest listed player in the Nordics with the capacity to be a clear market leader across a multitude of important areas. The company will be the largest developer of office space in the Nordics and will be the leader in sustainability and PropTech, harnessing the achievements that Castellum and Entra have delivered independently to date. By joining forces we will create the platform necessary to secure a leading position in the Nordic and European property markets which will benefit shareholders, tenants, employees and other key stakeholders.”*

### **Rationale for the proposed combination**

The combination of Castellum and Entra will create a new Nordic region champion that will feature the largest institutional grade asset portfolio, a highly resilient and low-risk tenant roster with a large proportion of public sector tenants, one of the strongest balance sheets in the commercial real estate sector, strong growth prospects through the combined development pipelines, and a joint capacity to source new investment opportunities across the entire Nordic region. The combination will also create a front runner on sustainability topics for the European property sector; both Castellum and Entra today have implemented and recognised sustainability engagements with strong ambitions and the combined company will continue to uphold these targets.

The combined company will have strong positions in all major markets in the Nordics and have a well-diversified, future-proof portfolio with sizeable assets and significant progress made on sustainability initiatives. In a post-COVID world, the low-risk, highly-sustainable nature, and interesting and large development portfolio of the combined business are expected to generate attractive risk-adjusted returns for all shareholders. Sweden and Norway will become the largest markets for the combined company with further long-term growth ambitions in both countries, and this would also form the backbone for further balanced expansion in the Nordic region.

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The combination is expected to further enhance the combined company’s position in the capital markets. The combined company will strengthen its position as an attractive company in the listed Nordic real estate sector, reflecting its improved scale, balance sheet strength, stock liquidity, corporate governance and sustainability, as well as PropTech capabilities. It is expected to rank as the #5 largest constituent in the EPRA Europe index, the #4 largest office company in Europe, the #1 largest commercial real estate company in the Nordic region, in terms of Gross Asset Value (“**GAV**”), and the #1 developer of office space in the Nordics.

The combination is expected to have a positive financial effect on the companies. The combined company is committed to retaining the conservative financial policy approach embedded in Castellum and Entra. The maximum loan-to-value target is expected to be maintained at 50% and it is expected that actual leverage upon completion of the transaction will be materially below this threshold.

The integration of Castellum and Entra will be aided by the strategically complimentary property portfolio footprint, and a joint focus on corporate governance, sustainability and PropTech across both companies.

The proposed combination is expected to create value for shareholders in both Entra and Castellum stemming from both improved earnings potential and realization of tangible cost synergies: run-rate cost synergies of up to SEK 150 million per annum are expected.

### **Key terms for launch and completion of the Offer**

The Offer will be made in accordance with the Norwegian Securities Trading Act Chapter 6 pertaining to voluntary tender offers (Nw: *frivillig tilbud*) pursuant to an offer document that shall be approved by the Oslo Stock Exchange (the “**Offer Document**”). The Offer Document will include all terms and conditions of the Offer. The Offer may only be accepted on the basis of the Offer Document.

The making of the Offer through the Offer Document to eligible Entra shareholders, and consequently the proposed combination, is subject to conditions (to be fulfilled or waived by Castellum in its sole discretion), including: (1) that the Offer Document is approved by the Oslo Stock Exchange, (2) no material adverse change in Entra having occurred, (3) Entra conducting its business in the ordinary course, (4) no change to the corporate structure or share capital of Entra, no dividends or other distributions to Entra shareholders and no issuance of shares or any financial instruments giving a right to subscribe for shares in Entra, and (5) Entra not taking any actions or abstaining from any actions that could materially affect the Offer or the consummation of the Offer.

The initial acceptance period in the Offer will commence following publication of the Offer Document and is expected to last for 20 business days, subject to any amendments by Castellum.

Completion of the Offer will be subject to certain conditions pursuant to be set out and further specified in the Offer Document, including customary closing conditions such as: (1) valid acceptance of the Offer by eligible Entra shareholders of more than 90% of the issued and outstanding shares and voting rights in Entra on a fully diluted basis (including shares in Entra owned by Castellum), (2) approval by an Extraordinary General Meeting in Castellum of necessary corporate resolutions in Castellum for the issue of Castellum shares (to enable Castellum to pay consideration of the Offer consisting of shares in Castellum), (3) regulatory

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approvals, including by the Oslo Stock Exchange, of the Listing and fulfilment of Listing conditions, (4) obtaining any required regulatory approval or completion of any waiting periods, (5) no material adverse change in Entra having occurred, (6) Entra conducting its business in the ordinary course, (7) no change to the corporate structure or share capital of Entra, no dividends or other distributions to Entra shareholders and no issuance of shares or any financial instruments giving a right to subscribe for shares in Entra, (8) no governmental interference hindering consummation of the Offer in accordance with its terms, and (9) Entra not taking any actions or abstaining from any actions that could materially affect the Offer or the consummation of the Offer. Castellum reserves the right, in its sole discretion, to waive any of the conditions for completion of the Offer.

Barring unforeseen circumstances or any extensions of the acceptance period of the Offer, and fulfilment of the conditions for completion of the Offer, it is expected that the Offer will be completed in Q1 2021. On or about the same time, it is expected that the shares of Castellum (in the form of “depository receipts”) will commence trading on the Oslo Stock Exchange, including the shares (in the form of “depository receipts”) issued to eligible Entra shareholders who have accepted the Offer.

As of the date hereof, Castellum has 277,262,911 shares outstanding and Entra has 182,132,055 shares outstanding (of which 15,000,000 are already owned by Castellum). Assuming the Offer is accepted in full, Castellum would have 385,898,747 shares issued and outstanding following completion of the Offer and Entra shareholders would own approx. 28.2% per cent of the outstanding shares in the combined company.

### **Extraordinary General Meeting of Castellum**

The issuance of Castellum shares to be paid as consideration in the Offer is subject to approval by the EGM authorizing the Board of Directors to resolve on new share issues. The Board of Directors hence intend to call an Extraordinary General Meeting in Castellum, to be held on or around December 21, 2020. The largest shareholder in Castellum, Rutger Arnhult (through M2 Asset Management), representing approx. 15% of the issued and outstanding shares in Castellum, has undertaken to vote for approval of an authorization for the Board of Directors of Castellum to resolve to issue shares to be paid as consideration in the Offer at the EGM. Additional shareholders including but not limited to, APG Asset Management, Corem Property Group AB and Lannebo Fonder, representing in aggregate approximately 20% of the issued and outstanding shares in Castellum, have voiced their support for the transaction.

For further information on the EGM, please refer to the summons which will be published by way of a separate press release.

### **Financing**

The Offer is not subject to any financing condition. The Offer, in regard to the total cash consideration payable under the Offer, is fully financed by Castellum’s cash on hand and a new bridge facility arranged by J.P. Morgan Securities plc (“**J.P. Morgan**”) and Danske Bank. The conditions to drawdown are usual and customary for a facility of this type.

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## **Castellum in brief**

Castellum is one of the largest listed real estate companies in Sweden in terms of GAV with a SEK98bn GAV real estate portfolio that is owned and managed under the Castellum brand through a decentralised organization with strong local presence in 17 growth regions across Sweden, as well as in Copenhagen and in Helsinki.

Castellum seeks long term stability in its operating performance and has designed its corporate strategy and the way it does business to reflect this. Castellum’s tenants include a spectrum of Swedish and international enterprises across various industries and its rental exposure is well diversified across rental contracts.

Castellum owns a diversified commercial property portfolio with a majority in the office sector (71%, of which 24% have government tenants) and strong positions in the attractive logistics property segment (17%) as well as a co-working offering, providing flexibility in the office product through the subsidiary United Spaces. In addition, Castellum is one of Sweden’s most prominent property developers. The company’s prudent economic growth model is based on development on the basis of customer requirements as well as market possibilities. Castellum actively manages the evolution of its real estate portfolio to generate steady income and long-term value growth, through acquisitions, new constructions, expansions and refurbishment. The strategy is to invest approximately 5% of the property portfolio value per year, corresponding to approximately SEK 5 billion today. This makes Castellum a growing company, and a natural development partner in each local market.

Castellum operates with a conservative financial profile, meaning a loan-to-value ratio that shall not exceed 50%. The current loan-to-value ratio (per September 30, 2020) is 43%. Castellum has a financial target of increasing income from property management per share by 10% annually.

Castellum has consistently delivered increased income from property management and increased dividends to shareholders over the past 23 years. The total return to shareholders over the past 10 years is approx. 14% per year.

As a community builder, sustainability has always been at the top of the agenda and part of the operations at Castellum. As a result, Castellum is today one of the most sustainable property companies in the world, being recognised as a global leader by the Global Real Estate Sustainability Benchmark and being the only Nordic real estate company admitted to the Dow Jones Sustainability Index. Sustainability initiatives are fully integrated into its operations and are ingrained in the ownership, management and development of its property portfolio as well as its customer relations, employees and financing. Castellum strives to do its utmost to embed sustainability as a core pillar in the way it operates and does business.

## **Entra in brief**

Entra is a leading owner, manager and developer of office properties in Norway. Entra is focused on centrally located, high quality, environment friendly properties in the largest cities in Norway; Oslo, Bergen, Stavanger and Trondheim. As of September 30, 2020, Entra owned and managed approximately 1.3 million square metres in 90 properties, and the property portfolio had a GAV of NOK 52 billion.

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The portfolio is let to solid tenants of which around 60% are from the public sector. The tenant structure is diversified and characterised by long leases with an average duration of 6.9 years. Entra has a long track record of maintaining an occupancy ratio above 95%.

Entra’s strategic focus areas are profitable growth, high customer satisfaction and environmental leadership. Entra has a solid track record of portfolio growth and value creation and has grown both its NAV and cash earnings with an annual growth rate of 12% since 2015. In the same period, Entra completed 18 development projects with an average value uplift at completion of 28% to the total project cost, and divested primarily non-core assets with a value of more than NOK 7 billion. Entra has a conservative financial profile compared to most Nordic real estate companies, with a current loan-to-value ratio of 39.5%.

Entra works actively on maintaining good relationships with its tenants in order to achieve high customer satisfaction and to maximise lease renewal rates. In 2020, Entra again achieved an exceptionally high customer satisfaction score of 87 versus an industry average of 81 according to the Norwegian tenant index.

Entra operates its business in a sustainable manner and is an environmental leader within its industry. Entra has developed several state-of-the art environmental buildings and more than 50 % of the portfolio is BREEAM certified.

### **The combined company**

The combination of Castellum and Entra will bring together two strong organizations with tremendous managerial, operational and leadership capabilities. Preserving the combined track record of consistent performance, commitment to operational excellence and a shared culture of continuous improvement is crucial to the success of the combination. The combined company will be led by the CEO of Castellum, Henrik Saxborn. The combined organisation is expected to harness the heritage of Entra’s culture and the Entra brand with the existing Entra management team continuing to lead Entra from a strong regional hub in Oslo to form the base for the combined company’s continued investment and portfolio expansion objectives in Norway. The strategic direction of the combined company is expected to include investment into Entra’s portfolio platform and footprint development.

Following completion of the Offer, the combined company’s nomination committee is expected to continue to strive to nominate the most competent Board of Directors, also taking into consideration the new ownership structure of the combined company.

Sustainability will continue to be core for the combined company. Both Castellum and Entra have implemented and recognised sustainability engagements with strong ambitions; the combined company will continue to uphold these targets. Today Castellum is the first real estate company in the Nordic region to have its climate goal approved by the Science Based Targets (SBT) initiative and the combined group will continue to adhere to this. Castellum is also the only Nordic real estate company selected in the Dow Jones Sustainability Index (DJSI). Both companies report sustainability data to the Global Real Estate Sustainability Benchmark (GRESB) and achieve high rankings with 84 (Entra) and 91 (Castellum) points in their sector in 2019 (Castellum was named the global sector leader in 2020 for the fifth consecutive year).

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With great ambitions and committed employees, the combined company will strive to be a leader in sustainable development, recognising that energy consumption and new construction account for as much as 39% of the world’s total emissions.

The combined company will have a primary listing on Nasdaq Stockholm and is expected to, following the completion of the Offer, approval by the Oslo Stock Exchange, approval by the Norwegian Financial Supervisory Authority (as may be the case), and fulfilment of Listing requirements, be listed on the Oslo Stock Exchange to allow the Entra shareholders to keep their existing VPS accounts/securities depository for the holding of the Castellum shares, in the form of depository receipts.

### **Preliminary combined financial information**

The estimated and unaudited financial information presented herein is based on Castellum’s and Entra’s audited financial statements for the full year 2019 and the unaudited financial reports for the period January–September, 2020, which have been prepared in accordance with IFRS.

The combined financial information is for illustrative purposes only. The combined financial information gives an indication of the combined company’s sales and earnings assuming the activities were included in the same group from the beginning of each period. The combined financial information is based on a hypothetical situation and should not be viewed as pro forma financial information as, inter alia, purchase price allocation, differences in accounting principles and transaction costs have not been taken into account. The information set forth below does not necessarily reflect the results or the financial position that Castellum and Entra together would have had if they had conducted their operations as a group during the same period. For instance, expected synergies have not been taken into account. This information is also not indicative of what the combined company’s future earnings will be. The combined financial information included herein has not been audited or otherwise reviewed by Castellum’s or Entra’s auditors or any other third parties.

A combination of Castellum and Entra creates the largest listed commercial property company in the Nordic region, with a combined GAV of approx. SEK 148 billion split across 727 assets. The preliminary and estimated combined Income from Property Management for 2019 amounted to approximately SEK 4.7 billion. The combined company is expected to retain the conservative financial policy approach embedded in Castellum and Entra. The maximum loan-to-value target is expected to be maintained at 50% and it is expected that actual leverage upon completion of the transaction will be materially below this threshold.

Entra’s income statement has been converted to SEK using the average NOK/SEK exchange ratio for 2019 (1.0750) and Q1-Q3, 2020 (0.9867), respectively. Entra’s balance sheet information has been converted to SEK based on the NOK/SEK exchange ratio per December 31, 2019 (1.0665) and September 30, 2020 (0.9598).

Based on financials for 2019 the average remaining tenant duration is approx. 4.8 years, and public sector tenants stands for approx. 36% of rental income. The combined company is expected to maintain the same targets regarding growth in income from property management per share and dividend policy as Castellum has today.



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	<u>Castellum</u>	<u>Entra</u>	<u>Combined company</u>
	<i>(in SEK million)</i>		
<b>For the nine months period ended September 30, 2020</b>	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>
Net operating income .....	3,292	1,588	4,880
Income from property mangement .....	2,588	1,075	3,663
Net income after tax .....	2,549	1,825	4,374
Property portfolio value .....	98,076	49,876	147,952
EPRA NRV <sup>1</sup> .....	54,611	28,399	83,010
LTV <sup>2</sup> .....	43.0%	39.5%	41.8%
ICR <sup>3</sup> .....	5.5x	3.4x	4.6x
<b>For the financial year ended December 31, 2019</b>	<i>(audited)</i>	<i>(audited)</i>	<i>(unaudited)</i>
Net operating income .....	4,113	2,310	6,423
Income from property mangement .....	3,146	1,581	4,727
Net income after tax .....	5,650	3,467	9,117
Property portfolio value .....	95,168	52,360	147,528
EPRA NRV <sup>1</sup> .....	53,165	29,947	83,112
LTV <sup>2</sup> .....	43.0%	40.2%	41.7%
ICR <sup>3</sup> .....	5.0x	3.3x	4.3x

1) EPRA Net Reinstatement Value, defined as Equity as recognised in the balance sheet, adjusted for interest rate swaps, goodwill relating to deferred tax, and deferred tax in its entirety.

2) Loan to value ratio, defined as interest-bearing liabilities after deduction for cash and cash equivalents as a percentage of the properties' fair value with deduction for acquired properties not taken in possession, and with addition for properties disposed of, still in possession, at the year end.

3) Interest coverage ratio, defined as income from property management after reversal of net financial items, depreciation and amortisation and income from property management in joint venture as a percentage of net interest costs.

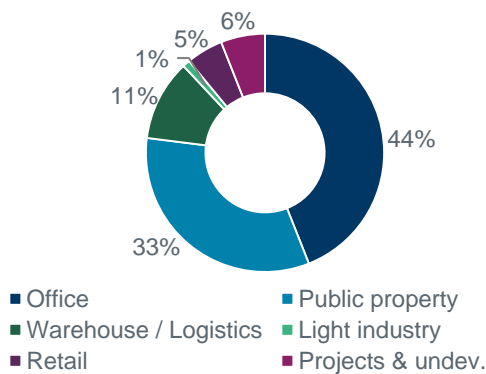
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Pro forma financial information is expected to be included in the Offer Document relating to the Offer and may vary significantly from the combined financial information contained herein.

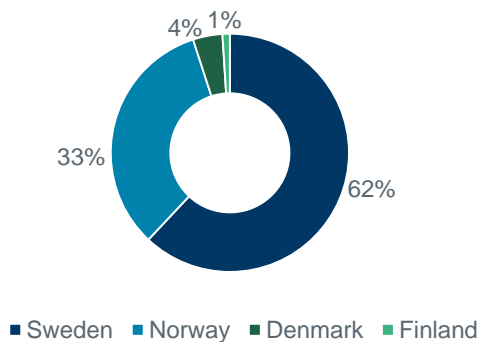
The information provided herein includes certain alternative performance measures ("APMs"). Such APMs are reviewed by the respective companies' management to enhance the understanding of the respective companies' performance as a supplement, but not as a substitute, to the financial statements prepared in accordance with IFRS.

Following the completion of the Offer, the combined company is expected to have a balanced and attractive split amongst asset classes and geographic location:

**Combined company portfolio by asset class for the year ended December 31, 2019**

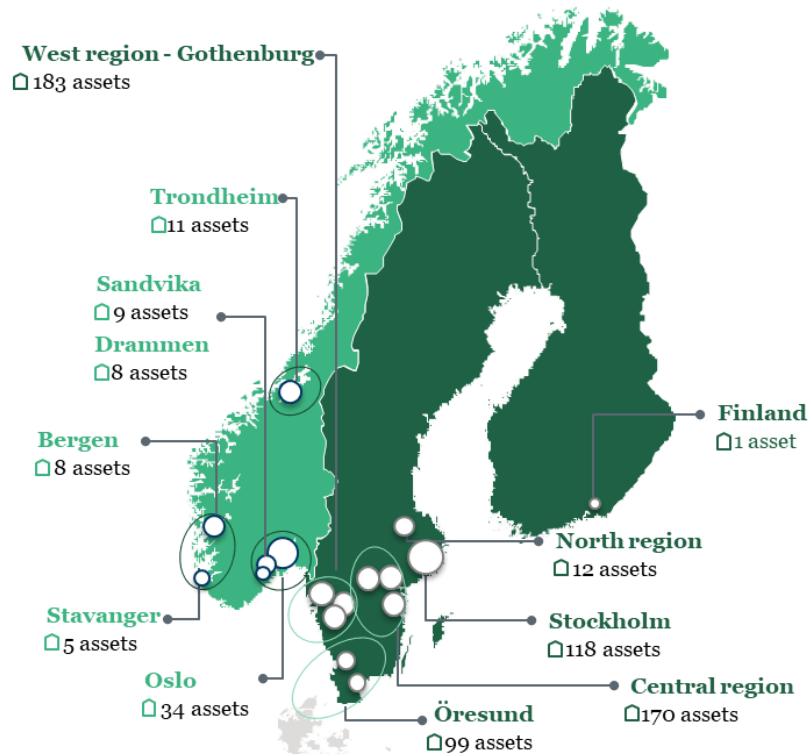


**Combined company portfolio by country for the year ended December 31, 2019**



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### Illustration: the combined company’s properties per September 30, 2020



### **Advisors**

Castellum is being advised by J.P. Morgan as lead financial advisor and by Danske Bank as joint financial advisor, and Mannheimer Swartling Advokatbyrå and Advokatfirmaet BAHR AS as legal advisors.

### **For further information please contact:**

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*This information is information that Castellum is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out below, at 08:00 CET on November 26, 2020.*

### **Invitation press conference**

Investors, analysts and journalists are hereby invited to participate in a press conference by video about the offer at 10:30 am (CET) today.

The press conference will be hosted by Castellum's CEO Henrik Saxborn and CFO Ulrika Danielsson. The presentation will also include a Q&A session and will be held in English.

The Offer is not being made, and this press release may not be distributed, directly or indirectly, in or into, nor will any tender of shares be accepted from or on behalf of holders in, any jurisdiction (including without limitation Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland) or the United States in which the making of the Offer, the distribution of this press release or the acceptance of any tender of shares would contravene applicable laws or regulations or require further offer documents, filings or other measures in addition to those required under Norwegian law. For further information, please see section entitled “Important notice” and “Notice for U.S. shareholders” below.

You can access the press conference via the following link: <https://tv.streamfabriken.com/castellum-pressconference-nov-2020>

### **Important notice**

The Offer is not capable of being accepted by persons who are located or resident in the United States unless they are qualified institutional buyers (“**QIBs**”) (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended), and any purported acceptance of the Offer by persons located or resident in the United States other than QIBs or which, at the sole discretion of Castellum, appear to be made in respect of Entra shares beneficially held by persons located or resident in the United States other than QIBs will not be accepted. By accepting the Offer, Entra shareholders, unless participating pursuant to the exception for QIBs referred to above, will be deemed to represent and warrant, on behalf of themselves and any person on whose behalf they beneficially hold Entra shares, that they are not located or resident in the United States. (See “*Notice for U.S. shareholders*” below.)

The Offer is not being made, and this press release and any other documentation related to the Offer (including copies thereof) must not be mailed or otherwise distributed, forwarded or sent in or into, nor will any tender of share be accepted from or on behalf of holders in, any jurisdiction (including without limitation Australia, Canada, Hong Kong, Japan, New Zealand, South Africa or Switzerland) or the United States in which the distribution of this press release or the Offer would require any additional measures to be taken or would be in conflict with any law or regulation in any such jurisdiction. Persons who receive this press release (including without limitation banks, brokers, dealers, nominees, trustees and custodians) and are subject to the laws and regulations of any such jurisdiction will need to inform themselves about, and observe, any applicable restrictions and requirements. Any failure to do so may constitute a violation of the securities laws or regulations of any such jurisdiction. To the extent permitted by applicable law, Castellum disclaims any responsibility or liability for any violations of any such restrictions and Castellum reserves the right to disregard any purported acceptance of the Offer resulting directly or indirectly from a violation of any of these restrictions.

Statements in this press release relating to any future status or circumstances, including statements regarding future performance, growth and other trend projections and the other effects of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipate”, “believe”, “expect”, “intend”, “plan”, “seek”, “will”, “would” or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that could occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside Castellum’s control. Any forward-looking statements in this press release speak only as of the date on which they are made and Castellum has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise.

### **Notice for U.S. shareholders**

The Offer is not capable of being accepted by persons who are located or resident in the United States unless they are QIBs, and any purported acceptance of the Offer by persons located or resident in the United States other than QIBs or which, at the sole discretion of Castellum, appear to be made in respect of Entra shares beneficially held by persons located or resident in the United States other than QIBs will not be accepted.

The Offer is made for the issued and outstanding shares in Entra, which is domiciled in Norway, and is subject to Norwegian disclosure and procedural requirements. The Offer is made in the United States to QIBs pursuant to Section 14(e) and Regulation 14E under the U.S. Securities Exchange Act as of 1934 (“**Exchange Act**”), subject to exemptions provided by Rule 14d-1(d) under the Exchange Act for a “Tier II” tender offer, and otherwise in accordance with the disclosure and procedural requirements of Norwegian law, including with respect to the Offer timetable, settlement procedures, withdrawal,

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waiver of conditions and timing of payments, which are different from those of the United States. In particular, the financial information included in this press release has been prepared in accordance with applicable accounting standards in Norway and Sweden, which may not be comparable to the financial statements or financial information of U.S. companies. The Offer is made to Entra’s shareholders resident in the United States that are QIBs on the same terms and conditions as those made to all other shareholders of Entra to whom an offer is made. Any information documents, including the Offer Document, are being disseminated to U.S. shareholders that are QIBs on a basis comparable to the method that such documents are provided to Entra’s other shareholders.

To the extent permissible under applicable law or regulations, Castellum and its affiliates or its brokers and its brokers’ affiliates (acting as agents for Castellum or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase, the shares in Entra or any securities that are convertible into, exchangeable for or exercisable for such shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Norway, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Entra of such information. In addition, the financial advisers to Castellum may also engage in ordinary course trading activities in securities of Entra, which may include purchases or arrangements to purchase such securities. To the extent required in Norway, any information about such purchases will be made public in Norway in the manner required by Norwegian law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in the Offer Document. Any representation to the contrary is a criminal offence in the United States.

It may be difficult for Entra’s shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since Castellum and Entra are located in non-U.S. jurisdictions, and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Entra’s shareholders may not be able to sue Castellum or Entra or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel Castellum and Entra and their respective affiliates to subject themselves to a U.S. court’s judgment.