

Summary

FRN Olav Thon Eiendomsselskap ASA Senior Unsecured
Open Bond Issue 2019/2022

NO0010881022
(Temporary ISIN to be converted into NO0010866544)



Arranger:

Nordea

17.06.2020

Summary

Summaries are made up of disclosure requirements due to Article 7 in the REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017.

A - INTRODUCTION AND WARNINGS

Warning	This summary should be read as introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the 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.
The Bonds	ISIN: NO0010881022 - Temporary ISIN to be converted into NO0010866544 - FRN Olav Thon Eiendomsselskap ASA Senior Unsecured Open Bond Issue 2019/2022.
The Issuer	Olav Thon Eiendomsselskap ASA is a Norwegian public limited liability company organized under the laws of Norway, including the Public Limited Companies Act. The Company's registration number is 914 594 685 and LEI-code 5967007LIEEXZXGOW838.
The Offeror	Not applicable. There is no offeror, the Prospectus has been produced in connection with listing of the bonds at Oslo Børs. The Issuer is going to ask for admission to trading on a regulated market.
Competent Authority Approving the Prospectus.	The Financial Supervisory Authority of Norway (Norwegian: <i>Finanstilsynet</i>), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and with telephone number +47 22 93 98 00 has reviewed and on 17.06.2020, approved the Prospectus.

B - KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?	
Corporate Information	Olav Thon Eiendomsselskap ASA is a Norwegian public limited liability company organized under the laws of Norway, including the Public Limited Companies Act. The Company's registration number is 914 594 685 and LEI-code 5967007LIEEXZXGOW838. Website: www.olt.no
Principal activities	Olav Thon Eiendomsselskap is Norway's leading shopping centre player and has a solid market position. The shopping centre portfolio includes Norway's second largest shopping centre, Sandvika Storsenter in Bærum, and a total of seven of the country's nine largest shopping centres. The overall goal for Olav Thon Eiendomsselskap's business is to achieve maximum growth in equity per share so that shareholders achieve a long-term return that is competitive with comparable investment alternatives. Olav Thon Eiendomsselskap ASA is the parent company in the Group, and is the Group's financial center and is normally responsible for the Group's borrowings. The subsidiaries are mainly financed by intercompany loans from the Company or guarantees that enable them to borrow under competitive terms.
Major Shareholders	The Olav Thon Foundation directly and indirectly owns 73.9% of the

Summary

	Company.		
Key managing directors	There are no senior executives other than the CEO – Dag Tangevald-Jensen.		
Statutory auditor	The Company's auditor is BDO AS, Munkedamsveien 45, Vika Atrium 0250 Oslo. Postadresse: Postboks 1704 Vika, 0121 Oslo. Phone: 23 11 91 00. BDO AS is a member of the Norwegian Institute of Certified Public Accountants.		
What is the key financial information regarding the Issuer?			
<i>Olav Thon Eiendomsselskap ASA:</i>			
INCOME STATEMENT	<i>Parent</i>	<i>Group</i>	<i>Group</i>
<i>In NOK millions</i>	2019	2019	Q1 2020
	<i>audited</i>	<i>audited</i>	<i>unaudited</i>
Operating profit	542	2 898	-1 716
Profit for period	102	1 838	-2 176
BALANCE SHEET			
Net financial debt (long term debt plus short term debt minus cash)	20 484	31 664	31 595
CASH FLOW STATEMENT			
Net cash flow from operating activities	-50	1 497	410
Net cash flow from investing activities	-64	-573	-172
Net cash flow from financing activities	238	-847	-240
What are the key risk factors that are specific to the Issuer?			
Most material key risk factors	<ul style="list-style-type: none"> • The Group's market risk is related to general trends in the property market in Norway and Sweden which are affected by both macroeconomic factors and demand for commercial property as an investment object. • The biggest financial risks for Olav Thon Eiendomsselskap are considered to be the Group's access to financing in the banking and capital markets and the price of financing. • The Group's operational risk is primarily associated with the failure of employees and operational management systems to function as expected. 		

C - KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?	
Description of the securities, including ISIN	IS ISIN: NO0010881022 - Temporary ISIN to be converted into NO0010866544 - Senior Unsecured Open Bond Issue with floating rate. Tap Issue Date: 23 April 2020, Maturity Date 18 October 2022. The Amount of Additional Bonds is NOK 150,000,000 and the Amount Outstanding Bonds after the increase is NOK 350,000,000. The Initial Nominal Amount of each Bond is NOK 1,000,000 each and among themselves pari passu ranking. The Bonds are floating rate bonds; NIBOR + 0.62 per cent.
Rights attached to the securities	The Bond Terms has been entered into between the Issuer and the Bond Trustee. The Bond Terms regulates the Bondholder's rights and obligations in relations with the issue. The Bond Trustee enters into this agreement on behalf of the Bondholders and is granted authority to act on behalf of the Bondholders to the extent provided for in the Bond Terms.
Status of the bonds and	The Issuer's payment obligations under the Bond Terms shall rank

Summary

security	<p>ahead of all subordinated payment obligations of the Issuer and shall rank at least pari passu with all the Issuer’s other obligations, save for (i) secured obligations to the extent they are secured and (ii) obligations which are mandatorily preferred by law.</p> <p>The Bonds are unsecured.</p>
Any restrictions on the free transferability of the securities	Not applicable – there are no restrictions on the free transferability of the Bonds.
Where will the securities be traded?	
Admission to trading	The Initial Bond Issue are listed on Oslo Børs under the ticker OLT131. There is a requirement for a new prospectus in order for the Additional Bonds to be listed together with the Bonds, the Additional Bonds are therefore issued under a separate ISIN (“Temporary Bonds”). Upon the approval of the Prospectus, the Temporary Bonds will be converted into the ISIN for the Bonds. The Bond Terms govern such Temporary Bonds. The Additional Bonds will be listed as soon as possible after the Prospectus has been approved by the Norwegian FSA.
What are the key risks that are specific to the securities?	
Most material key risks	<ul style="list-style-type: none"> • Credit risk is the risk that the Issuer fails to make the required payments under the Bonds (either principal or interest) pursuant to the obligations in the Bond Terms. • The Bonds are unsecured. Unsecured bonds, in general, carry a higher risk than secured bonds since secured bonds have preferred recovery from secured assets.

D - KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKED

Under which conditions and timetable can I invest in this security?	
Terms and conditions for the offer	Not applicable. The Bonds have not been subject to a public offer, the Bonds are already issued and settled.
Why is the Prospectus being produced?	
Admission to trading	The Prospectus is produced in connection with listing of the Additional Bonds on Oslo Børs.
Use of proceeds	The Issuer will use the net proceeds of – approx. NOK 149 995 950 from the issuance of the Additional Bonds for general corporate purposes.
Material conflicts of interest	<p>Chairman of the board, Olav Thon with closely related owns 70 930 stocks in the Issuer, Arne B. Sperre, the Executive Vice President Finance in Olav Thon Gruppen owns 3 250 stocks in the Issuer and Dag Tangevald-Jensen, Executive Vice President i Olav Thon Gruppen and the CEO in Olav Thon Eiendomsselskap ASA owns 2 300 stocks in the Issuer. Other than this, the involved persons in the issue have no interest, nor conflicting interests that is material to the issue.</p> <p>Olav Thon Eiendomsselskap ASA has mandated Nordea Bank Abp filial i Norge as Arranger for the issuance of the Additional Bonds. The Arranger has acted as advisor to Olav Thon Eiendomsselskap ASA in relation to the pricing of the Additional Bonds.</p> <p>The Arranger and/or any of their affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Securities Note, and may perform or seek to perform financial advisory or banking services related to such instruments. The Arranger’s</p>

Summary

	corporate finance department may act as manager or co-manager for this Issuer in private and/or public placement and/or resale not publicly available or commonly known
--	---