

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, WITHIN OR TO THE UNITED STATES, AUSTRALIA, HONG KONG, JAPAN, CANADA, SWITZERLAND, SOUTH AFRICA OR NEW ZEALAND OR IN ANY OTHER JURISDICTION WHERE THE DISTRIBUTION OF THIS INFORMATION MEMORANDUM WOULD BE UNLAWFUL.

THIS INFORMATION MEMORANDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to immediately seek advice from your own appropriately authorised independent adviser.

INFORMATION MEMORANDUM

Prepared for the information of the Bondholders (as defined below) of Russian Real Estate Investment Company AB in connection with the Restructuring Plan (as defined below) referred to herein.



RUSSIAN REAL ESTATE INVESTMENT COMPANY AB (PUBL)

*(a public limited liability company incorporated in Sweden
with registration number 556653-9705)*

IMPORTANT INFORMATION TO BONDHOLDERS REGARDING THE RESTRUCTURING OF THE BOND LOAN

Pursuant to a notice dated 10 October 2013 (the “**Notice**”), CorpNordic Sweden AB (the “**Agent**”) has convened a procedure in writing (the “**Written Procedure**”) of the holders (the “**Bondholders**”) of the outstanding 10%/13% 2010/2014 bond loan issued by Russian Real Estate Investment Company AB (publ) (“**Ruric**” or the “**Company**”) with ISIN SE0003045848 and with an outstanding total nominal amount of SEK 619,750,000 (the “**Bond Loan**”), divided into 6,197,500 individual bonds (the “**Bonds**”).

The purpose of the Written Procedure is to allow Bondholders to vote on their approval of Ruric’s proposal to the Bondholders (the “**Proposal**”). In summary, Ruric proposes that all outstanding Bonds, together with accrued but unpaid interest thereon (the “**Accrued Interest**”), are exchanged, in whole but not in part, on a *pro rata* basis for the entire share capital of the public limited liability company St Petersburg Property Company AB (or a similar trade name) (under name change from Goldcup 8228 AB), incorporated in Sweden with registration number 556911-8275 (“**SPPC**”), which will acquire as part of the Restructuring:

- (i) the Property Group (as defined herein and described further in “*Description of the Property Group*”); and
- (ii) 26,037,139 Class B shares of Ruric (the “**New Shares**”) which will represent 20 per cent. of the total share capital of Ruric following the issue thereof.

Such proposal shall be referred to herein as the “**Restructuring Plan**”, and the entire share capital of SPPC together with the New Shares shall be referred to herein as the “**Entitlements**”. The execution of the Restructuring Plan shall herein be referred to as the “**Restructuring**”.

Bondholders should be aware that the Restructuring Plan is conditional upon the approval of the shareholders of Ruric at an Extraordinary General Meeting of Ruric taking place on 7 November 2013 (the “EGM”).

Dated: 10 October 2013

IMPORTANT NOTICE

You must read the following before continuing. The following applies to the Information Memorandum, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Information Memorandum. In accessing the Information Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

This Information Memorandum is an advertisement and does not comprise a prospectus for the purposes of EU Directive 2003/71/EC (as amended) and/or the prospectus regulations of Sweden (or any relevant implementing measures in Sweden) or otherwise. Consequently, this Information Memorandum does not attempt to fulfil any requirements for prospectuses or other regulated information and has not been reviewed or approved by any competent authority.

THIS INFORMATION MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED OTHER THAN AS PROVIDED BELOW 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 NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

THIS INFORMATION MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS INFORMATION MEMORANDUM SHALL BE SOLD, ISSUED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

As part of the Entitlements, the Bondholders will receive shares in SPPC (the “SPPC Shares”) in return for the cancellation of the Bonds. These shares will not, upon transfer to Bondholders, be listed on a regulated market, multilateral trading facility or any other securities exchange. Certain Bondholders and savings structures may have restrictions on their ability to hold the SPPC Shares and the transferability of SPPC shares may be limited. This may for example apply to Bondholders who hold their investments as Individual Pension Savings (*individuell pensionssparande – IPS*) or as an Investment Savings Account (*investeringssparkonto – ISK*) or through insurance such as capital or pension insurance (*kapital- eller pensionsförsäkring*), or similar savings structures. If the unlisted shares are not permitted investments in a given savings structure, they may have to be sold as a result of the Restructuring in an illiquid market, which may have a negative effect on their ability to sell the SPPC Shares at a value that is acceptable to them, or at all. We recommend that Bondholders who hold their Bonds through such savings structures consult on appropriate actions with the financial institutions they hold their investments through or their financial advisers as soon as possible.

In addition, the SPPC Shares are subject to restrictions on transferability and resale and may not be transferred or resold except in accordance with the laws of Sweden or the laws of any other applicable jurisdiction.

CONFIRMATION OF YOUR REPRESENTATION: By accessing this Information Memorandum you shall be deemed to represent that you are not a U.S. Person (as defined under Regulation S under the United States Securities Act 1933, as amended (the “**Securities Act**”)), nor have you received this Information Memorandum outside the United States, and in any case that you are not restricted from accessing this Information Memorandum by applicable law or regulations of any other jurisdictions.

If you wish to participate in the Restructuring Plan and you are a Bondholder you must procure that your holding is registered in the debt ledger as per the instructions set out in the Notice.

Bondholders participating in the Restructuring Plan may be subject to tax consequences in Sweden as a result of any potential capital loss sustained by such Bondholders as a result of the Restructuring.

Ruric makes no representation to any Bondholder regarding the legal or tax consequences of the Restructuring. Each Bondholder should consult with its own advisers as to the legal, tax, business, financial and related aspects of the Restructuring. See “*Certain Information – Taxation in Sweden*” for further details of the tax consequences of the Restructuring.

NO ADMISSION OF LIABILITY OR WAIVER

All of the statements in this Information Memorandum are made solely in connection with the Restructuring Plan. Accordingly, they do not constitute, and should not be deemed to be, admissions of liability on the part of Ruric or any other party. Nothing herein shall prejudice any right of Ruric in any pending or future legal or other proceedings to dispute the claim of any person in respect of or in connection with the Bonds or to bring any claim or counterclaim against any person and nothing herein shall imply that any person described herein as a Bondholder or having the benefit of a claim has a valid claim against Ruric or any other party nor shall the exchange for any Entitlements constitute a waiver or relinquishment of any claim available to Ruric against any Person.

ENFORCEABILITY OF JUDGMENTS

All or a substantial portion of the assets of Ruric are located outside Sweden. As a result, it may not be possible for the Bondholders, to enforce against Ruric or any of its respective officers judgments obtained in Swedish courts.

Judgments rendered by a court in any jurisdiction outside the Russian Federation are likely to be recognised by courts in the Russian Federation only (1) if an international treaty providing for the recognition and enforcement of judgments in civil cases exists between the Russian Federation and the country where the judgment is rendered, and (2) a federal law of the Russian Federation provides for the recognition and enforcement of foreign court judgments. No such federal law has been passed and no such treaty exists between the Sweden and the Russian Federation for the reciprocal enforcement of foreign court judgments. Even if there were such a treaty, Russian courts could nonetheless refuse to recognise or enforce a foreign court judgment on the grounds set forth in such treaty and in Russian law in effect on the date on which such recognition or enforcement is sought.

TABLE OF CONTENTS

	<u>Page</u>
SAMMANFATTNING PÅ SVENSKA	1
LETTER FROM THE CHAIRMAN	9
THE RESTRUCTURING PLAN	12
CERTAIN INFORMATION	15
INDICATIVE TIMETABLE	21
DESCRIPTION OF ST PETERSBURG PROPERTY COMPANY AB	22
DESCRIPTION OF THE PROPERTY GROUP	27
CERTAIN HISTORICAL FINANCIAL INFORMATION	31
DESCRIPTION OF THE NEW SHARES	32
DESCRIPTION OF RURIC FOLLOWING THE RESTRUCTURING	34
CONTACT DETAILS	39

SAMMANFATTNING PÅ SVENSKA

Det följande är en sammanfattning på svenska ("Sammanfattningen") av informationen i detta Informationsdokument (Information Memorandum). Sammanfattningen är avsedd att läsas tillsammans med Informationsdokumentet och Påkallandet av Skriftligt Beslutsförfarande (Notice) i dessa dokumentets helhet. Vid diskrepans mellan Informationsdokumentets övriga delar och Sammanfattningen ska Informationsdokumentets övriga delar äga företräde.

Bakgrunden till och skälen för Omstruktureringen

Russian Real Estate Investment Company AB (publ)'s ("Ruric" eller "Bolaget") har gett ut ett obligationslån om 619 750 000 kronor, 10%/13% 2010/2014, med ISIN SE0003045848 ("Obligationslånet"), uppdelat på 6,197,500 obligationer ("Obligationerna").

Den 6 maj 2013 hölls ett fordringshavarmöte som beslutade att villkorsbrott hade inträffat som gav rätt att säga upp Obligationslånet i förtid. Fordringshavarmötet beslutade dock att inte förklara Obligationerna förfallna till betalning omedelbart utan beslutade istället att uppdra åt en fordringshavarkommitté ("Fordringshavarkommittén") att förhandla med Ruric och, om en rimlig förhandlingslösning inte kunde nås inom rimlig tid, uppmana Agenten att förklara Obligationerna förfallna till betalning.

Den 4 juni 2013 enades Fordringshavarkommittén och Ruric om ett "term sheet" med förslag på omstrukturering, vars huvudsakliga drag inte i väsentligt mån skiljer sig från det som nu föreslås av Bolaget. Notera dock att förslaget som en följd av fortsatta förhandlingar mellan Ruric och Fordringshavarkommittén och praktiska hänsyn skiljer sig i vissa hänseenden från det tidigare publicerade "term sheet".

Rurics nuvarande finansiella ställning fordrar en omstrukturering av skuld som en konsekvens av den betydande minskning av bolagets eget kapital som har uppstått till följd av att värdet på Bolagets tillgångar har minskat. Skuldsättningen i förhållande till Bolagets tillgångar är för närvarande mycket hög och möjligheten att göra nödvändiga investeringar för att komma tillrätta med dessa problem begränsas både av villkoren för Obligationslånet och Rurics övergripande finansiella ställning. Om en finansiell omstrukturering inte genomförs är det sannolikt att Ruric kommer på obestånd, vilket sannolikt leder till konkurs. Om Ruric tvingas inleda ett konkursförfarande, kan fordringshavarna under Obligationslånet ("Fordringshavarna") (*the Bondholders*), mot bakgrund av Rurics finansiella ställning, komma att få en utdelning som betydligt understiger värdet av Ersättningen (såsom definierat nedan) (*the Entitlements*) som Fordringshavarna annars skulle ha erhållit till följd av Omstruktureringsplanen (såsom definierat nedan) (*the Restructuring Plan*). Verkställandet av Omstruktureringsplanen benämns i det följande som "Omstruktureringen". Mot denna bakgrund, och för att säkerställa att Fordringshavarna erhåller så stor återbetalning av Obligationslånet som möjligt, är någon form av finansiell omstrukturering nödvändig.

Från Bolagets lednings perspektiv utgör den finansiella omstrukturering som beskrivs i Informationsdokumentet det snabbaste och mest effektiva tillvägagångssättet för att omstrukturera Bolagets tillgångar på ett sätt som resulterar i störst värdemaximering för både Bolaget och Fordringshavarna.

Vissa större aktieägare i Ruric har godkänt den föreslagna Omstruktureringsplanen såsom den beskrivs i Informationsdokumentet. Dessa ägare har dessutom åtagit sig att rösta till förmån för ett genomförande av Omstruktureringsplanen på en extra bolagsstämma i Ruric som är avsedd att genomföras den 7 november 2013.

Därutöver har vissa större Fordringshavare under Obligationslånet åtagit sig att rösta till förmån för

ett genomförande av Omstruktureringsplanen i det skriftliga beslutsförfarande (det ”**Skriftliga Beslutsförfarandet**”) (*the Written Procedure*) som påkallats av CorpNordic Sweden AB i dess egenskap av agent under Obligationslånet (”**Agenten**”) (*the Agent*), på så sätt som följer av ett särskilt fordringshavaråtagande.

Fordringshavarna bör särskilt uppmärksamma att Omstruktureringsplanen, oavsett resultatet av det Skriftliga Beslutsförfarandet, är villkorad av att den extra bolagsstämma i Ruric som är avsedd att genomföras den 7 november 2013 godkänner genomförandet av densamma.

Omstruktureringsens huvudsakliga beståndsdelar

Agenten har påkallat ett Skriftligt Beslutsförfarande bland Fordringshavarna under Obligationslånet. Syftet med det Skriftliga Beslutsförfarandet är att ge Fordringshavarna tillfälle att rösta om genomförandet av Bolagets förslag till Fordringshavarna (”**Förslaget**”) (*the Proposal*).

Sammanfattningsvis föreslår Ruric att alla utestående Obligationer jämte därpå upplupen men obetald ränta blir till fullo återbetalt i utbyte mot samtliga utestående aktier i ett publikt aktiebolag, St Petersburg Property Company AB (eller annan liknande firma) (under namnändring från Goldcup 8228 AB), bildat i Sverige med organisationsnummer 556911-8275 (”**SPPC**”). SPPC kommer att inneha:

- (i) genom sina helägda dotterbolag, Fastigheterna (såsom definieras nedan) (*Properties*); samt
- (ii) de Nya Aktierna (såsom definierat nedan) (*New Shares*) i Ruric motsvarande 20 % av det totala utestående antalet aktier i Ruric.

(i) och (ii) ovan utgör tillsammans ”**Ersättningen**”.

Definitionen ”Fastigheterna” ska förstås som följande fastigheter:

(a) **Oscar**

Affärscentrum: Fontanka river emb. 13, S:t Petersburg, Ryssland.

Fastigheten vid 13 Fontanki Embankment är belägen i Central-området, vilket innehåller många näringsidkare, affärer, teatrar och museum. Byggnaden uppfördes 1977 och avsågs initialt utgöra en del av biokomplexet, men byggnadsarbetena upphörde under 1986. Byggnaden har stått tom fram till Bolagets förvärv av densamma under 2004. Investeringen uppgick till 86 miljoner kronor, inkl. renoveringskostnader och räntekostnader. Byggnaden har en total yta om 3 676 kvadratmeter, av vilka 2 983 kvadratmeter är tjänligt för uthyrning. Följaktligen uppgår den totala investeringen till cirka 28 850 kronor per kvadratmeter. Fastighetsbildningsåtgärder samt renoveringsarbete påbörjades under 2004. De slutliga hyresgästanpassningarna färdigställdes under våren 2008. Den 31 december 2012 stod inga lokaler tomma och den största hyresgästen var Statoil.

(b) **Magnus**

Affärscentrum: 9th line of Vasilevskiy island 34, S:t Petersburg, Ryssland.

Fastigheten förvärvades under 2005. Fastigheten är belägen i det lugna Vasileostrovsky-området. Investeringen uppgick till cirka 120 miljoner kronor, inkl. renoveringskostnader. Fastigheten har en total yta om 8 140 kvadratmeter, varav 5 547 kvadratmeter är tjänligt för uthyrning. Den totala investeringen uppgår till cirka 21 650 kronor per kvadratmeter uthyrningsbar yta. Den 31 december 2012 var 82,8 % uthyrt och den största hyrestagaren var

Gazprom Invest.

(c) **Gustaf**

Affärscentrum: Sredny Prospect of Vasilievskiy Island 36/40, S:t Petersburg, Ryssland.

Fastigheten förvärvades under 2005 och är belägen nära affärscentrumet Magnus. Investeringen uppgick till cirka 82 miljoner kronor, inkl. renoveringskostnader. Den totala ytan är 5 214 kvadratmeter, varav 4 597 kvadratmeter är tjänligt för uthyrning. Den totala investeringen uppgår följaktligen till cirka 17 850 kronor per kvadratmeter uthyrningsbar yta. De första två våningarna används för detaljhandel och kontorslokaler finns belägna på fastighetens översta våningsplan. Den 31 december 2012 var samtliga lokaler för både detaljhandel och kontor uthyrda.

(d) **Markområdet Strelna**

S:t Petersburg, Ryssland, Petrodvortsovy district, Krasnoselskoye shosse, tomterna 76, 77, 78 och 79.

Under 2011, efter avstyckningen av markområdet Strelna, blev Ruric ensam ägare till 33 hektar mark beläget i den sydvästra delen av S:t Petersburg. Bolagets ledning tror att detta markområde, tillsammans med två (2) andra markområden belägna i närheten av S:t Petersburg, med goda väg- och tågkommunikationer, är särskilt attraktiva. Ingen utveckling utförs för närvarande av markområdet.

Omstruktureringen kan beskrivas i följande steg:

Steg 1: Förvärv av ett lagerbolag

Bolaget förvärvar ett lagerbolag, SPPC, som blir ett till Bolaget helägt dotterbolag. Lagerbolaget har inte bedrivit någon tidigare verksamhet och ska ha som enda syfte att förvärva Fastighetsgruppen (såsom definierat nedan). SPPC kommer att ha 500 000 kronor i aktiekapital och 619 750 000 aktier. SPPC är ett avstämningsbolag vars aktier och aktiebok förs av Euroclear Sweden AB.

Steg 2: Bolaget åtar sig att ge ett ovillkorat aktieägartillskott till SPPC

Bolaget åtar sig att ge ett ovillkorat aktieägartillskott ("Åtagandet") till SPPC om 512 074 278 kronor.

Steg 3: Överlåtelse av Fastighetsgruppen till SPPC

Under ett aktieöverlåtelseavtal ("Aktieöverlåtelseavtalet") (*Share Purchase Agreement*) överlåter Bolaget alla sina aktier i och fordringar mot följande svenska helägda dotterbolag (de "Svenska Dotterbolagen"):

1. Russian Real Estate Investment Company Chetire AB (556662-7971);
2. Russian Real Estate Investment Company TRI AB (556662-7286);
3. Russian Real Estate Investment Company DVA AB (556662-7161); samt
4. PDFinance Sweden AB (556717-7968),

inklusive de Svenska Dotterbolagens respektive ryska helägda dotterbolag (de "Ryska Dotterbolagen"):

1. Limited Liability Company "Ruric 4" (PSRN 1047855046227, TIN 7801362710);

2. Limited Liability Company "Ruric 3" (PSRN 1047855086916, TIN 7841303302);
 3. Limited Liability Company "Ruric 2" (PSRN 1047855093846, TIN 7841303648);
- samt
4. "Strelna Development" Limited Liability Company (PSRN 1117847290604, TIN 7801551852),

till SPPC mot betalning om 460 500 000 kronor genom kvittning mot Åtagandet. De Svenska Dotterbolagen och de Ryska Dotterbolagen samt deras respektive tillgångar och skulder (inkl. Fastigheterna) utgör "**Fastighetsgruppen**" (*the Property Group*). Betalningen som erläggs av SPPC till Bolaget för Fastighetsgruppen motsvarar värderingen av Fastighetsgruppen enligt Bolagets årsredovisning för räkenskapsåret 2012.

Steg 4: Överlåtelse av SPPC till Fordringshavarna

Bolaget överlåter samtliga SPPC Aktier till Fordringshavarna som delbetalning av Obligationslånet (inkl. utestående lånebelopp och upplupen ränta). Transaktionsvärdet kommer att uppgå till 460 500 000 kronor. Varje svensk krona av Obligationslånets nominella belopp ska berättiga till ett byte mot en (1) aktie i SPPC. Följaktligen kommer Fordringshavarna att inneha SPPC Aktier *pro rata* i förhållande till deras innehav av Obligationer. Samtidigt som SPPC Aktierna överlåts, överförs Obligationerna till ett konto som administreras av Erik Penser Bankaktiebolag ("**Emissionsinstitutet**") där de ska hållas för Fordringshavarnas räkning tills Steg 5 har genomförts.

Steg 5: Riktad nyemission av B-aktier i Ruric till SPPC

Bolaget genomför en riktad nyemission till SPPC av 26 037 139 aktier av serie B (de "**Nya Aktierna**") motsvarande 20 % av det totala antalet aktier och 18,3 % av det totala antalet röster i Bolaget efter emissionen. Som betalning för de Nya Aktierna kvittar SPPC återstoden av Åtagandet, motsvarande 52 074 278 kronor.

Det bör uppmärksammas att emissionen av de Nya Aktierna inte kommer att riktas till Fordringshavarna, utan enbart till SPPC. Följaktligen kommer SPPC att kontrollera de röster de Nya Aktierna berättigar till i Bolaget och dra fördel av de ekonomiska rättigheter som följer av innehavet av de Nya Aktierna. Fordringshavarna kommer inte att ha direkt inflytande över de Nya Aktierna i större utsträckning än vad som följer av svensk rätt.

Steg 1 – Steg 5 ovan utgör tillsammans "**Omstruktureringsplanen**". När Omstruktureringsplanen har genomförts utsläcks alla Bolagets betalningsskyldigheter enligt Obligationerna och all säkerhet för Obligationerna släpps.

Viktig Information

Fordringshavarna bör beakta följande viktiga information vid övervägandet om hur de ska rösta i det Skriftliga Beslutsförfarandet.

Begränsad möjlighet att äga onoterade aktier

Som en del av Ersättningen kommer Fordringshavarna att erhålla aktier i SPPC ("**SPPC Aktierna**") som vederlag för Obligationslånet. SPPC Aktierna kommer inte att vara noterade på någon börs, reglerad marknad, handelsplattform eller annan marknadsplats för handel i aktier. Vissa Fordringshavare (inklusive Fordringshavare som innehar sina investeringar genom investeringssparkonto, som individuellt pensionssparande eller försäkringslösningar såsom pensions-, depå- eller kapitalförsäkring) kan eventuellt vara förhindrade äga SPPC Aktierna och sådana

Fordringshavare bör därför kontakta de institut de håller sina investeringar genom och vidta åtgärder så tidigt som möjligt för att möjliggöra för dem att dra fördel av Omstruktureringsplanen på bästa sätt.

Vissa Fordringshavare kan vara underkastade ytterligare begränsningar avseende sina möjligheter att inneha sådana icke-noterade aktier där överlåtbarheten kan vara begränsad. Om SPPC Aktierna utgör otillåtna investeringar för vissa Fordringshavare, kan dessa Fordringshavare vara tvungna att sälja sina aktier vilket kan påverka aktiernas värde negativt.

Aktieöverlåtelseavtalet

Överlåtelsen av Fastighetsgruppen kommer att regleras av Aktieöverlåtelseavtalet vilket kommer att innehålla ett antal garantier avseende Fastigheterna. SPPC kommer även efter det att SPPC Aktierna har överlåtit till Fordringshavarna kunna tillgodogöra sig fördelarna förknippade med dessa garantier. När Aktieöverlåtelseavtalet är färdigställt kommer det att finnas tillgängligt för Fordringshavarna på förfrågan hos Agenten.

Den extra bolagsstämman och det Skriftliga Beslutsförfarandet

Omstruktureringen kommer att genomföras under förutsättning att (i) den extra bolagsstämman i Ruric godkänner styrelsens förslag till Omstruktureringsplan, och (ii) att Omstruktureringsplanen godkänns av Fordringshavarna i det Skriftliga Beslutsförfarandet.

Skriftligt Beslutsförfarande

Omstruktureringsplanen har antagits i det Skriftliga Beslutsförfarandet om Fordringshavare vilka representerar minst en femtedel (1/5) av Obligationslånets utestående nominella belopp deltar i förfarandet och minst tre fjärdedelar (3/4) av rösterna som avgivits i det Skriftliga Beslutsförfarandet godkänner Omstruktureringen (en så kallad "kvalificerad majoritet"). **Beslut som fattas i det Skriftliga Beslutsförfarandet är bindande för samtliga Fordringshavare, även för de som inte deltagit eller röstat mot Omstruktureringen. Fordringshavare som inte deltagit eller röstat mot Omstruktureringen kommer således att delta i Omstruktureringen. Detta innebär att även dessa Fordringshavares Obligationer kommer att återbetalas mot erläggandet av Ersättningen.** Det är av denna anledning mycket viktigt att varje Fordringshavare utövar sin rätt till att delta och rösta i det Skriftliga Beslutsförfarandet.

För ytterligare information om hur man deltar i det Skriftliga Beslutsförfarandet, se Agentens påkallande av ett skriftligt beslutsförfarande daterad 10 oktober 2013.

Extra bolagsstämma – majoritetskrav

Omstruktureringsplanen kan inte godkännas av den extra bolagsstämman i Ruric med mindre att aktieägare vilka representerar minst två tredjedelar (2/3) av såväl de avgivna rösterna som de aktier som är företrädda vid den extra bolagsstämman godkänner Omstruktureringen, emissionen av de Nya Aktierna och den föreslagna ändringen av Bolagets bolagsordning (en så kallad "kvalificerad majoritet").

Vissa överväganden rörande Omstruktureringen

Omstruktureringen medför ett antal risker för Fordringshavarna och det följande tar upp vissa specifika risker som bör beaktas av Fordringshavare inför det Skriftliga Beslutsförfarandet. Riskerna som listas nedan ska inte anses uttömmande utan ytterligare risker kan existera i förhållande till enskilda Fordringshavare.

Skattekonsekvenser av Omstruktureringen med avseende Bolagets fortsatta verksamhet

En framgångsrikt verkställd Omstrukturering kommer innebära att Ruric gör en betydande bokföringsmässig vinst eftersom att de tillgångar som lämnas som ersättning för återbetalningen av Obligationslånet är värderade till en väsentligt lägre summa än Obligationslånet. Då Ruric har stora skattemässiga förlustavdrag på grund av tidigare års betydande förluster, kan emellertid Omstruktureringen ge upphov till en allmän försämring av Bolagets skattemässiga situation.

Risk för obestånd

Samtidigt som genomförandet av Omstruktureringen kommer att vara ett viktigt steg på vägen mot en rekapitalisering av Ruric bör det uppmärksammas att Bolaget, efter att i juni 2013 ha hållit första kontrollstämma, är skyldigt att hålla en andra kontrollstämma. Vid tidpunkten för den andra kontrollstämman måste Bolagets eget kapital, beräknat i enlighet med svensk lag, uppgå till minst det registrerade aktiekapitalet. För att uppnå detta kan det komma att bli nödvändigt att genomföra väsentliga kapitaltillskott och andra finansiella åtgärder för att komma tillrätta med Bolagets finansiella situation. Underlåtenhet att hålla en andra kontrollstämma inom utsatt tidsfrist alternativt om den kontrollbalansräkning som läggs fram vid den andra kontrollstämman inte har granskats av revisor eller inte utvisar att Bolagets eget kapital uppgår till minst det registrerade aktiekapitalet, kommer att resultera i att Bolaget tvingas träda i likvidation.

Dessutom:

(i) hölls en första kontrollstämma även i PDFinance Sweden AB, ett av de Svenska Dotterbolag som utgör en del av Fastighetsgruppen, den 28 juni 2013; samt

(ii) hölls en första kontrollstämma även i envar av Russian Real Estate Investment Company Pyat AB, Russian Real Estate Investment Company Shest AB samt Russian Real Estate Investment Company Syem AB. Samtliga dessa svenska dotterbolag kommer att stanna inom Ruric-gruppen.

Respektive ovan nämnt bolag är skyldigt att hålla en andra kontrollstämma inom åtta månader från datumet från den första kontrollstämman. Vid tidpunkten för den andra kontrollstämman måste respektive ovan nämnt bolags eget kapital, beräknat i enlighet med svensk lag, uppgå till minst det registrerade aktiekapitalet. För att uppnå detta kan det komma att bli nödvändigt att genomföra väsentliga kapitaltillskott och andra finansiella åtgärder för att komma tillrätta med dessa bolags respektive finansiella situation. Respektive ovan nämnda bolags underlåtenhet att hålla en andra kontrollstämma inom utsatt tidsfrist alternativt om den kontrollbalansräkning som läggs fram vid den andra kontrollstämman inte har granskats av revisor eller inte utvisar att bolagets eget kapital uppgår till minst det registrerade aktiekapitalet, kommer att resultera i att detta bolag tvingas träda i likvidation.

Värdet på Bolagets aktier kan fluktuera och påverkas negativt av Omstruktureringen

Även om Omstruktureringen kommer att eliminera den stora skuldpost som Obligationslånet utgör i Bolagets balansräkning kan det inte uteslutas att värdet på Bolagets aktier kan komma att påverkas negativt av Omstruktureringen. Denna negativa utveckling i priset på Bolagets aktie kan minska möjligheten för SPPC att avyttra de Nya Aktierna på en acceptabel prisnivå inom den närmaste framtiden.

Ruric har inte erhållit samtliga erforderliga tillstånd för att bedriva befintlig verksamhet kopplad till fastigheten Gustaf

Ruric innehar för närvarande inte samtliga erforderliga tillstånd som enligt rysk rätt krävs för att få bedriva befintlig verksamhet kopplad till fastigheten "Gustaf". Ruric kommer att anlita en fristående konsult i syfte att erhålla erforderliga tillstånd. Fram till dess att sådana erforderliga tillstånd erhållits,

kan Ruric komma att åläggas att upphöra med sin befintliga verksamhet på fastigheten, vilket kan komma att minska de hyresinkomster som kommer att uppbäras av SPPC, eller riskera att ådra sig böter eller andra påföljder från ryska myndigheter. Ruric kommer att ha ett åtagande gentemot SPPC att tillse att erforderliga tillstånd erhålls och kommer att vara ansvariga för eventuella skador som SPPC och dess dotterbolag åsamkas till följd av avsaknaden av nämnda tillstånd.

Negativ publicitet om Omstruktureringen (oavsett om denna är sann eller falsk) kan föranleda risk för att priset på Bolagets aktier och Bolagets möjlighet att säkra finansiering i framtiden påverkas negativt.

Negativ publicitet följande slutförandet av Omstruktureringen (oavsett om sådan publicitet är sann eller falsk) kan påverka SPPC's rykte på både den svenska och den ryska marknaden. Detta kan resultera i att priset på SPPC's aktier minskar, vilket i sin tur påverkar Fordringshavarnas möjlighet att avyttra SPPC Aktierna till ett pris som är acceptabelt eller möjligheten att överhuvudtaget avyttra SPPC Aktierna.

Operationella risker som en konsekvens av valet av ny styrelse och VD

Trots att SPPC's nya styrelse och VD har betydande erfarenhet av fastighetsmarknaden och av att göra affärer i Ryssland finns det inga garantier för att den nya ledningen kommer att kunna upprätthålla de historiska inkomstnivåerna för Fastigheterna eller kommer att kunna framgångsrikt utveckla markområdet Strelna.

SPPC Aktierna kommer inte att vara noterade vid tiden för slutförandet av Omstruktureringen

SPPC Aktierna kommer inte att vara noterade för handel på någon börs, reglerad marknad eller annan marknadsplats för handel av aktier vid tiden för slutförandet av Omstruktureringen. Som en konsekvens av detta är förutsättningarna för handel i SPPC Aktierna inte goda och det är osannolikt att en marknad för handel i SPPC Aktierna kommer att utvecklas innan en notering på en marknadsplats för handel av aktier genomförs. Frånvaro av notering av SPPC Aktierna kommer sannolikt att leda till att marknaden för SPPC Aktierna är mycket illikvid, vilket negativt påverkar Fordringshavarnas möjlighet att avyttra aktierna eller att erhålla ett acceptabelt pris för aktierna.

Aktierna av serie B i Ruric kommer att emitteras till SPPC och inte till Fordringshavarna

Eftersom de Nya Aktierna kommer att emitteras direkt till SPPC inom ramen för Omstruktureringen och inte till Fordringshavarna personligen är Fordringshavarnas möjlighet att rösta för de Nya Aktierna samt att undvika utspädning av desamma mycket begränsad.

Beskattning i Sverige

Nedan följer en sammanfattning av vissa svenska skattefrågor som aktualiseras med anledning av erbjudandet för Fordringshavarna i Ruric som i skattehänseende anses bosatta i Sverige, om inte annat anges. Sammanfattningen är baserad på nu gällande lagstiftning och är avsedd endast som generell information. Sammanfattningen omfattar exempelvis inte situationer där Obligationerna innehas som omsättningstillgångar i näringsverksamhet, situationer där Obligationerna innehas av ett kommanditbolag eller ett handelsbolag eller situationer där Obligationerna hålls i ett investeringssparkonto. Särskilda skatteregler gäller vidare för vissa kategorier av bolag, t.ex. livförsäkringsbolag. De skattemässiga konsekvenserna för varje enskild Fordringshavare beror till viss del på dennes särskilda situation. Varje Fordringshavare bör rådfråga en oberoende skatterådgivare om de skattekonsekvenser som kan uppstå vid Förslaget och som hänför sig till innehavarens särskilda situation, inklusive tillämpligheten och effekten av utländsk skattelagstiftning (inklusive förordningar och föreskrifter) och bestämmelser i skatteavtal för undvikande av

dubbelbeskattning. Sammanfattningen nedan är baserad på antagandet att Fordringshavaren och Bolaget inte ingick i samma intressegemenskap vid den tidpunkt då Fordringshavarens fordran gentemot Bolaget uppstod.

Förvärv av aktier genom kvittning

Fordringshavare som deltar i Omstruktureringsplanen anses förvärva SPPC Aktierna genom kvittning av sina fordringar gentemot Bolaget. Vid en sådan avyttring av Obligationerna bör en skattepliktig kapitalvinst alternativt en avdragsgill kapitalförlust uppstå, se vidare nedan.

Kapitalvinst eller kapitalförlust ska beräknas som skillnaden mellan marknadsvärdet av de Nya Aktierna (minskat med eventuella kostnader relaterade till förvärvet samt minskat med eventuell upplupen ränta på Obligationerna) och anskaffningsvärdet för avyttrade Obligationer. Anskaffningsvärdet för alla Obligationer av samma slag och sort läggs samman och beräknas gemensamt med tillämpning av genomsnittsmetoden.

SPPC Aktierna bör anses förvärvade till ett pris som motsvarar marknadsvärdet på de avyttrade Obligationerna. Detta värde bör normalt vara detsamma som marknadsvärdet för SPPC Aktierna (vilket normalt fastställs genom värdering).

Privatpersoner

För privatpersoner bosatta i Sverige beskattas kapitalinkomster, såsom räntor och kapitalvinster vid avyttring av obligationer, i inkomstslaget kapital. Skattesatsen i inkomstslaget kapital är 30 procent. Förutsatt att Obligationerna anses vara marknadsnoterade i skattehänseende, så är kapitalförluster på obligationer fullt avdragsgilla i inkomstslaget kapital. I annat fall är kapitalförluster avdragsgilla till 70 procent i inkomstslaget kapital. Ersättning för ränta som är upplupen men icke förfallen vid tidpunkten för försäljning av obligationer, behandlas som ränteintäkter i skattehänseende.

Aktiebolag

För aktiebolag beskattas all inkomst, inklusive ränteintäkter och kapitalvinster vid avyttring av obligationer, i inkomstslaget näringsverksamhet med en skattesats om 22 procent, för räkenskapsår som påbörjats från och med 1 januari 2013. Reglerna om ersättning för ränta som är upplupen men icke förfallen tillämpas inte för inkomstslaget näringsverksamhet. Kapitalförluster på obligationer är normalt fullt avdragsgilla. Ränteintäkter beskattas i enlighet med god redovisningssed.

Obligationsinnehavare som inte är bosatta i Sverige av skattemässiga skäl

Fordringshavare som inte anses skattemässigt bosatta i Sverige - som inte bedriver verksamhet från fast driftställe i Sverige till vilket Obligationerna är kopplade - är normalt inte skattskyldiga i Sverige på grund av sitt obligationsinnehav. Fordringshavare kan dock bli föremål för beskattning i sin hemviststat.

Fordringshavare som deltar i Omstruktureringsplanen kan bli föremål för skattekonsekvenser i Sverige som en konsekvens av den potentiella kapitalförlust sådana Fordringshavare kan utsättas för om Omstruktureringen genomförs. Ruric lämnar inga garantier eller utfästelser till någon Fordringshavare vad avser de legala eller skattemässiga konsekvenserna av Omstruktureringen. Varje Fordringshavare bör konsultera egna rådgivare vad gäller legala, skattemässiga, affärsmässiga, finansiella och angränsande konsekvenser och aspekter av Omstruktureringen.

LETTER FROM THE CHAIRMAN

Dear Bondholders,

Introduction

I am writing to give you notice of the written procedure of the Bondholders, the details of which are set out in the Notice to Bondholders (the “**Notice**”) distributed to Bondholders together with this Information Memorandum.

This letter and the recommendation from the management of Ruric forms part of this Information Memorandum distributed to you for the reasons set out below and is qualified in its entirety by the more detailed information contained in the Information Memorandum.

Ruric and its advisers believe that a restructuring of the Group is in the best interests of the Bondholders. If a restructuring is not completed, Ruric is likely to become insolvent which in turn would be likely to result in bankruptcy. If Ruric enters into bankruptcy, given its financial position, the proceeds available to Bondholders could be reduced to a level considerably below the value of the Entitlements they would receive under the Restructuring Plan.

The terms of the Restructuring Plan are complex and I have summarised the key points in this letter. I urge you, however, to read the entire Information Memorandum with care, since it contains a great deal of important information.

Background to the Restructuring and Significant Events

The current financial position of Ruric requires debt restructuring as a result of the severe drop in equity value as a result of decreases in the valuation of assets.

The debt to equity ratio is currently very high and the investments required to resolve the situation are restricted by the Bond and the financial position of Ruric.

In November 2012, Ruric suffered operational losses and significant difficulties with the payment of the coupon relating to the Bonds.

In December 2012, a bondholders’ committee (the “**Bondholders’ Committee**”) was set up to represent the interests of the Bondholders in negotiations relating to a potential restructuring.

On 6 May 2013, a Bondholders’ meeting was held which decided that the failure to repay the full amount due under the Bonds as a result of the disposal of Apraskin Dvor constituted an event of default under the terms of the Bonds, was materially detrimental to the Bondholders and gave the Bondholders a right to accelerate the Bonds. However, the Bondholders resolved not to declare the Bonds immediately due and payable but commissioned the Bondholders’ Committee to negotiate with Ruric and instruct the Agent to accelerate the Bond Loan if a satisfactory solution could not be reached within a reasonable time.

On 4 June 2013, the Bondholders’ Committee and Ruric agreed on a term sheet, the contents of which do not differ significantly from the details of the Restructuring Plan set out herein. However, please note that the Restructuring Plan differs in some respects from the published term sheet as a result of continued negotiations between Ruric and the Bondholders’ Committee as well as other practical considerations.

The Board of Directors prepared a balance sheet for liquidation purposes (*kontrollbalansräkning*) (the “**Liquidation Balance Sheet**”) in accordance with the Swedish Companies Act. The Liquidation Balance Sheet evidenced that the shareholders’ equity in the Company was less than one-half of the registered share capital. As a consequence thereof, an initial meeting for liquidation purposes was

held on 28 June 2013, at which the Company presented the Liquidation Balance Sheet. The initial meeting for liquidation purposes resolved that Ruric would not go into liquidation but continue its business operations with the aim of restoring its share capital.

Rationale behind the Restructuring

As shown by the Liquidation Balance Sheet, due to the deficit in the value of the Company's assets compared to its debt, in a bankruptcy situation Bondholders could not expect to recover all of the debt represented by the Bonds. Therefore, in order to recover the maximum value possible for Bondholders, some form of restructuring is required.

In the view of Ruric's management, a restructuring as described below represents the quickest, most efficient method to restructure the assets of Ruric to retain the maximum value possible for both the Company and the Bondholders.

Certain major shareholders of Ruric have undertaken to vote in favour of approving the Restructuring Plan at the EGM.

In addition, certain major Bondholders have undertaken to vote in favour of the Restructuring Plan in the Written Procedure as set out in a bondholders' undertaking.

The shareholders' and bondholders' undertakings are described in "*Certain Information*".

Principal elements of the Restructuring

The Restructuring Plan envisages the Bondholders exchanging their Bonds for SPPC Shares on a *pro rata* basis. SPPC will as part of the Restructuring acquire:

- (i) the Property Group (as defined herein and described further in "*Description of the Property Group*"); and
- (ii) the New Shares, representing 20 per cent. of the total share capital of Ruric following the issue thereof.

As part of the transfer of the Property Group to SPPC, Ruric will enter into a share purchase agreement with SPPC (the "**Share Purchase Agreement**") which will contain a number of representations, warranties and covenants relating to the Properties and in particular an indemnity for losses incurred by SPPC as a result of breaches of such representations, warranties or covenants. In addition, the Share Purchase Agreement will contain certain specific indemnities, including in particular a specific indemnity for losses incurred due to the lack of the permits required to operate the property known as "Gustaf". SPPC will retain the benefit of these protections upon its transfer to the Bondholders as set out in (i) above. Once finalised, a copy of the Share Purchase Agreement will be available to Bondholders upon request from the Agent, subject to satisfactory proof of ownership.

Advantages of the Restructuring

The Restructuring will (i) allow the Bondholders to take direct advantage of the potential growth of the St. Petersburg real estate market while enjoying the direct benefit of rental income from the Properties, and (ii) allow Ruric to remain a going concern, and without the burden of the debt to Bondholders, Ruric will be able to attract the necessary financing to complete the development of the remaining properties. Furthermore, the Restructuring will avoid the legal uncertainty and risks associated with an enforcement of the security interests held by the Bondholders.

Disadvantages of the Restructuring Plan

As a result of the Restructuring Plan, Bondholders will receive entitlements that represent a discount to the nominal value of their Bonds and is likely to represent a discount to the price paid by the Bondholders for the Bonds, which will be cancelled in exchange for the Entitlements delivered under the Restructuring Plan.

Consequences of the Restructuring not being implemented

The Restructuring is necessary to ensure the survival of the Company. If the Restructuring is not implemented, the ultimate return to Bondholders will be severely diminished as the Company is expected to go into liquidation and bankruptcy.

Recommendations of Ruric's Management

The terms of the Restructuring are complex and you are urged to read the Information Memorandum with care, since it contains a great deal of important information. If you are in any doubt as to the action you should take, you are recommended to seek advice immediately from an independent adviser.

The Company's management believes that the Restructuring is in the best interests of Ruric and its Bondholders and represents the best available compromise among them, and therefore urges Bondholders to take part in the Written Procedure and to vote in favour of the Restructuring Plan.

Please note, however, that, regardless of the approval by the Bondholders under the Written Procedure, the Restructuring Plan is also conditional upon the approval of Ruric's shareholders at the EGM.

Yours faithfully,

Ilya Sosnov

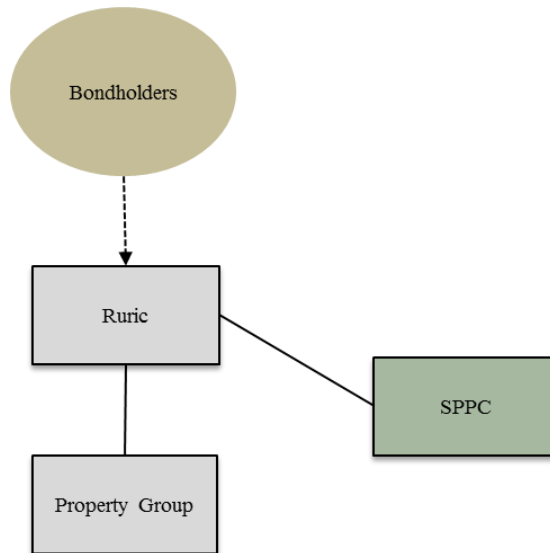
Chairman of the Board of Directors
Russian Real Estate Investment Company AB (publ)

THE RESTRUCTURING PLAN

The Restructuring Plan can be explained in the following steps:

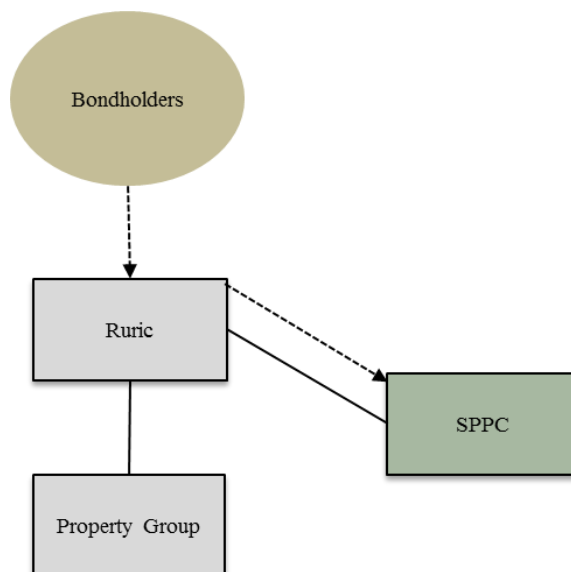
Step 1: Establishing SPPC

SPPC is a wholly-owned subsidiary of Ruric. It has been acquired as a shelf company and has not conducted any business prior to acquiring the Property Group. The entire share capital in SPPC will consist of 619,750,000 shares of one (1) class. The SPPC Shares are dematerialised and affiliated with Euroclear Sweden AB (“**Euroclear Sweden**”). Ruric has contributed SEK 500,000 as share capital in SPPC which has subsequently granted a loan back to Ruric in the same amount.



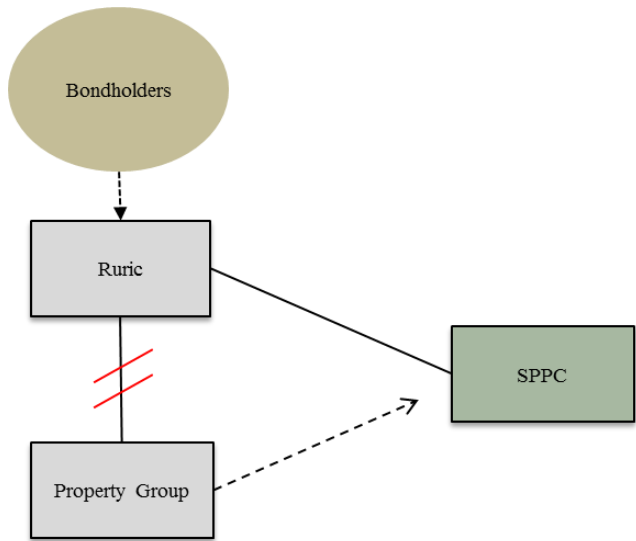
Step 2: Undertaking of unconditional equity contribution

Ruric undertakes to provide an unconditional equity contribution to SPPC in the amount of SEK 512,074,278. The undertaking is documented under Swedish law.



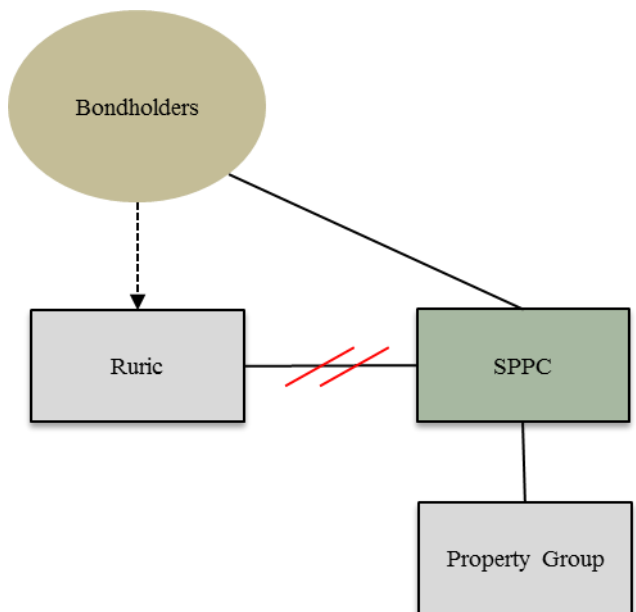
Step 3: Transfer of the Property Group to SPPC

Pursuant to the Share Purchase Agreement, Ruric transfers all shares in, and all of its claims on, the Property Group to SPPC for a consideration equal to their value as set out in the 2012 annual report of Ruric. The consideration will be paid by way of setting off (i) part of the receivable created under the undertaking of unconditional equity contribution amounting to SEK 460,000,000 and (ii) the entire loan from SPPC to Ruric referred to in Step 1 above amounting to SEK 500,000. Following such set off there will be no outstanding claims from Ruric and its remaining subsidiaries against the Property Group and SPPC.



Step 4: Transfer of SPPC to the Bondholders

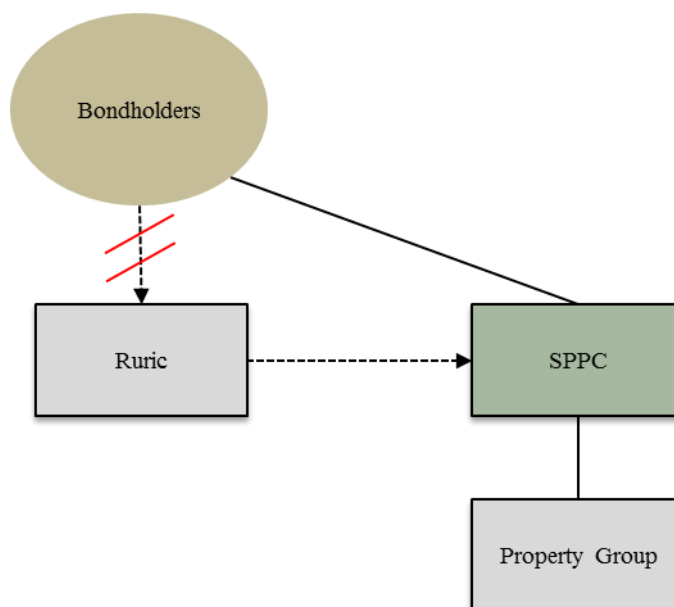
All of the SPPC Shares will be transferred to the Bondholders. The value of the transfer shall represent SEK 460,500,000. Each Swedish krona of nominal amount under the Bonds will be exchanged for one (1) share in SPPC. Consequently the Bondholders will own the SPPC Shares *pro rata* to their holding of Bonds. At the same time as the SPPC Shares are transferred to the Bondholders, the Bonds will be transferred to an account with Erik Penser Bankaktiebolag (the “**Issuing Agent**”) where the Bonds will be held on behalf of the Bondholders.



Step 5: Directed new issue of Class B shares in Ruric to SPPC

Ruric will make a directed new issue of New Shares to SPPC, being 26,037,139 Class B shares representing 20 per cent. of the total share capital, and 18.3 per cent. of the votes, in Ruric following the issue thereof. As consideration for the New Shares, SPPC will set off of the remainder of the equity contribution undertaking (amounting to SEK 52,074,278).

Please note that no New Shares will be issued to Bondholders, all New Shares will be issued to SPPC. Consequently, SPPC will control the voting rights and benefit from the financial rights relating to the New Shares and the Bondholders will have no direct influence over them other than in accordance with Swedish law.



Timing and Execution

As at the date of this Information Memorandum, Step 1 has already taken place and it is expected that Step 2 will take place prior to the date of the Restructuring. Steps 3, 4 and 5 are expected to be completed on or before 13 November 2013 and will have the combined effect that the debt under the Bonds (including both principal and Accrued Interest) will be effectively extinguished.

In exchange for the SPPC Shares which will be transferred to the securities accounts of each of the Bondholders registered on the debt ledger (or the Euroclear accounts of their authorised nominees), all Bonds will be transferred to an account held by the Issuing Agent to be held on behalf of the Bondholders. Upon (i) the Issuing Agent having certified to the Agent that the SPPC Shares have been transferred to the Bondholders, (ii) the Agent having received evidence satisfactory to it (acting reasonably) that the Directed Issue has been registered with the Swedish Companies Registration Office (*Bolagsverket*), and (iii) the Issuing Agent having certified to the Agent that the New Shares have been registered on SPPC's account with Euroclear Sweden, all payment obligations of Ruric under the Bonds shall be extinguished, the Bonds shall be cancelled and deregistered in the system of Euroclear Sweden and all security for the Bonds held by the Agent for itself and on behalf of the Bondholders under the terms and conditions of the Bonds and the pledge agreement dated 6 June 2010, as amended and restated on 6 May 2011, pertaining to the Bonds, shall be released.

Bondholders should be aware that, regardless of the outcome of the Written Procedure, the above Restructuring Plan is conditional upon the approval of the shareholders of Ruric at the EGM. In addition, if the Written Procedure is successful the Restructuring will be binding on all Bondholders regardless of whether they voted against or did not participate in the Written Procedure.

CERTAIN INFORMATION

How to participate in the Written Procedure

Bondholders can participate by sending the voting form attached to the Notice to the Agent. The Agent must receive the voting form no later than **16:00 CET on 7 November 2013** by mail, via courier or e-mail at the addresses indicated in the Notice. Votes received thereafter will be disregarded.

To be eligible to participate in the Written Procedure a Bondholder must on 1 November 2013 (the “**Record Date**”):

- be directly registered as owner of a Bond on a Euroclear Account, or
- be reported as underlying owner of a Bond by an authorised nominee (*förvaltare*) in the debt ledger for nominee registered Bonds produced by Euroclear Sweden.

If you are not directly registered as owner of a Bond or it is not held on your behalf by someone who is an authorised nominee (*förvaltare*) under the Swedish Financial Instruments Accounts Act, you may be required to take measures in order to be eligible to participate in the Written Procedure. Please contact your securities firm for information if you do not know how your Bonds are held or registered.

For further details on the Written Procedure, including the Proposal to be voted on, please see the Notice which is available on the website of the Agent at www.corpnordic.se.

Undertakings from Major Shareholders in Ruric

Aberton Holdings Inc, Dancalf Ltd, Gano Services and Mainconcept Holdings Ltd, together representing 47.63 per cent. of the votes in Ruric (the “**Major Shareholders**”), have on 10 October 2013 entered into an undertaking agreement for the benefit of the Agent as representative of the Bondholders. The undertakings set out therein include that the Major Shareholders:

- (a) subject to certain exceptions, will not use their holding of shares in Ruric to propose or support a rights issue of any shares in Ruric during the period beginning on the date of the undertaking and ending on the earlier of (i) the date on which the increase in the share capital of Ruric representing the New Shares is registered; (ii) the date on which the result of the Written Procedure is announced if the Proposal is not passed; and (iii) 30 November 2013 (the “**Lock-up Period**”);
- (b) subject to certain exceptions, will not sell, directly or indirectly through any representative or otherwise, or cause any third party to sell or enter into any derivative contract in relation to, any of its holding of shares in Ruric during the Lock-up Period;
- (c) will, either in person or by a duly appointed proxy, represent its entire holding of shares in Ruric at the EGM and vote for approval of the Restructuring; and
- (d) will support the due execution of the Restructuring.

The undertaking is governed by Swedish law.

Undertakings from Major Bondholders

Alecta Pensionsförsäkring, Ömsesidigt, Alpcot Capital Management Ltd, Proventus AB, Anna-Karin Celsing, Apprecia Focault AB, Bertil Hållsten, Frederik Kämmerer and Hållstens Forskningsstiftelse, together representing approximately 69.12 per cent. of the total aggregate nominal amount outstanding under the Bond Loan (the “**Major Bondholders**”), have on 10 October 2013 entered into an undertaking agreement with Ruric. The undertakings set out therein include that the Major Bondholders:

- (a) will not without the prior written consent of Ruric dispose of their Bonds during the Lock-up Period;
- (b) will represent all their Bonds and vote for the Restructuring in the Written Procedure; and
- (c) will support the execution of the resolution if passed.

No Major Bondholder has received any compensation for its undertaking.

Certain of the Major Bondholders hold Bonds in endowment insurances or may otherwise be unable to vote all of their Bonds. Consequently, such Major Bondholders are subject to certain exemptions from the undertaking.

The undertaking is governed by Swedish law.

Please be informed that it is unlikely to be sufficient that the Major Bondholders vote for the Restructuring in order to successfully pass the Proposal to carry out the Restructuring. It is therefore important that each Bondholder exercise its voting rights in the Written Procedure.

Majority requirements and binding resolution

The Restructuring will be pursued provided (i) that the EGM in Ruric approves the board of directors of Ruric’s Restructuring Plan and (ii) that the Restructuring Plan is approved by the Bondholders in the Written Procedure.

The Restructuring Plan cannot be approved by the EGM in Ruric unless shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the EGM supports the Restructuring, the issue of the New Shares and the proposed amendments to the Articles of Association of the Company (a so called “qualified majority”).

The Restructuring Plan cannot be approved in the Written Procedure unless Bondholders representing at least one fifth (1/5) of the aggregate outstanding nominal amount participate in the procedure and at least three quarters (3/4) of the votes received in the Written Procedure supports the Restructuring Plan (a so called “qualified majority”). **Provided that these requirements are met, all Bondholders will be bound by the proposal and will take part in the Restructuring and have their Bonds exchanged for the Entitlements.** It is therefore of great importance that each Bondholder exercise its voting rights in the Written Procedure.

Certain considerations relating to the Restructuring

The Restructuring entails a number of risks for Bondholders and the following sets out a number of specific risks which should be taken into consideration by Bondholders when considering how to vote in the Written Procedure. These risks are not intended to be exhaustive and there may be other risks not listed here which may apply to particular Bondholders' circumstances.

Tax consequences of the Restructuring relating to the remaining Ruric

As a result of the successful completion of the Restructuring, Ruric shall incur a significant accounting gain following the cancellation of the debt represented by the Bond Loan in return for assets with a value representing a considerably smaller sum. While Ruric benefits from a large tax shield as a result of significant losses in previous years, the taxable gain may have an adverse impact on the overall tax situation of Ruric following the completion of the Restructuring.

Insolvency risk

While the completion of the Restructuring will go some way to recapitalising Ruric, it should be noted that Ruric is, following the June 2013 initial meeting for liquidation purposes (*första kontrollstämman*) of its shareholders, required to hold a second meeting for liquidation purposes (*andra kontrollstämman*) within eight months of the initial meeting, by which time the Company's equity position must have been restored so that it amounts to at least the registered share capital. As a result there may need to be significant equity injections or other financial changes made in order to restore the Company's overall financial position. Failure to hold a second meeting for liquidation purposes within the period prescribed by Swedish law, to present an audited liquidation balance sheet to the second meeting for liquidation purposes or alternatively the failure to have restored the equity position in the Company as at the date of the second meeting for liquidation purposes will result in the involuntary liquidation of the Company. See "Description of Ruric following the Restructuring".

Furthermore:

(i) an initial meeting for liquidation purposes was also held in PDFinance Sweden AB, one of the Swedish property companies forming part of the Property Group, on 28 June 2013; and

(ii) initial meetings for liquidation purposes were also held in Russian Real Estate Investment Company Pyat AB, Russian Real Estate Investment Company Shest AB and Russian Real Estate Investment Company Syem AB, all of which are among the Swedish property companies that will remain with the Ruric Group.

Second meetings for liquidation purposes of each of the companies will consequently have to be held within eight months from the initial meetings and significant equity injections or other financial restructuring might be necessary in order to restore the equity positions in the respective companies. Failure to restore any of the abovementioned companies' equity positions within the period prescribed by Swedish law will result in involuntary liquidation of such company.

Ruric's share price may fluctuate or be negatively affected by the Restructuring

While the Restructuring will remove the sizeable liability represented by the Bond Loan from the balance sheet of Ruric, it cannot be ruled out that Ruric's share price will not be negatively affected.

Such decrease in Ruric's share price may decrease the possibility for SPPC to divest the New Shares at an acceptable price within the foreseeable future.

Ruric has not obtained all permits required to conduct business on the property Gustaf

Ruric is not currently in possession of all permits required under Russian law to conduct business on the property referred to as "Gustaf". However, Ruric will procure that an independent contractor will be appointed to undertake all necessary actions for the purpose of obtaining the relevant permits from the relevant Russian authorities. Until such permits and registrations are received, if at all, Ruric may be required to cease business on that property, thereby reducing the rental income received by SPPC, or be subject to fines or other sanctions from the Russian authorities. Ruric will, however, undertake in the Share Purchase Agreement to procure that the relevant permits are obtained within a three (3) month period of the completion of the Restructuring, and any losses incurred by SPPC as a result of the lack of such permits will be subject to, amongst other things, a specific indemnity.

Risk that negative publicity following the Restructuring (whether true or false) may negatively affect the share price and the possibility to obtain financing in the future

Any negative publicity as a result of the completion of the Restructuring (whether true or false) may affect the reputation of SPPC in both the Swedish and Russian markets. This may result in a drop in the share price of SPPC, thereby negatively affecting the Bondholders' ability to sell the shares at a price that is acceptable to them, or at all.

Operational risk due to the appointment of the new board of directors and CEO

While the new board of directors and CEO of SPPC have considerable experience in the real estate market and doing business in the Russian Federation, there can be no assurance that the new management will be able to maintain the level of income previously received from the Properties or successfully develop the Strelna land plot.

The SPPC Shares will not be listed at the date of the completion of the Restructuring

The SPPC Shares will not at the time of their transfer to the Bondholders be listed on a regulated market, multilateral trading facility or any other securities exchange. As a result trading in the SPPC Shares is very difficult and it is unlikely that a market in such shares will evolve until a listing is achieved, if at all. This lack of listing is likely to make the SPPC Shares very illiquid, thereby negatively affecting the Bondholders' ability to sell the shares at a price that is acceptable to them, or at all.

Certain Bondholders and savings structures may have restrictions on their ability to hold the SPPC Shares and the transferability of those shares may be limited. This may for example apply to Bondholders who hold their investments as Individual Pension Savings (*Individuellt Pensionssparande – IPS*) or an Investment Savings Account (*investeringssparkonto – ISK*) or through insurance such as capital or pension insurance (*kapital- eller pensionsförsäkring*), or similar savings structure, the SPPC Shares may have to be sold upon the exchange in an illiquid market, which could negatively affect their value.

The B-shares in Ruric will be issued to SPPC and not to the Bondholders

As the New Shares will be issued to SPPC directly as part of the Restructuring and not to the Bondholders themselves, Bondholders ability to vote the New Shares or to avoid being diluted is very limited.

Taxation in Sweden

Below is a summary of certain Swedish tax issues related to the offer for bondholders in Russian Real Estate Investment Company AB (“Ruric”) that are residents of Sweden for tax purposes, unless otherwise stated. The summary is based on current legislation and is intended to provide general information only. The summary does not cover situations, including but not limited to, where Bonds are held as current assets in business operations, situations where Bonds are held by a limited partnership or a partnership or situations where Bonds are held in an investment savings account (investeringssparkonto). Further, special tax rules apply to certain categories of companies, for example life insurance companies. The tax consequences for each individual bondholder depend to some extent on the holder’s particular circumstances. Each bondholder is advised to consult an independent tax advisor as to the tax consequences relating to the holder’s particular circumstances that could arise from the offer, including the applicability and effect of foreign tax legislation (including regulations) and provisions in tax treaties for the avoidance of double taxation. The summary below is based on the assumption that the bondholder and Ruric did not share a community of interest at the time when the bondholder’s claim on Ruric arose.

Share acquisition by way of a set-off

Bondholders that participate in the Restructuring Plan are deemed to acquire SPPC Shares by way of a set-off their claims on Ruric. Upon such a disposal of the Bonds, a taxable capital gain alternatively a tax deductible capital loss should arise, see further below.

The capital gain or the capital loss should be computed as the difference between the fair market value of the acquired SPPC Shares (less expenses, if any, related to the disposal and possibly less accrued interest on the Bonds) and the acquisition value of the Bonds disposed of. The acquisition value for all Bonds of the same class and type shall be added together and computed collectively in accordance with the average method (*genomsnittsmetoden*).

The SPPC Shares should be considered to be acquired at a price corresponding to the fair market value of the Bonds disposed of. This value should normally be the same as the fair market value of the SPPC Shares (normally established by a valuation).

Private individuals

For private individuals resident in Sweden for tax purposes, capital income such as interest income and capital gains at the disposal of Bonds is taxed in the capital income category. The tax rate in the capital income category is 30 per cent. Provided that the Bonds are deemed to be listed for tax purposes, capital losses on the Bonds are fully tax deductible in the capital income category. Otherwise, capital losses are tax deductible at 70 per cent in the capital income category. Compensation for accrued but not due interest at the sale of Bonds is treated as interest income for tax purposes.

Limited liability companies

For limited liability companies (*aktiebolag*) all income, including interest income and capital gains at the disposal of Bonds, is taxed as income from business operations at a tax rate of 22 per cent. for the financial years starting from 1 January 2013. The rules regarding compensation for accrued but not due interest do not apply to income from business operations. Capital losses on the Bonds are normally fully tax deductible. Interest income is taxed in accordance with generally accepted accounting principles.

Bondholders not resident in Sweden for tax purposes

Bondholders not resident in Sweden for tax purposes - which are not conducting business through a permanent establishment in Sweden to which the Bonds are effectively connected - are normally not liable for taxation in Sweden in respect of the Bonds. Bondholders may, however, be subject to taxation in their state of residence.

INDICATIVE TIMETABLE

The following timetable relating to the Restructuring Plan is only indicative of the expected timing of the summarised steps set out therein. The timetable remains subject to any modification or extension agreed between Ruric and the Agent. Any such modification or extension shall be notified to the Bondholders in accordance with the notification provisions of the Terms and Conditions of the Bonds.

In addition to the below, Bondholders should observe the deadlines set by any institution or settlement system through which they hold Bonds to ensure that their vote is delivered on time for the purposes of voting at the Written Procedure.

Event	Date	Description
<i>Launch Date</i>	10 October 2013	Written Procedure announced and the Notice sent to Bondholders together with the Information Memorandum in accordance with the Terms and Conditions. The Notice and the Information Memorandum published on Ruric's website.
<i>Record Date</i>	1 November 2013	Record date for Bondholders permitted to vote in the Written Procedure. <i>On this date a Bondholder that wishes to participate in the Written Procedure must be registered in the debt ledger. Some Bondholders may need to take actions to procure that they are duly registered in the debt ledger. For more information please see the Notice.</i>
<i>Expiration of Written Procedure</i>	4:00 p.m. (Stockholm time) 7 November 2013	Latest date and time for the Agent's receipt of replies to the Written Procedure.
<i>EGM of Ruric</i>	7 November 2013	Ruric shareholders to vote on, amongst other things, approval of the Restructuring Plan and the issue of the New Shares.
<i>Expiration of extended Written Procedure (upon a lack of quorum in relation to the original Written Procedure)</i>	Expiration of Written Procedure + 5 banking days	Latest date for receipt of replies in writing for the extended Written Procedure.
<i>Completion of the Restructuring (assuming quorum reached in the original Written Procedure)</i>	On or before 13 November 2013	<ul style="list-style-type: none"> - Transfer of Property Group to SPPC. - Transfer of SPPC Shares to Bondholders. - Increase of Ruric's share capital due to the issuance of the New Shares. - Ruric issue of New Shares to SPPC registered with Euroclear Sweden. - Ruric's debt to Bondholders extinguished. - Bonds deregistered and cancelled in the systems of Euroclear Sweden.

DESCRIPTION OF ST PETERSBURG PROPERTY COMPANY AB

SPPC prior to the Restructuring

St Petersburg Property Company AB (publ) (or a similar trade name) (under name change from Goldcup 8228 AB) is currently a wholly-owned subsidiary of Ruric. It was acquired as a shelf company on 27 September 2012 and has not conducted, nor will it conduct, any business prior to acquiring the Property Group on the date of the Restructuring. The entire share capital in SPPC consists of SEK 500,000 and will at the date of completing the Restructuring be represented by 619,750,000 shares of one class. The SPPC Shares are dematerialised and affiliated with Euroclear Sweden.

SPPC was incorporated in Sweden on 13 November 2012 (registered number 556911-8275), as a public limited liability company (*publikt aktiebolag*).

Capitalisation and Indebtedness

The capitalisation and indebtedness of SPPC will, immediately prior to the acquisition of the Property Group, be as follows:

<u>Assets</u>	
Loan to Ruric	SEK 500,000
<u>Total Assets</u>	<u>SEK 500,000</u>
Equity	
619,750,000 shares	SEK 500,000
Liabilities	
No liabilities existing	SEK 0
<u>Total Equity and Liabilities</u>	<u>SEK 500,000</u>

Financial Statements

Since its date of incorporation, SPPC has not carried on any business activities and no financial statements have been prepared as at the date of this Information Memorandum. The current financial year of SPPC will end on 31 December 2014.

Auditors

As at the date of the acquisition of SPPC, the auditor in SPPC was Mikael Larsson of Ernst & Young AB. Upon the pending registration with the Swedish Companies Registration Office (*Bolagsverket*), KPMG AB will be the auditor of SPPC. Mats Kåvik will be the auditor in charge. The application for registration was submitted to the Swedish Companies Registration Office on 27 September 2013.

SPPC after the Restructuring

THE INFORMATION UNDER THIS SECTION “SPPC AFTER THE RESTRUCTURING” HAS BEEN PROVIDED BY THE BONDHOLDERS’ COMMITTEE. RURIC DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE INFORMATION CONTAINED IN THIS SECTION.

On the date of the Restructuring, SPPC will acquire the Property Group by way of purchasing 100 per cent. of the shares in RURIC Chetire AB, RURIC TRI AB, RURIC DVA AB and PDFinance Sweden AB. Payment for the acquisition will be made by way of set-off against the undertaking of equity contribution from Ruric.

Vision

SPPC shall be perceived as, an attractive property company in St Petersburg. The brand shall represent high quality, good service and long-term thinking in the management of the company’s commercial properties in attractive business locations.

Business concept

SPPC shall, directly or indirectly, own, manage and divest properties and rights to properties in St Petersburg, Russia, financial instruments, and any business incidental thereto. SPPC shall offer its clients high-quality office and retailing premises. SPPC intends to apply an opportunistic exit strategy to the benefit of its shareholders.

Operating objectives

SPPC intends to gradually increase profit from current operations.

Financial objectives

SPPC shall have good dividend growth over time and the dividend shall account for more than half the net profit from current operations. The equity ratio shall be at least 50 per cent. over time. If the Properties can be mortgaged to a reputable bank, a substantial one-off dividend or stock repurchase may be possible.

Loan to SPPC

For the purpose of providing liquidity to SPPC for an interim period, Alecta Pensionsförsäkring, Ömsesidigt, Alpcot Capital Management Ltd and Proventus AB will, on or around the date of the Restructuring, extend a loan to SPPC in the aggregate amount of SEK 5,000,000 (the “**Loan**”). The Loan will bear a fixed interest rate of 10 per cent. *per annum*. The Loan shall be repaid on the earlier of six (6) months from the date of the loan agreement or ten (10) business days from SPPC’s notice of repayment. The Loan will contain certain representations and warranties, undertakings and events of default and further be governed by Swedish law.

Facility management

Facility management will be organised either through external suppliers and or internal services depending on costs.

SPPC will initially enter into a facility management agreement with Ruric regarding the provision of management services to the Properties on an interim basis. The services provided will include both technical and operational management, rent management and financial services.

The agreement will have an initial term of twelve (12) months, subject to an exclusive option for SPPC to at any time, when the agreement has been effective for one (1) month, terminate the agreement with two (2) months' notice. When the agreement has been effective for ten (10) months, also Ruric shall be entitled to terminate the agreement at any time with two (2) months' notice.

The services pursuant to the facility management agreement are to be provided on market terms.

Legal structure

For an overview of the legal structure immediately after the Restructuring, see “*Description of the Property Group*”.

Accounting and reporting

SPPC’s financial year will be the calendar year, with the current financial year extended to 31 December 2014. SPPC’s first interim report is intended to be published after the first quarter of 2014.

Capitalisation and indebtedness

Simplified, the capitalisation and indebtedness of SPPC immediately following the Restructuring can be described as follows.

Assets	
Cash from the Loan	SEK 5,000,000
The Property Group	SEK 460,000,000 ¹
Shares of Ruric AB	SEK 30,741,104 ²
<u>Total Assets</u>	<u>SEK 495,741,104</u>
Equity	
619,750,000 shares	SEK 490,741,104
Liabilities	
The Loan	SEK 5,000,000
<u>Total Equity and Liabilities</u>	<u>SEK 495,741,104</u>

¹ Value of Properties as at 31 December 2012 (as reflected in Ruric’s 2012 annual report).

² Market value of the Shares as at 9 October 2013 (based on the average price over the previous two (2) weeks).

Note that this table is only an estimate and may be subject to changes.

Corporate Governance

SPPC is a Swedish public limited liability company with its registered office in Stockholm. The company is governed by its Articles of Association, the Swedish Companies Act, as well as other applicable laws and rules.

Registered address

The registered address for SPPC following the Restructuring will be St. Petersburg Property Company AB, P.O. Box 162 85, SE-103 25 Stockholm, Sweden.

Listing

SPPC will initially have a limited number of shareholders and will not qualify for a listing with any regulated securities exchange. SPPC however intends to seek an unofficial listing of its shares.

The Members of the Board

The Board of Directors of SPPC will consist of five members, without any deputies, all of whom are elected at the Annual General Meeting. From the date of the Restructuring, the Board of Directors will consist of the following members:

Torbjörn Gunnarsson, Chairman of the Board, born 1959.

M.Sc. in Business Administration and Economics from the Stockholm School of Economics, Chairman of Mio Möbler AB and Städarna Sverige AB. Boardmember of Gunnar Gunnarsson Fastighets AB, Panare AB, Södra Hotellet AB, Lånbyte AB. Previous experience includes the position as CEO of Varyag Resources AB.

Nadja Borisova, board member, born 1968.

FCCA, CFO of the Vostok Nafta Investment Ltd group, Board member of Vostok Nafta Sverige AB. Previous experience includes the position of CFO of Varyag Resources AB, senior finance positions at Cloetta Fazer AB and The Coca-Cola Company in Sweden and Russia.

Anna-Karin Celsing, board member, born 1962.

M.Sc. in Business Administration and Economics from the Stockholm School of Economics, Deputy Chairman of SVT AB. Board member of The Royal Swedish Opera, Lannebo Fonder AB, O2 Vind AB, Seven Day Finance AB. Previous experience includes positions as Senior Vice President at Swedbank, Communications Director with Ratos AB and Board member of Finansinspektionen (The Swedish Financial Services Authority).

Björn Lindström, board member, born 1971.

M.Sc. in Business Administration and Economics from the Stockholm School of Economics. Chairman of Shelton Petroleum AB and Alpcot Active S.A. Board director of Alpcot Capital Management Ltd and Mustique Capital Holding S.A. Previous experience includes board membership of Agrokultura and International Stock Exchange St. Petersburg.

Anders Thelin, board member, born 1970.

M.Sc. in Business Administration and Economics from the Stockholm School of Economics. Employed by Proventus AB since 1995. Member of the bondholders' committee in Ruric in 2008 and 2013.

CEO

Mats Hultén, born 1970.

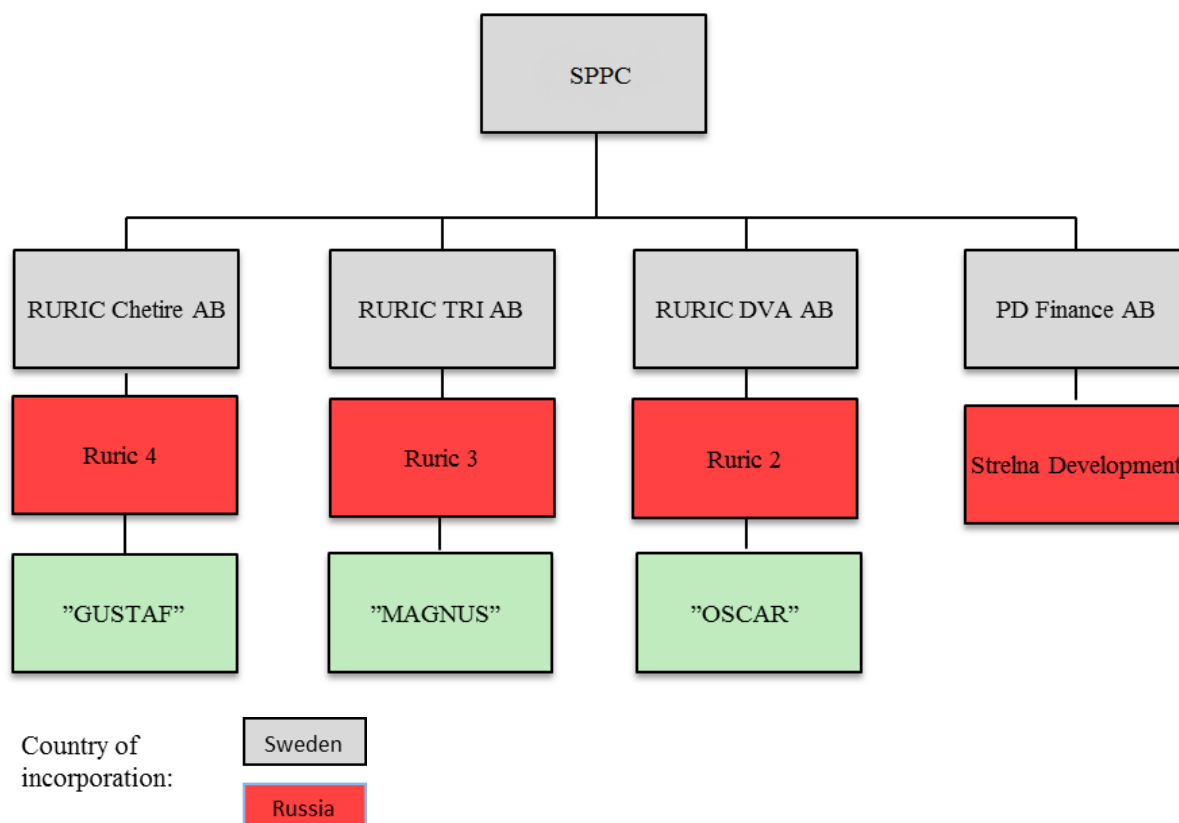
MSc, BoA, Interlink Consulting. Previous experience includes the position as Managing Director of real-estate developer Centrumutveckling Kiev, Orc Software Moscow, Project manager AGA-BKZ Moscow.

Auditor

KPMG AB will be the auditor of SPPC following the Restructuring. Mats Kåvik will be the auditor in charge.

DESCRIPTION OF THE PROPERTY GROUP

The following diagram shows the ownership structure between SPPC and the Properties following the transfer of the Property Group to SPPC:



Swedish property companies

The Swedish incorporated property companies wholly-owned directly by SPPC are as follows:

(a) **RURIC Chetire AB:**

Full Name:	Russian Real Estate Investment Company Chetire AB
Address:	Hovslagargatan 5B, 111 48, Stockholm.
Registration number:	556662-7971.
Date of registration:	3 June 2004.
Share capital:	SEK 100,000.
Number of shares:	100,000.

(b) **RURIC TRI AB:**

Full Name: Russian Real Estate Investment Company TRI AB
Address: Hovslagargatan 5B, 111 48, Stockholm.
Registration number: 556662-7286.
Date of registration: 2 June 2004.
Share capital: SEK 100,000.
Number of shares: 100,000.

(c) **RURIC DVA AB:**

Full Name: Russian Real Estate Investment Company DVA AB
Address: Hovslagargatan 5B, 111 48, Stockholm.
Registration number: 556662-7161.
Date of registration: 2 June 2004.
Share capital: SEK 100,000.
Number of shares: 100,000.

(d) **PDFinance Sweden AB:**

Full Name: PDFinance Sweden AB
Address: Hovslagargatan 5B, 111 48, Stockholm.
Registration number: 556717-7968.
Date of registration: 14 December 2006.
Share capital: SEK 100,000.
Number of shares: 1,000.

Russian property companies

The Russian incorporated property companies wholly-owned indirectly by SPPC are as follows:

(a) **Ruric 4:**

Full Name: Limited Liability Company "Ruric 4",
Address: St. Petersburg, Sredny Prospect of Vasilevskiy Island, 36/40, litera K
Registration number: PSRN 1047855046227, TIN 7801362710
Date of registration: 23/07/2004
Charter capital: 29,130,000 RUR

(b) **Ruric 3:**

Full Name: Limited Liability Company "Ruric 3"
Address: St. Petersburg, Nevsky Prospekt, 30
Registration number: PSRN 1047855086916, TIN 7841303302
Date of registration: 16/09/2004
Charter capital: 342,086,000 RUR

(c) **Ruric 2:**

Full Name: Limited Liability Company "Ruric 2"
Address: St. Petersburg, Fontanka river Embankment, 13, litera A
Registration number: PSRN 1047855093846, TIN 7841303648
Date of registration: 24/09/2004
Charter capital: 34,910,000 RUR

(d) **Strelna Development:**

Full Name: "Strelna Development" Limited Liability Company
Address: St. Petersburg, 9th line of Vasilevsky Island, 34 litera A
Registration number: PSRN 1117847290604, TIN 7801551852
Date of registration: 15/07/2011
Charter capital: 10,000 RUR

The Properties

The properties owned by SPPC will be as follows:

(a) **Oscar**

Business Centre: Fontanka river emb. 13, St. Petersburg, the Russian Federation.

The property at 13 Fontanki Embankment is located in the Central district, which is full of businesses, shops, theatres and museums. The building was first constructed in 1977 and designed to be a part of a cinema complex, but construction works ceased in 1986. The building had been empty until Ruric purchased it in 2004. The investment totalled SEK 86 million, including renovation costs and capitalised interest expenses. The building has total area of 3,676 m², of which 2,983 m² are leasable. Thus the total investment amounts to about SEK 28,850 per square meter. Planning commenced in 2004 along with the original renovation work. The final tenant adjustments were completed in spring 2008. As of 31 December 2012, there were no vacant premises and the largest tenant was Statoil.

(b) **Magnus**

Business Centre: 9th line of Vasilievskiy island 34, St. Petersburg, the Russian Federation.

The property was acquired in 2005. The building is located in the quiet Vasileostrovsky district. The investment amounted to approximately SEK 120 million, including renovation costs. The building has a total area of 8,140 m², of which 5,547 m² are leasable. The total investment amounts to about SEK 21,650 per square meter of leasable area. The occupancy rate as of 31 December 2012 was 82.8 per cent. and the largest tenant was Gazprom Invest.

(c) **Gustaf**

Business Centre: Sredny Prospect of Vasilievskiy Island 36/40, St. Petersburg, the Russian Federation.

The property was acquired in 2005 and is located close to Magnus business center. The investment amounted to about SEK 82 million, including renovation costs. Its total area is 5,214 m², of which 4,597 m² are leasable. Total investment thus corresponds to about SEK 17,850 per square meter of the leasable area. The first two floors are used for retail purposes, and office space is located above. By the end of the year the accounting firm Deloitte was considered as the largest tenant. The occupancy

rate as of 31 December 2012 was 100 per cent. See also “*Certain information – Certain considerations relating to the Restructuring to the Restructuring – Ruric has not obtained all permits required to conduct business on the property Gustaf*”.

(d) **Strelna Land plot**

St. Petersburg, the Russian Federation, Petrodvortsovy district, Krasnoselskoye shosse, site numbers 76, 77, 78 and 79.

In 2011, following the parcelling of the land plot in Strelna, Ruric became the sole owner of 33 hectares of land in the southwestern part of Saint Petersburg. Management believes that this area, together with two other areas in the proximity of St Petersburg, with good road and rail communication, are specifically attractive. No development is currently conducted on the land plot.

The properties mentioned in (a) to (d) above are referred to herein together as the “**Properties**” and each as a “**Property**”. The Swedish property companies and the Russian property companies set out above are, together with the Properties, referred to herein as the “**Property Group**”.

CERTAIN HISTORICAL FINANCIAL INFORMATION RELATING TO THE PROPERTIES

The following constitutes certain historical financial information relating to the Properties. For further details Bondholders are advised to refer to Ruric's latest annual report as set out on Ruric's website at http://ruric.com/files/financial_reports/annual-report-2012-eng.pdf as well as Ruric's latest interim report for the financial period January – June 2013 (as set out on Ruric's website at http://ruric.com/files/financial_reports/Interim-report-Jan-June-2013-eng.pdf).

Income

The following amounts were recognised in the Consolidated Statement of Comprehensive Income for the financial year ended on 31 December 2012 in respect of the Properties:

	2012	2011	2012	2011
	'000 SEK	'000 SEK	'000 RUB*	'000 RUB*
Rental income, including:	35,300	32,200	164,807	150,334
Oscar	9,492	10,738	44,316	50,133
Magnus	11,524	8,864	53,803	41,384
Gustaf	14,284	12,598	66,688	58,817
Direct operating expenses, including:	(11,061)	(11,633)	(51,641)	(54,312)
Oscar	(2,807)	(2,810)	(13,105)	(13,119)
Magnus	(5,430)	(4,716)	(25,351)	(22,018)
Gustaf	(2,591)	(3,988)	(12,097)	(18,619)
Attributable to all property	(233)	(119)	(1,088)	(556)

Valuation of the Properties

The following table sets out certain information on the valuation of the Properties:

Property	Total area (m ²)	Lettable area (m ²)	Fair value**	External valuation		External valuation	
			per m ² 31 December 2012 (Fair values**) ('000 SEK)	as at 31 December 2012 (Fair values**) ('000 SEK)	as at 31 December 2011 (Fair values**) ('000 RUB*)	as at 31 December 2011 (Fair values**) ('000 RUB*)	
Oscar	3,676	2,983	22.8	83,791	391,201	86,000	401,514
Magnus	8,140	5,547	13.6	111,065	518,537	112,600	525,704
Gustaf	5,214	4,597	22.1	115,213	537,903	115,700	540,176
Strelna land	328,700	-	0.5	149,627	698,574	193,900	905,274
Total Properties	345,730	13,127		459,696	2,146,215	508,200	2,372,668

*In calculating the valuations in SEK for convenience purposes we have used the Central Bank of Russia's official exchange rate as at 31 December 2012 of SEK1 = RUB 4,6688.

**The data on the fair values of the properties disclosed above is extracted from the annual report of Ruric for 2012. Fair values are assessed in Russian roubles, being the functional currency of Ruric, therefore SEK valuations of Properties included into the interim quarter reports of Ruric will be different because of the foreign exchange difference between Rouble and Swedish Kronor for the relevant period.

DESCRIPTION OF THE NEW SHARES

The following is a brief description of the New Shares and does not purport to outline all of the rights and obligations relating to the ownership of such shares or the full extent of the ownership or transfer restrictions relating thereto.

The New Shares

Ruric shall issue as part of the Entitlements, once the SPPC Shares have been transferred to the Bondholders, B Class shares in the share capital of Ruric in the form of a directed issue to SPPC to hold on behalf of the Bondholders.

Those B Class shares will amount to 26,037,139 representing, following issue, 20 per cent. of the entire share capital of Ruric.

Rights attaching to the New Shares

All of the Company's shares (the "Shares") are denominated in Swedish kronor with a par value of SEK 2 per Share. The Shares were issued in accordance with the Swedish Companies Act (2005:551) and the shareholders' rights associated with the Shares can only be amended in accordance with the procedures prescribed in that act. At shareholder meetings, each Ruric class A share carries an entitlement to ten votes and each class B share to one vote. Each Share entitles the shareholder to preferential rights in any new issue of Shares, warrants or convertibles in relation to the number of Shares owned with an issue of both share classes and in proportion to the total number of Shares of both series in the issue of one class only, and carries equal rights to participation in dividends and any surplus in conjunction with liquidation. The Shares are subject to a conversion clause pursuant to the articles of association.

Ruric's B shares are traded under the short name RURI B on First North of the Stockholm Stock Exchange.

Erik Penser Bankaktiebolag is the Company's certified advisor.

Pareto Securities AB (formerly known as Pareto Öhman AB) furnishes the Company's liquidity guarantee.

Ruric's share capital on 31 December 2012 amounted to SEK 208,297,110 made up of 1,330,266 A class and 102,818,289 B class shares.

Outstanding warrants

There is no outstanding warrant programme.

Shares and shareholders

The largest shareholder is Gano Services Inc.

Dividend

The annual general meeting resolved that no dividend should be distributed for the financial year ended 31 December 2012.

Price

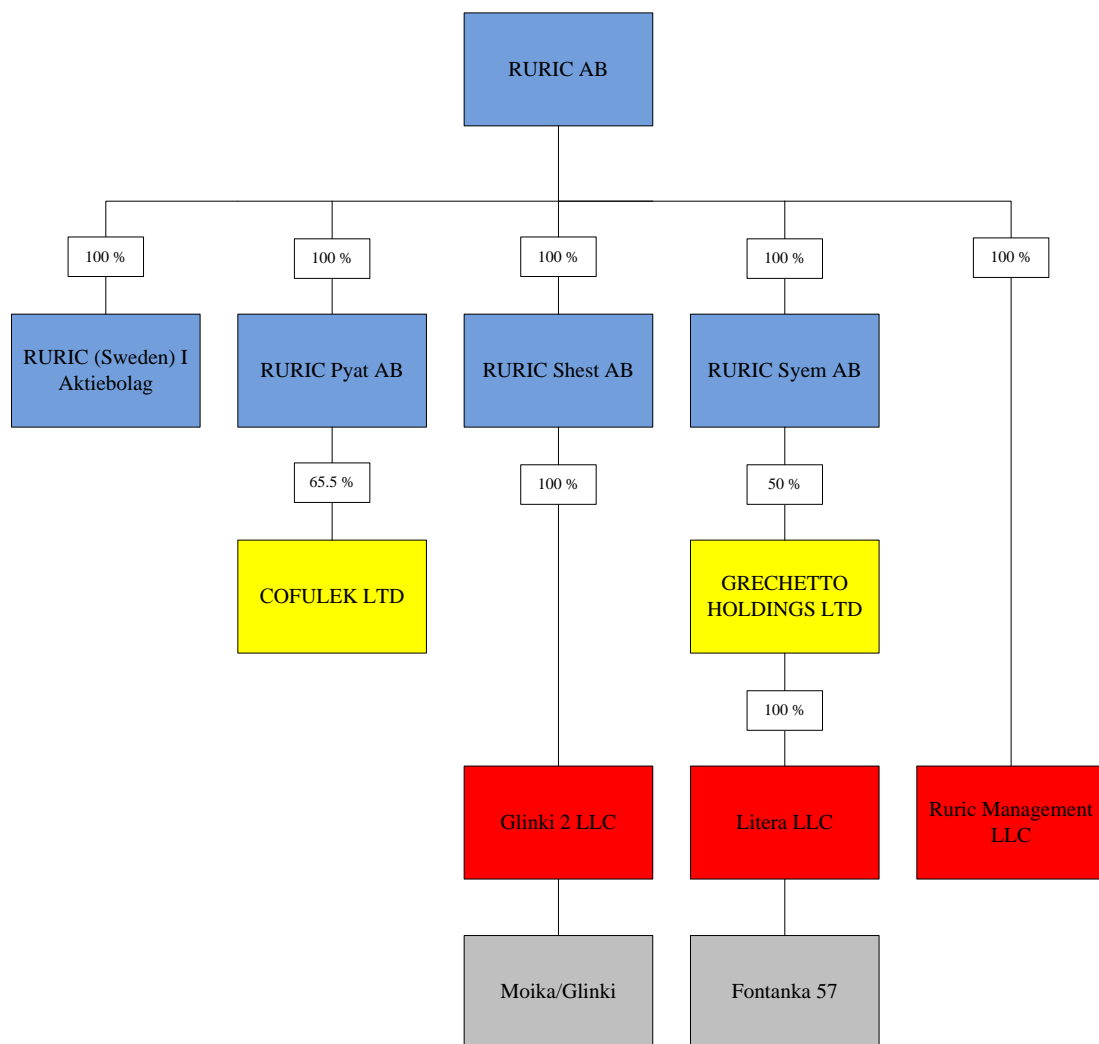
On 31 December 2012, the closing price of the Shares was SEK 0.07 per share compared with SEK 1.66 on 31 December 2011, corresponding to a decrease of 96 per cent. A total of 104,247,323 million Shares were traded, which corresponds to 100 per cent. of the average number of Shares outstanding during the year. As at 9 October 2013, the average market price of the Shares over the previous two (2) weeks was SEK 0.85.

DESCRIPTION OF RURIC FOLLOWING THE RESTRUCTURING

The following description constitutes the current intentions of Ruric's management and describes the position of Ruric immediately following the completion of the Restructuring. It is not intended to be binding in any way. Management may amend any of the details below in accordance with the circumstances at the time and may change strategies and the structure of the Company at any time in accordance with the powers of the Board of Directors.

Corporate Structure

The following diagram shows the corporate structure of Ruric and its subsidiaries following the completion of the Restructuring:



Country of incorporation



Strategy

Upon completion of the Restructuring, the Board of Directors shall develop a new strategy to grow the Company and maximise the value of its expertise in key areas. The strategy is likely to be based on the following elements:

- **Moika Glinki.**

Professional management of the complex litigation process and finding solution beneficial for all parties.

- **Fontanka.**

Finalising the development project and further realisation of the project.

- **Other properties.**

Ruric will seek properties to manage and to develop in order to bring its quality of management to other St Petersburg properties.

Assets

The following significant assets will continue to be owned by Ruric following the Restructuring:

- **Moika Glinki**

As a result of the cancellation of Ruric's investment contract with the Russian Ministry of Defence, Ruric reclassified the recoverable value of the Moika Glinki investment project from "Investment property under development" to "long-term receivables". The non-recoverable amount of SEK 280,418 thousand (RUB 1,309,207 thousand) was recorded as a change in fair value in 2012.

Ruric engaged external international legal experts to estimate the potential recovery of the receivable. The estimated recoverable amount according to the legal experts, discounted to the present value less attributable legal costs, was equal to SEK 210,971 thousand as at 31 December 2012.

- **Fontanka 57**

In Ruric's annual report for 2012, investments in the Fontanka project are presented as "Investments in equity accounted investees", "Trade and other receivables (receivables from equity accounted investees)" and "Other long-term receivables (receivables from equity accounted investees)". The fair value of these investments is estimated by reference to the appraisal reports of the Fontanka 57 project, prepared by the valuation company CBRE as of the reporting date. As at 31 December 2012, the fair value of Ruric's share in the Fontanka 57 project was assessed by the valuers at SEK 57,379 thousand.

Financial Position

Since there was reason to believe that Ruric's equity was less than one-half of its registered share capital, the Board of Directors of Ruric prepared and caused Ruric's auditor to examine the Liquidation Balance Sheet (as defined above) (*kontrollbalansräkning*) on 13 June 2013. As the Liquidation Balance Sheet evidenced that Ruric's equity, calculated in accordance with the Swedish Companies Act, was less than one-half of its registered share capital, the Board of Directors issued a notice to attend an initial meeting for liquidation purposes (*första kontrollstämma*), for the shareholders to vote on whether or not Ruric should continue its business operations. At the initial meeting for liquidation purposes, which was held on 28 June 2013, the Liquidation Balance Sheet and

the auditor's statement thereon was presented to the shareholders. The shareholders resolved in favour of the Board of Directors' proposal to continue Ruric's business operations.

Ruric is required to convene a second meeting for liquidation purposes (*andra kontrollstämma*) to be held within eight (8) months from the date of the initial meeting for liquidation purposes. Unless Ruric has restored its equity position to at least its registered share capital on the date of the second meeting for liquidation purposes, it will be forced to enter into liquidation in accordance with Swedish corporate law.

In addition, the development of Fontanka 57 will require additional financing. The correct mix of equity and debt financing will be determined by Ruric's management following the Restructuring to ensure it maintains a low risk profile and receives an adequate return on investment. The precise amounts of equity and debt financing required will be determined in conjunction with leading financial institutions working in the real estate market.

Description of the operating subsidiaries and properties of the Ruric Group following the Restructuring

Swedish property companies

The Swedish incorporated property companies wholly-owned directly by Ruric are as follows:

(a) RURIC (Sweden) I AB:

Full Name:	Russian Real Estate Investment Company (Sweden) I AB
Address:	Hovslagargatan 5B, 111 48, Stockholm
Registration number:	556653-9721
Date of registration:	20 January 2004
Share capital:	SEK 100,000
Number of shares:	1,000

(b) RURIC Pyat AB

Full Name:	Russian Real Estate Investment Company Pyat AB
Address:	Hovslagargatan 5B, 111 48, Stockholm
Registration number:	556656-5841
Date of registration:	25 February 2004
Share capital:	SEK 100,000
Number of shares:	1,000

(c) RURIC Shest AB

Full Name:	Russian Real Estate Investment Company Shest AB
Address:	Hovslagargatan 5B, 111 48, Stockholm
Registration number:	556662-8011
Date of registration:	3 June 2004
Share capital:	SEK 100,000
Number of shares:	100,000

(d) RURIC Syem AB

Full Name: Russian Real Estate Investment Company Syem AB
Address: Hovslagargatan 5B, 111 48, Stockholm.
Registration number: 556656-6799
Date of registration: 27 February 2004
Share capital: SEK 100,000
Number of shares: 1,000

Cypriot property companies

The Cyprus incorporated property companies owned indirectly by Ruric are as follows:

(a) COFULEK LTD

Full Name: COFULEK LIMITED
Address: 5 Dositheou Street, Parabuilding, Block A, 2nd floor, office A203-204, P.C.1071 Nicosia, Cyprus
Registration number: HE 166876
Date of registration: 19 October 2005
Share capital: 17,000 EUR
Number of shares: 100,000

(b) Grechetto Holdings Ltd

Full Name: Grechetto Holdings Limited
Address: 3 Grevenon, 1st floor, Flat/Office 101, 1055, Nicosia, Cyprus
Registration number: HE 208926
Date of registration: 25 September 2007
Share capital: 10,000 EUR
Number of shares: 10,000

Russian property companies

The Russian incorporated property companies owned indirectly by Ruric are as follows:

(a) Glinki 2 LLC

Full Name: Limited Liability Company "Glinki 2"
Address: St. Petersburg, Glinka Street, 2
Registration number: PSRN 1067847205810, TIN 7838344940
Date of registration: 6 February 2006
Chartered capital: 351,844,100 RUR

(b) Litera LLC

Full Name: Limited Liability Company Litera
Address: Fontanka river Embankment, 57, litera A, office 2H
Registration number: PSRN 1057813078300, TIN 7840328914
Date of registration: 6 December 2005
Chartered capital: 10,000 RUR

(c) Ruric Management LLC

Full Name:	Ruric Management Limited Liability Company
Address:	Fontanka river Embankment, 13, litera A
Registration number:	PSRN 1057812683928, TIN 7841323595
Date of registration:	21 October 2005
Chartered capital:	568,000 RUR

Litigation

As at the date of this Information Memorandum, Ruric and the subsidiary companies set out above are involved in a number of disputes. The current status of those disputes that Ruric considers material are as follows:

Litera LLC

Litera LLC filed a lawsuit at the Arbitration Court of Saint-Petersburg and the Leningrad region against CJSC insurance group «Uralsib» on the recovery of RUR 8,850,764 of insurance compensation. The arbitration court denied Litera's claims based on the absence of an insured accident.

Litera LLC appealed the Court's decision to the 13th Arbitration Appeal Court. On 27 June 2013 the Court denied Litera's claims. Litera LLC is preparing a cassation complaint on the decision of the Court. The court case in the cassation will take place on 15 October 2013.

Glinky 2 LLC

LLC Glinki 2 filed a claim against the Ministry of Defence of the Russian Federation on the recovery of the expenses incurred under the investment contract regarding the Moyka-Glinky complex where the Military Transport University was located. All attempts to settle the dispute by conclusion of an amicable agreement were unsuccessful. During the latest hearing held on 2 October 2013, the Arbitration Court requested three expert organisations to submit their proposals to the Court regarding their ability provide an expert opinion and to answer the questions stated in the request. The proposals should be delivered to the Court prior to the next hearing, which will commence on 24 October 2013. Upon receiving of the proposals from the expert organisations, the Court will decide the expert organisation to examine the case materials.

CONTACT DETAILS

ISSUER

Russian Real Estate Investment Company AB (publ)

Lindhagensgatan 94
SE-112 18 Stockholm
Sweden

Tel: +7 (812) 309 78 95

Email: tottestig@ruric.com / dsavinkin@ruric.com

Attn: Tatiana Ottestig, CEO / Denis Savinkin, CFO

ISSUING AGENT

Erik Penser Bankaktiebolag

Biblioteksgatan 9
SE-103 91 Stockholm
Sweden

Tel: +46 8 463 80 00

www.penser.se

Email: emission@penser.se

AGENT

CorpNordic Sweden AB

P.O. Box 162 85
SE-103 25 Stockholm
Sweden

Tel: +46 8 402 72 00

Email: trustee@cornordic.com

Attn: Anna Litewka

BONDHOLDERS' COMMITTEE

Attn: Torbjörn Gunnarsson

Email: tor.gunnarsson@gmail.com