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NOTICE OF ANNUAL GENERAL MEETING IN NYFOSA AB

The Annual General Meeting of Nyfosa AB will be held on Thursday May 9, 2019 at 3.00 pm at Vasateatern, Vasagatan 19, in Stockholm. Registration begins at 2.00 pm. Coffee will be served.

RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY

Anyone wishing to attend the meeting must

- be entered as a shareholder in the share register kept by Euroclear Sweden AB as of Friday May 3, 2019,
- give notice to the company of their intention to attend no later than Friday May 3, 2019.

Notification of attendance may be given in writing to the company at the address Nyfosa AB, Annual General Meeting 2019, c/o Euroclear Sweden AB, PO Box 191, 101 23 Stockholm, Sweden, by telephone on +46 (0)8 401 43 01 weekdays between 10.00 am and 4.00 pm or on the company's website: www.nyfosa.se. When giving notification please state your name or company name, personal ID or company registration number, address and daytime telephone number. The registration procedure described above also applies to registration for any advisors. See below for information on the processing of personal data.

NOMINEE REGISTERED SHARES

To be entitled to attend the meeting, holders of nominee registered shares must instruct the nominee to have the shares registered in the holder's own name, so that the holder is entered in the share register kept by Euroclear Sweden AB as of Friday May 3, 2019. Registration in this way may be temporary.

PROXY AND PROXY FORM

Anyone who does not attend the meeting in person may exercise their right at the meeting via a proxy in possession of a signed and dated proxy form. Proxy forms are available on the company's website: www.nyfosa.se. The proxy form may also be obtained from the company or be ordered by telephone using the number above. If the proxy is issued by a legal person, a copy of its registration certificate or equivalent document of authorisation must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the proxy form, subject to a maximum of five years. To facilitate entry to the meeting, proxy forms, registration certificates and other documents of authorisation must be received by the company in good time before the meeting.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. CEO's address
8. Presentation of the annual report, the auditor's report, the consolidated financial statements and the audit report on the consolidated financial statements

9. Resolution on:
 - a) adoption of the profit and loss account and balance sheet, as well as the consolidated profit and loss account and consolidated balance sheet;
 - b) allocation of the company's earnings in accordance with the adopted balance sheet; and
 - c) discharge from liability towards the company for the Directors and the CEO for the financial year 2018
10. Resolution on number of Directors
11. Resolution on number of auditors
12. Resolution on Directors' fees
13. Resolution on auditor's fees
14. Election of Directors and chairman of the Board
15. Election of auditor
16. Resolution on instructions for the nomination committee
17. Resolution on adoption of guidelines for remuneration payable to senior executives
18. Resolution on a directed issue of warrants and approval of transfer of warrants (LTIP 2019)
19. Resolution on issue authorisation
20. Closure of the meeting

PROPOSED RESOLUTIONS

Election of chairman of the meeting (item 2)

The nomination committee proposes that attorney at law Victoria Skoglund be elected to chair the meeting.

Allocation of the company's earnings in accordance with the adopted balance sheet (item 9 b)

The Board proposes that the Annual General Meeting resolves that no dividends will be paid to the shareholders for the financial year 2018 and that the balance of SEK 4,263,363,251 is carried forward.

Resolution on number of Directors (item 10)

The nomination committee proposes that the Board continue to be composed of seven Directors elected by the General Meeting, with no alternates, for the period until the end of the next Annual General Meeting.

Resolution on number of auditors (item 11)

The nomination committee proposes that the company have one auditor, with no alternate.

Resolution on Directors' fees (item 12)

The nomination committee proposes that remuneration, for the period until the end of the next Annual General Meeting, of SEK 425,000 (previously SEK 370,000) shall be paid to the chairman of the Board and that SEK 170,000 (previously SEK 160,000) shall be paid to each other Director elected by the General Meeting who are not employed by the company. It is further proposed that for work in the audit committee, an annual remuneration of SEK 60,000 (previously SEK 50,000) shall be paid to the chairman of the audit committee and SEK 30,000 (previously SEK 25,000) to each other member of the audit committee. In addition, it is proposed that for work in the remuneration committee, SEK 40,000 (previously SEK 30,000) shall be paid to the chairman of the remuneration committee, and SEK 20,000 (previously SEK 15,000) to each other member of the remuneration committee.

Resolution on auditor's fees (item 13)

The nomination committee proposes that remuneration to the auditor will be paid in accordance with approved invoices.

Election of Directors and chairman of the Board (item 14)

The nomination committee proposes that Johan Ericsson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall, Per Lindblad and Kristina Sawjani be re-elected as Directors of the Board and that Mats Andersson is elected as new Director of the Board. The current chairman of the Board, Bengt Kjell, has informed the nomination committee that he declines re-election.

The nomination committee proposes election of Johan Ericsson as new chairman of the Board.

Mats Andersson was born in 1954 and holds a BSc in Business and Economics from Stockholm University. Mats is currently vice chairman of The Global Challenges Foundation and Board member of Carneo and Länsförsäkringar Liv among others and has a number of assignments as advisor. He has a long experience of capital and stock market related matters, inter alia from The Fourth Swedish National Pension Fund, where he held the position as CEO for ten years, The Third Swedish National Pension Fund and from senior positions at Skandia Liv, Deutsche Bank, S.G. Warburg and Hägglöf & Ponsbach. Mats has been a Board member in several listed companies.

Information about the other proposed Directors is available on the company's website: www.nyfosa.se.

Election of auditor (item 15)

The nomination committee proposes that the registered accounting firm KPMG AB be reappointed auditor for the period until the end of the next Annual General Meeting. The proposal of the nomination committee corresponds with the recommendation of the audit committee. Neither the nomination committee's proposal nor the audit committee's recommendation has been subject to influence of a third party nor subject to any contract terms limiting the choice of auditor.

KPMG AB has given notice that if the nomination committee's proposal for auditor is adopted at the meeting, Mattias Johansson, authorised public accountant, will be the principally responsible auditor.

Resolution on instructions for the nomination committee (item 16)

The nomination committee proposes a change in Section 1 Paragraph 3 of the current instructions for the nomination committee in accordance with the following. The wording "*if not otherwise agreed upon by the members*" shall be changed to "*if not otherwise decided upon by the nomination committee*". Other principles on composition and duties of the nomination committee adopted previously by the General Meeting shall apply unchanged to the nomination committee until new instructions are adopted by a General Meeting. The complete proposed instructions can be found on the company's website: www.nyfosa.se.

Resolution on adoption of guidelines for remuneration payable to senior executives (item 17)

The Board proposes that the meeting resolves to adopt these guidelines for remuneration payable to senior executives:

Nyfosa AB has established principles and forms of remuneration payable to its senior executives. The Board decides, after the remuneration committee's preparation, on the size and forms of remuneration structures and remuneration payable to senior executives. The term "senior executives" means the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and other members of the company's

management. The Board proposes that the following guidelines for remuneration payable to the company's senior executives be adopted at the Annual General Meeting for the period up to the Annual General Meeting in 2020. These guidelines apply to agreements concluded after the Annual General Meeting resolution and where amendments are made to existing agreements after that time.

The company shall apply remuneration levels and employment terms necessary in order to attract and retain highly competent management with capacity to achieve set goals. The forms of remuneration shall motivate senior executives to do their utmost to secure the shareholders' interests. Accordingly, the forms of remuneration shall be in line with market terms and be competitive. The forms of remuneration shall also be simple, long-term and measurable.

The remuneration to senior executives may comprise a fixed and a variable part. The fixed salary for senior executives shall be adapted to market conditions and based on competence, responsibility and performance. The variable remuneration shall reward results and improvements clearly linked to targets in simple and transparent structures and shall be maximized. Any outcome must relate to the fulfilment of pre-determined goals with respect to earnings, result, cash flow, growth, value increase, individually measurable goals and qualitative targets. Variable remuneration to each senior executive may not exceed four months' salary and shall not entitle to pension benefits. The company's cost for the variable remuneration for all senior executives of the Group, taken as a whole, may not exceed MSEK 4 during 2019 (excluding costs for social security contribution).

Senior executives' non-monetary benefits shall facilitate the work of senior executives and correspond to what may be deemed reasonable in relation to standard practices on the market in which each senior executive operates.

Senior executives may be offered incentive schemes which shall primarily be share based or related to the share price. Any incentive scheme must aim to improve the participants commitment to the company's development and be implemented on market terms. Share based incentive schemes and incentive schemes related to the share price shall be resolved by the General Meeting. The company shall be able to pay remuneration in cash linked to senior executives' acquisitions of shares or share-related instruments. Such cash remuneration shall not generally exceed 15 percent of the fixed salary.

The terms for pension benefits for senior executives will be based on defined contribution pension plans and comply with or correspond to general pension plans, the ITP plan in Sweden. Salary during the notice period upon termination and severance pay for senior executives is not to exceed a total of 18 months' salary, if the company terminates the employment and six months' salary if a senior executive resigns.

In certain cases, Directors elected by the General Meeting should be able to receive fees and other remuneration for work carried out on the company's behalf, alongside their Board work. Fees at market rates, to be approved by the Board, may be payable for such services.

The annual report states the total remuneration and other benefits received by the company's senior executives during the year.

The Board shall be entitled to deviate from the guidelines for remuneration to senior executives set out above if there are special reasons in an individual case. In such a case, the Board shall give an account

for the reason for deviation from the guidelines for remuneration to senior executives at the next Annual General Meeting.

Resolution on a directed issue of warrants and approval of transfer of warrants (LTIP 2019) (item 18)

The Board proposes that the meeting resolves on a directed issue of warrants and approval of transfer of warrants, essentially as follows.

1. ISSUE OF WARRANTS

- 1.1 The Board proposes that the General Meeting resolves on a directed issue of not more than 1,950,000 warrants, entailing an increase in the share capital of not more than SEK 975,000 if the issue is fully utilized. The resolution shall otherwise be governed by the following terms and conditions.
- 1.2 The right to subscribe for the warrants shall, with disapplication of shareholders' pre-emption rights, be vested in the company's wholly owned subsidiary Nyfosa NYAB 9 AB under name change to Nyfosa LTIP AB, Corp. Reg. No. 559168-5820 (the "Subsidiary"), with the right and obligation to transfer the warrants to employees pursuant to Section 2 below. Over-subscription is not possible. The warrants shall be issued to the Subsidiary free of charge.
- 1.3 The reason for not applying the shareholders' pre-emption rights is to introduce an incentive program and thereby a remuneration structure which is competitive within each market the company operates, to provide alignment for the management team with company strategy, to create focus amongst employees on delivering exceptional performance which contributes to value creation for shareholders and to give employees the opportunity to take part in the company's success.
- 1.4 Subscription of warrants must be completed no later than four weeks from when the resolution on issue of warrants was passed. The Board shall be entitled to extend the subscription period.
- 1.5 Each warrant entitles a right to subscribe for one (1) share in the company. The warrants may be exercised to subscribe for shares in accordance with the terms and conditions of the warrants, during the following periods:
 - a) a two-week period from the day following the press release of the company's interim report for the period of January 1 – September 30, 2022, but no earlier than October 25, 2022,
 - b) a two-week period from the day following the press release of the company's year-end report for the period January 1 – December 31, 2022, but no earlier than January 25, 2023, and
 - c) a two-week period from the day following the press release of the company's interim report for the period January 1 – March 31, 2023, but no earlier than April 25, 2023. However, if the company has not published such interim report, subscription of shares may take place during the period May 28 – June 10, 2023.
- 1.6 The new shares which may be issued due to subscription are not subject to any restrictive provisions.
- 1.7 The subscription price per share at the exercise of the warrants shall consist of the average share price at the time of the issue of the warrants with an increase or decrease depending on

the average development of all listed real estate companies, calculated according to Carnegie's Real Estate Index (CREX), based on an average index value for the period commencing May 10, 2019 up until and including May 23, 2019, compared to an average index value for the period commencing September 1, 2022 up until and including September 14, 2022. The average share price at the time of issue is the average closing price during the period commencing May 10, 2019 up until and including May 23, 2019 according to Nasdaq Stockholm's official share price list. If the company has inside information during the latter period, the Board shall have the right to postpone the measurement period for the average share price. The subscription price may not be lower than the current quota value of the share.

- 1.8 Shares which are newly issued following subscription shall carry an entitlement to participate in dividends for the first time on the record date for dividends which occurs after subscription for shares is effected as a result of exercising the warrants.
- 1.9 The Board of the company may by means of a Board resolution and with the consent from the Board of Directors in the Subsidiary cancel the warrants held by the Subsidiary and which are not transferred in accordance with Section 2. Cancellation shall be registered with the Swedish Companies Registration Office.
- 1.10 The Board, or its nominee, shall be authorised to make such minor adjustments to the resolution above which may prove necessary in order to register the warrants with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other applicable rules.
- 1.11 Other terms and conditions are stated in the full text warrant terms.

2. APPROVAL OF TRANSFER OF WARRANTS

2.1 Participants

- 2.1.1 The Board proposes that the General Meeting approves of the Subsidiary's transfer of warrants on the following conditions.
- 2.1.2 The right to acquire warrants from the Subsidiary shall vest in the following categories of employees:

Category	Guaranteed number of warrants/person	Maximum number of warrants/person
A. CEO (not more than 1 person)	240,000	360,000
B. Management (not more than 7 persons)	120,000 (Category: 840,000)	180,000 (Category: 1,260,000)
C. Key employees (not more than 7 persons)	60,000 (Category: 420,000)	90,000 (Category: 630,000)
D. Other employees (not more than 15 persons)	30,000 (Category: 450,000)	45,000 (Category: 675,000)

- 2.1.3 The right to acquire warrants from the Subsidiary shall only vest in employees who have not terminated their employment or whose employment have not been terminated at the end of the application period.

2.1.4 Warrants may also be offered to future employees. For such acquisitions, the conditions shall be the same or equivalent to what is stated in this resolution. This means that acquisitions shall be made at market value at the time of the acquisition. The Board shall be entitled to set a corresponding application period for new employees whose acquisitions are made after the expiration of the initial application period.

2.1.5 Allotment is conditional upon it being legally possible to acquire the warrants, and that such transfers can be done using reasonable administrative and financial resources according to the assessment of the Board. Furthermore, the Board shall be entitled to, with regard to certain participants, alter the program into a cash based program or a program based on synthetic warrants, should this according to the Board be motivated due to, for instance, tax and/or legal reasons.

2.2 **Application and allotment**

2.2.1 Application for acquisition of warrants shall be made during the period commencing May 10, 2019 up until and including May 27, 2019. The Board shall be entitled to extend the application period for acquisitions and to set a corresponding application period for new employees whose acquisitions are made after the expiration of the initial application period and to extend the time for application of acquisition if the company has inside information during the specified application period.

2.2.2 Should warrants remain after all applications have been satisfied up to the guaranteed level as set out in Section 2.1.2, the remaining warrants shall be available for allotment to participants regardless of category. Such distribution shall however at the most result in the maximum number of warrants per person within each category amounting to the maximum number of warrants set out in the table under Section 2.1.2. Should not all participants who wish to subscribe for the maximum number of warrants set out in the table under Section 2.1.2 be able to do so, the remaining warrants shall be allotted to these participants pro rata in relation to the number of warrants subscribed for, however not more than the maximum number of warrants set out in the table under Section 2.1.2. The Board of the company shall decide on the final allotment.

2.3 **Price and payment etc.**

2.3.1 The warrants shall be transferred on market terms at a price (premium) established on the basis of a calculated market value of the warrants performed by an independent valuation institute using a generally recognized valuation model. A new market value shall be established in an equivalent way for acquisitions made by new employees after the expiration of the initial application period. The value has preliminary been calculated to be SEK 4.94 per warrant based on a share price of SEK 56.28 and a subscription price per share of SEK 56.28. The valuation has been performed by Nordea Bank AB.

2.3.2 Payment for the allotted warrants shall be made in cash no later than five days following notification of the allotment. The Board shall establish a corresponding date of payment for acquisitions made by new employees.

2.3.3 The company will by means of a cash bonus subsidize up to 100 percent of the participants premium. The bonus consists of two payments, each of 50 percent, during the term of the warrant program, one after two years (during June 2021) and one after three years (during June 2022). The total cost for the subsidy, based on assumptions of the value of the warrants

as set out above, is calculated to amount to a maximum of approximately MSEK 12.7 including social security contributions, for the entire term of the warrant program. Accrued payroll taxes due to the bonus shall be paid by each respective participant.

- 2.3.4 In order to be eligible for the bonus the participant shall, at the time of the payment of the bonus, remain an employee of the company, not have terminated their employment or have had their employment terminated by the company, and not having transferred his or her warrants. Furthermore, the subsidy only covers the participants premium as regards warrants up to the guaranteed level as set out in Section 2.1.2.
- 2.3.5 The warrants shall otherwise be subject to market terms and conditions.

2.4 Right of first refusal and termination of employment

The warrants shall be subject to an obligation for participants who wish to transfer or otherwise dispose of his or her warrants to a third party, to first offer the warrants to the company or its subsidiaries to the lowest of the acquisition value and the market value. Furthermore, during the term of the program, the warrants shall be subject to a right for the company or its subsidiaries to repurchase the warrants to the lowest of the acquisition value and the market value, should a participant's employment with or assignments for the company be terminated, or should the employee have terminated their employment or have had their employment terminated by the company during the program. Also, the termination of a participant's employment may result in limitations in the right to subsidization of the premium in accordance with Section 2.3.4.

3. FURTHER INFORMATION ON THE WARRANT PROGRAM

3.1 Dilution

Upon full exercise of all warrants, 1,950,000 new shares can be issued, which corresponds to a dilution of approximately 1.15 percent of the total number of shares and the total number of votes in the company, subject to the re-calculation which may occur as a result of the terms and conditions of the warrants.

3.2 Impact on financial ratios and costs for the company etc.

The current warrant program is expected to have a marginal impact on the company's financial ratios. The costs before taxes for the company associated with the warrant program, including the directed issue, the subsequent transfer of warrants and the subsidy, includes administrative costs and costs relating to social security contributions. The total cost of the warrant program (excluding advisor and administrative fees), assuming full participation, is expected to amount to approximately MSEK 12.7 which is distributed over a period of three years.

3.3 Preparation of the matter

The principles of the warrant program have been prepared by the Board of the company. The proposal has been prepared with the assistance of external advisors and after consultation with shareholders. The Board has thereafter decided to submit this proposal to the General Meeting. Except for the employees who prepared the matter pursuant to instructions from the Board, no employee that may be included in the program has taken part in the preparation thereof.

3.4 Other share related incentive programs etc.

The company has no outstanding share related incentive program.

3.5 **Instruction to the Board**

The Board proposes that the meeting instructs the company's Board of Directors to execute the resolution in accordance with Section 1 and to ensure that the Subsidiary's Board of Directors carries out the transfer of the warrants in accordance with Section 2.

Resolution on issue authorisation (item 19)

The Board proposes that the meeting resolves on issue authorisation for the Board, essentially as follows.

The Board shall be authorised to resolve to issue new shares on one or several occasions during the period up to the next Annual General Meeting, to the extent that such new issue can be made without amending the articles of association. The issue may take place applying or disapplying shareholder pre-emption rights. Based on the authorisation the Board may resolve to issue a number of new shares not exceeding ten percent of the total number of outstanding shares in the company at the time of exercising the authorisation.

The Board shall be authorised to resolve on issue where payment is made in cash, by assets contributed in kind or by way of set-off, and the issue may otherwise be subject to conditions as set out in Chapter 2, section 5, second paragraph, 1-3 and 5 of the Companies Act.

A cash issue or issue by way of set-off that takes place with disapplication of shareholder pre-emption rights must take place on market terms.

The purpose of the authorisation, and the reasons for any disapplication from the shareholders' pre-emption right, is that the Board shall be able to resolve on issue of shares in order to finance acquisitions of real property or real property companies, or part of real property or real property companies, or in order to finance investments in new or existing real property.

SPECIAL MAJORITY REQUIREMENTS

A resolution according to item, 18 (LTIP 2019) is valid only if supported by shareholders holding at least nine tenths of both the votes cast and the shares represented at the meeting. A resolution according to item 19 (issue authorisation) is valid only if supported by shareholders holding at least two thirds of both the votes cast and the shares represented at the meeting.

DOCUMENTS

The complete proposals put forward by the Board and the nomination committee, including the Board's report pursuant to Section 10.3 of the Swedish Corporate Governance Code and the auditor's statement, along with financial statements and the auditor's report for 2018 will be available at the company and on the company's website www.nyfosa.se as from no later than April 18, 2019 and will be sent immediately without charge to any shareholders who so request and state their postal address. The documents will also be available at the meeting.

NUMBER OF SHARES AND VOTING RIGHTS

The total number of shares in the company as of the date of this notice is 167,728,249 shares, representing a total of 167,728,249 voting rights. At this date the company does not own any of its own shares.

INFORMATION AT THE MEETING

If any shareholder so requests and the Board considers it possible without material harm to the company, the Board and the CEO must provide information at the meeting on any circumstances that may influence determination of an item on the agenda, circumstances that may influence determination of the financial position of the company or any of its subsidiaries, the Group accounts and the company's relationship to another Group company. Any shareholder wishing to submit questions in advance may do so to Linn Ejderhamn (Corporate counsel), by mail to the address Nyfosa AB, Att.: Juridik, Box 4044, 131 04 Nacka or by e-mail to the address linn.ejderhamn@nyfosa.se.

PERSONAL DATA PROCESSING

For information on how your personal data is processed, please visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Nacka in March 2019

Nyfosa AB (publ)

The Board of Directors