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Minutes kept at the annual general meeting of **Nyfosa AB**, reg. no 559131-0833, on April 19, 2022, 15.00-16.30 p.m., Stockholm

## **1 OPENING OF THE MEETING (AGENDA ITEM 1)**

The chairman of the board, Johan Ericsson, welcomed the shareholders and others present and declared the annual general meeting open.

## **2 ELECTION OF CHAIRMAN OF THE MEETING (AGENDA ITEM 2)**

The meeting resolved to elect Johan Ericsson as chairman of the meeting in accordance with the nomination committee's proposal. The chairman of the board informed the meeting that Linn Ejderhamn, general counsel at Nyfosa, had been asked to keep the minutes of the day and to present some of the resolutions.

The general meeting resolved to welcome guests, e.g., employees and shareholders who had not registered to be able to exercise voting rights, to attend the meeting, but without the right to comment or participate in the meeting's resolutions.

## **3 PREPARATION AND APPROVAL OF THE VOTING LIST (AGENDA ITEM 3)**

The general meeting resolved to approve the list of registered and present shareholders and proxies with any assistants and received postal votes drawn up by Euroclear Sweden AB on behalf of the company, **appendix 1**, as the voting list at the annual general meeting.

The chairman informed that several shareholders in advance of the meeting had submitted special instructions for voting, that postal votes had been cast and that a compilation of the voting instructions and postal votes were available if any shareholders wished to see such compilation.

## **4 APPROVAL OF THE AGENDA (AGENDA ITEM 4)**

The meeting approved the proposed agenda of the meeting, which had been included in the notice to attend the meeting.

The annual report, the auditor's report, the consolidated financial statements and the audit report on the consolidated financial statements for the financial year 2021, the board of directors and the nomination committee's statements and other documents to the meeting, that had been made available to the shareholders in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance, were presented.

**5 ELECTION OF TWO PERSONS TO VERIFY THE MINUTES (AGENDA ITEM 5)**

The meeting elected Johannes Wingborg, representing Länsförsäkringar Fondförvaltning AB, and Lennart Francke, representing Swedbank Robur funds, to verify the minutes jointly with the chairman. Johannes Wingborg and Lennart Francke were also appointed to count the votes in the event of voting at the meeting.

**6 DETERMINATION OF WHETHER THE MEETING HAS BEEN DULY CONVENED (AGENDA ITEM 6)**

It was noted that notice to the annual general meeting had been made in accordance with the provisions in the Swedish Companies Act and the articles of association.

The meeting resolved to approve the notice procedure and declared the meeting duly convened.

**7 PRESENTATION BY THE CEO (AGENDA ITEM 7)**

The CEO of the company, Stina Lindh Hök, presented and reported on the company's and the group's operations during 2021 and the first quarter of 2022.

**8 PRESENTATION OF THE ANNUAL REPORT AND THE AUDITOR'S REPORT AND THE CONSOLIDATED FINANCIAL STATEMENTS AND THE AUDIT REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (AGENDA ITEM 8)**

The chairman reported that the annual report and the auditor's report and the consolidated financial statements and the audit report on the consolidated financial statements for the financial year 2021 had been presented at the meeting.

The company's auditor in charge, Mattias Johansson, KPMG AB, presented the conclusions in the auditor's report.

Svante Hezekielsson, representative of the Swedish Shareholder's Association, thanked the company initially for holding a physical general meeting, for an instructive annual report and a good review thereof. Thereafter he asked four questions to the company's board of directors and CEO regarding (i) the company's reasons for issuing a hybrid bond issue before a rights issue of shares, (ii) whether the board of directors considers the Swedish real estate market to be "overheated", (iii) how higher interest rates may affect Nyfosa in the future and (iv) what kind of costs that were included in maintenance costs and operating costs, respectively, as defined in the annual report. The questions were answered by the company's CEO and chairman of the board.

Thorvald Arvidsson, assistant to the shareholder Lennart Gagerman, initially stated that he thought that the company should consider rebranding itself as a "pragmatic" company instead of an "opportunistic" company. He then asked a question to the company's CEO regarding how the company will be affected by and how it intends to handle a potential "real estate bubble". The question was answered by the company's CEO, whereby the CEO, among other things, emphasized that the company does not focus on property value but on cash flow. Further, the company's auditor in charge was asked to explain how KPMG ensures its independence. The auditor in charge reported on the measures taken by KPMG for this purpose and stated that there are no so-called self-examination threats identified today.

**9 A) – RESOLUTION ON ADOPTION OF THE INCOME STATEMENT AND BALANCE SHEET AND THE CONSOLIDATED INCOME STATEMENT AND CONSOLIDATED BALANCE SHEET (AGENDA ITEM 9A)**

The meeting resolved to adopt the balance sheet and the consolidated balance sheet as of December 31, 2021, and the income statement and the consolidated income statement for the financial year 2021.

**B) – RESOLUTION ON DISPOSITION OF THE COMPANY'S EARNINGS IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET, AND DETERMINATION OF RECORD DATES IN CASE OF DIVIDEND (AGENDA ITEM 9B)**

The proposal from the board of directors regarding disposition of the company's earnings was presented.

The general meeting resolved, in accordance with the board of directors' proposal, that a dividend of SEK 3.80 per share be paid to the shareholders until the next annual general meeting, with a quarterly payment of SEK 0.95 per share.

The general meeting resolved, in accordance with the board of directors' proposal, that the record dates for the quarterly dividend shall be Thursday April 21, 2022, Thursday June 30, 2022, Friday September 30, 2022, and Friday December 30, 2022.

**C) – RESOLUTION ON DISCHARGE FROM LIABILITY FOR THE DIRECTORS OF THE BOARD AND THE CEO FOR THE FINANCIAL YEAR 2021 (AGENDA ITEM 9C)**

The general meeting resolved to discharge the directors of the board and the CEO from liability for the management of the company's business during the financial year 2021.

It was noted that the resolution was unanimous except for those shareholders who had notified in advance or by postal vote cast no or abstention. It was further noted that the board of directors and the CEO did not participate in the resolution regarding themselves.

**10 PRESENTATION OF THE REMUNERATION REPORT FOR APPROVAL (AGENDA ITEM 10)**

The general meeting resolved, in accordance with the board of directors' proposal, to approve the report regarding remuneration to the CEO and the board of directors for the financial year 2021, appendix 2.

**11 RESOLUTION ON NUMBER OF DIRECTORS OF THE BOARD (AGENDA ITEM 11)**

The chairman of the nomination committee, David Mindus, presented the nomination committee's proposals for resolutions regarding number of directors of the board, number of auditors, remuneration to the board of directors, remuneration to the auditor, election of directors of the board, election of chairman of the board of directors and election of auditor.

Patrick Gylling and Claes Magnus Åkesson, proposed as new directors of the board by the nomination committee, presented themselves to the meeting.

Thorvald Arvidsson, assistant to the shareholder Lennart Gagerman, asked whether the nomination committee had considered (i) having the general meeting appoint a board representative for the minority shareholders without voting rights and with "observer status" only,

and (ii) introducing a performance-based remuneration to the board of directors. The questions were answered in the negative by the chairman of the nomination committee.

The general meeting resolved, in accordance with the nomination committee's proposal, that the board of directors, for the period until the end of the next annual general meeting, shall consist of seven directors elected by the meeting with no deputies.

**12 RESOLUTION ON NUMBER OF AUDITORS (AGENDA ITEM 12)**

The meeting resolved, in accordance with the nomination committee's proposal, that the company shall have one auditor with no deputy.

**13 RESOLUTION ON REMUNERATION TO THE DIRECTORS OF THE BOARD (AGENDA ITEM 13)**

The general meeting resolved, in accordance with the nomination committee's proposal, that unchanged remuneration of SEK 500,000 shall be paid to the chairman of the board of directors and SEK 200,000 shall be paid to each other director elected by the meeting who is not employed by the company. Further, for work in the audit committee, unchanged remuneration of SEK 70,000 shall be paid to the chairman and SEK 35,000 to each other member. In addition, for work in the remuneration committee, unchanged remuneration of SEK 40,000 shall be paid to the chairman, and SEK 20,000 to each other member.

**14 RESOLUTION ON REMUNERATION TO THE AUDITOR (AGENDA ITEM 14)**

The general meeting resolved in accordance with the nomination committee's proposal that remuneration to the auditor shall be paid in accordance with approved invoices.

**15 ELECTION OF DIRECTORS AND CHAIRMAN OF THE BOARD OF DIRECTORS (AGENDA ITEM 15)**

Information was provided on the assignments that the proposed directors have in other companies.

The meeting resolved, in accordance with the nomination committee's proposals, to re-elect Johan Ericsson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall and Per Lindblad as directors of the board and to elect Patrick Gylling and Claes Magnus Åkesson as new directors of the board.

The general meeting also resolved, in accordance with the nomination committee's proposal, to re-elect Johan Ericsson as chairman of the board of directors.

**16 ELECTION OF AUDITOR (AGENDA ITEM 16)**

The general meeting resolved in accordance with the nomination committee's proposal, and in accordance with the audit committee's recommendation, to re-elect the registered accounting firm KPMG AB as auditor for the period until the end of the next annual general meeting. It was noted that KPMG informed that Mattias Johansson will continue as the auditor in charge.

**17 RESOLUTION ON DIRECTED ISSUE OF WARRANTS AND APPROVAL OF TRANSFER OF WARRANTS (LTIP 2022) (AGENDA ITEM 17)**

The board of directors' proposal on a directed issue of warrants and approval of transfer of warrants (LTIP 2022) was briefly presented to the meeting.

The general meeting resolved in accordance with the board of directors' proposal on directed issue of warrants and approval of transfer of warrants (LTIP 2022), appendix 3.

It was noted that the resolution was supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the annual general meeting.

**18 A) – RESOLUTION ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (INTRODUCTION OF TWO NEW SHARE CLASSES (ORDINARY SHARES OF CLASS D AND PREFERENCE SHARES) ETC.) (AGENDA ITEM 18A)**

The board of directors' proposal on amending the articles of association to introduce two new share classes, ordinary shares of Class D and preference shares, was briefly presented to the meeting.

The general meeting resolved in accordance with the board of directors' proposal. Existing outstanding shares shall be shares of Class A. Provisions that regulate dividends, redemption of preference shares, the company's dissolution and shareholders' preferential rights to new shares in the event of share issues and conversion clauses were introduced in the articles of association. Also, several minor editorial changes were made in the articles of association.

The new articles of association are set out in appendix 5.

It was noted that the resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

**B) - RESOLUTION ON AUTHORISATION FOR THE BOARD OF DIRECTORS TO RESOLVE TO ISSUE NEW ORDINARY SHARES OF CLASS A AND CLASS D AND PREFERENCE SHARES (AGENDA ITEM 18B)**

The chairman informed the meeting that the company does not intend to issue preference shares during the period until the next annual general meeting.

The meeting resolved in accordance with the board of directors' proposal on authorisation for the board of directors to resolve to issue new ordinary shares of Class A and Class D and preference shares, appendix 6.

It was noted that resolution was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

**C) – RESOLUTION ON DIVIDEND FOR ADDITIONAL ORDINARY SHARES OF CLASS D AND/OR ADDITIONAL PREFERENCE SHARES (AGENDA ITEM 18C)**

The general meeting resolved in accordance with the board of directors' proposal that if the company should issue new ordinary shares of Class D and/or preference shares before the annual general meeting in 2023, dividend shall be paid on all new shares. Dividend on the above-mentioned share classes shall in such case be paid quarterly in equal payments with

SEK 2.00 per share, a maximum of SEK 8.00 per share, from the day that they have been entered in the share register kept by Euroclear Sweden AB.

**19 CLOSING OF THE MEETING (AGENDA ITEM 19)**

The chairman thanked the resigning directors of the board Mats Andersson and Jenny Wärmé, whereafter he declared the annual general meeting closed.

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At the minutes:

Approved:

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Linn Ejderhamn

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Johan Ericsson

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Johannes Wingborg

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Lennart Francke

**THE BOARD OF DIRECTORS' REMUNERATION REPORT FOR 2021**

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**INTRODUCTION**

This remuneration report provides an outline of Nyfosa's guidelines for remuneration to senior executives (the "**remuneration guidelines**"), adopted by the Annual General Meeting 2020 to apply until further notice, but no longer than until the Annual General Meeting 2024, and which have been applied during 2021. The report also provides details on the remuneration to Nyfosa's CEO as well as remuneration to directors of the board in 2021 that is in addition to the ordinary board fee resolved by the Annual General Meeting. Furthermore, the report contains a summary description of Nyfosa's existing share and share-price related incentive plans.

**OVERVIEW OF THE APPLICATION OF THE REMUNERATION GUIDELINES IN 2021**

The remuneration committee monitors and evaluates programs for variable remuneration, both ongoing and those that have been completed during the year, for the CEO and the actual and expected outcome of such have been reported to the board of directors and discussed at meetings with the board of directors.

Based on the remuneration committee's evaluation of the CEO's remuneration, the board of directors has determined that the current remuneration structure and remuneration level is appropriate, reflects market practice and is competitive and suitable for achieving Nyfosa's targets. Both the remuneration committee and the auditor have, after evaluation, concluded that Nyfosa has complied with current remuneration guidelines and no deviations or derogations from the remuneration guidelines or from the decision-making process, that according to the remuneration guidelines must be applied to determine remuneration, have been made during 2021.

The remuneration guidelines do not currently contain any provisions on the right to reclaim remuneration, so-called clawback provisions, and the board of directors has made the assessment that such provisions are not currently justified. After monitoring and evaluating Nyfosa's programs for variable remuneration, how the remuneration guidelines have been applied, and after evaluating the current remuneration structures and remuneration levels in Nyfosa, the board of directors has decided that the remuneration guidelines shall remain unchanged.

According to Nyfosa's remuneration guidelines, remuneration to senior executives must be adapted to market conditions and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition to the remuneration covered by the remuneration guidelines, the Annual General Meeting of Nyfosa may decide on the implementation of long-term share-based incentive plans and on remuneration to the board of directors.

## Total remuneration to the CEO

The table below sets out the total remuneration (SEK) paid to Nyfosa's CEO during 2021 and to directors of the board who have received remuneration in addition to the ordinary board fee resolved by the Annual General Meeting.

Name, position (during the start/end of the period)	Financial year	1 Fixed remuneration		2	3	4	5	6
		Base salary (SEK)	Other benefits (SEK)	Variable remuneration - One-year variable (SEK)	Extraordinary items (SEK)	Pension expenses (SEK)	Total remuneration (SEK)	Proportion of fixed and variable remuneration
Stina Lindh Hök (CEO)	2021	3,600,000	91,279	1,194,600	-	483,368	5,369,247	78% fixed
Jens Engwall (former CEO, senior advisor, Director) <sup>1</sup>	2021	1,841,300	36,155	589,200	-	80,561	2,547,216	77% fixed

## Application of performance criteria

According to the company's guidelines for remuneration, variable remuneration shall reward target-related results and improvements in simple and transparent structures and shall be maximized. Any outcome must relate to the fulfilment of the company's financial targets and other measurable performances related to sustainability which will support long-term shareholder value. Established performances shall mainly be the same for all senior executives, but may also, to a lesser extent, refer to individual performance. As a general rule, the measurement period for variable remuneration is based on performance for a period of approximately twelve months.

The performance criteria for variable cash remuneration to the CEO Stina Lindh Hök in 2021 were principally divided in three different parts. The first part has been based on the company's share price development in relation to other real estate companies. In 2021, Nyfosa's share price increased with 88.4 percent, compared to Carnegie's real estate index (CREX) 46.9 percent. Stina Lindh Hök is considered to have met the performance criteria in full. The second part has been related to the fulfilment of the company's financial target of an annual growth in the distributable cash flow per share of at least 10 percent per year. Growth in the distributable cash flow per share amounted to 11 percent in 2021 in comparison with 2020. Stina Lindh Hök is considered to have met the performance criteria in full. The third part refers to a number of different internal targets where, for example, sustainability as well as development of and stability within the company's organization have been addressed. Stina Lindh Hök is considered to have met 87.5 percent of the performance criteria.

## Outstanding share and share-price related incentive plans

### LTIP 2019

The board of directors presented a proposal to the Annual General Meeting 2019 to introduce a warrant plan for all employees in Nyfosa (LTIP 2019), which was adopted by the Annual General Meeting. LTIP 2019 is based on warrants where allocation to employees takes place according to set categories. The

<sup>1</sup> Jens Engwall resigned as CEO on October 26, 2020, taking up a position as senior advisor with unchanged salary up until and including February 28, 2021. Thereafter, in 2021, Jens has provided advisory services on the basis of a consulting agreement. The assignment includes an advisory function to primarily the company's CEO, but also to represent the company on the board of directors of Söderport Property Investment AB and Torslanda Property Investment AB

warrants have been transferred to the participants on market terms at a price (premium) determined on the basis of an estimated market value of the warrants. The company subsidizes part of the participant's premium through a cash bonus. The bonus consists of two payments, each of 50 percent, during the term of the warrants. A participant's entitlement to bonus requires that the participant at the time of payment of the bonus is still employed by the company, has not resigned or been terminated and that he or she has not transferred his or her warrants. The subscription price per share when exercising the warrant is based on the average share price at the time of the issue of the warrants and thereafter follows Carnegie's Real Estate Index (CREX) up until September 2022. The warrants will thus be valuable, ("in the money"), if Nyfosa's price development exceeds the average for the listed real estate companies during the term. The average price of the Nyfosa share at the time of the issue of the warrants amounted to SEK 60.46.

Each warrant entitles the holder to subscribe for one (1) new share in the company. Subscription of shares in accordance with the terms of the warrants may take place over a two-week period from the day following the press release of the interim report for January-September 2022, the year-end report for 2022 and the interim report for January-March 2023, however no later than June 10, 2023. The current CEO, Stina Lindh Hök, has acquired 120,000 warrants and the former CEO, Jens Engwall, has acquired 250,000 warrants in LTIP 2019 (all allotted on May 28, 2019).

#### *LTIP 2021*

The board of directors presented a proposal to the Annual General Meeting 2021 to introduce an additional warrant plan for all employees in Nyfosa (LTIP 2021), which was adopted by the Annual General Meeting. LTIP 2021 is based on warrants of two different series where allocation to employees takes place according to set categories. The warrants have been transferred to the participants on market terms at a price (premium) determined on the basis of an estimated market value of the warrants. The company subsidizes part of the participant's premium through a cash bonus. The bonus consists of two payments, each of 50 percent, during the term of the warrants. A participant's entitlement to bonus requires that the participant at the time of payment of the bonus is still employed by the company, has not resigned or been terminated and that he or she has not transferred his or her warrants. The subscription price per share when exercising a warrant of the Series I is based on Nyfosa's future share price development and shall amount to SEK 124.10 per share (corresponding to 122.5 percent of the calculated average volume-weighted price paid for Nyfosa's share on Nasdaq Stockholm during the period from and including April 22, 2021 up until and including May 4, 2021). The subscription price per share when exercising a warrant of Series II was initially set at SEK 101.32, but must be recalculated with the average price development for the listed real estate companies on Nasdaq Stockholm according to a total return index, meaning that the Series II warrants become valuable ("in the money") if Nyfosa's price development (taking into account dividends paid) exceeds the average for the listed real estate companies during the term.

Each warrant, regardless of Series, entitles the holder to subscribe for one (1) new share in the company. Subscription of shares in accordance with the terms of the warrants may take place over a two-week period from the day following the press release of the interim report for January 1 - March 31, 2024, the interim report for January 1 - June 30, 2024 and the interim report for January 1 - September 30, 2024, however no later than December 9, 2024. The current CEO, Stina Lindh Hök, has acquired 38,000 warrants of Series I and 38,000 warrants of Series II in LTIP 2021 (all allotted on May 7, 2021).



and information regarding Nyfosa's share and share-price related incentive plans.

Note 8 on page 101

Remuneration to the board of directors.

Nacka in March 2022

**Nyfosa AB**

*The Board of Directors*

## THE BOARD OF DIRECTORS' PROPOSAL FOR RESOLUTION ON A DIRECTED ISSUE OF WARRANTS AND APPROVAL OF TRANSFER OF WARRANTS (LTIP 2022)

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The board of directors proposes that the General Meeting resolves on a directed issue of warrants and approval of transfer of warrants in accordance with the following. Shareholders representing approximately 40.5 percent of the shares and votes in Nyfosa, including AB Sagax, Länsförsäkringar Fondförvaltning and SEB Fonder, have in advance expressed their support for the board of directors' proposal.

### 1. ISSUE OF WARRANTS

- 1.1 The board of directors proposes that the General Meeting resolves on a directed issue of not more than 769,000 warrants, entailing an increase in the share capital of not more than SEK 384,500 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 deviation from the shareholders' pre-emption rights, be vested in the company's wholly owned subsidiary 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. Over-subscription is not possible. The warrants shall be issued to the Subsidiary free of charge.
- 1.3 The reason for the deviation from the shareholders' pre-emption rights is to introduce an incentive program and thereby a competitive remuneration structure, 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 of directors shall be entitled to extend the subscription period.
- 1.5 Each warrant entitles a right to subscribe for one (1) new ordinary share of Class A in the company ("**Ordinary Shares**"). <sup>1</sup>The warrants may be exercised to subscribe for Ordinary Shares in accordance with the terms and conditions of the warrants, during the following periods (subscription 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-March 31, 2025, but no earlier than April 14, 2025 and no later than June 5, 2025,
  - b) a two-week period from the day following the press release of the company's interim report for the period January 1-June 30, 2025, but no earlier than July 1, 2025 and no later than September 5, 2025, and
  - c) a two-week period from the day following the press release of the company's interim report for the period January 1-September 30, 2025, but no earlier than October 13, 2025 and no later than December 5, 2025.

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<sup>1</sup> The stating of ordinary shares of Class A is conditional upon that the meeting resolves in accordance with item 18 a) on the agenda for the Annual General Meeting to amend the articles of association and introduce new share classes in accordance with the proposal. If this does not occur, these statements shall only relate to the current share class.

The new Ordinary Shares which may be issued due to subscription are not subject to any restrictive provisions.

1.6 The subscription price per Ordinary Share upon exercise of the warrants shall be the volume weighted average Ordinary Share price on the trading day the company publishes the interim report for the period January 1-March 31, 2025 reduced by an amount corresponding to the highest of:

- (i) an amount corresponding to the average share price of the company's Ordinary Share at the time of the issue, which shall consist of the average closing price during the period from and including April 20, 2022 up until and including May 2, 2022 according to Nasdaq Stockholm's official share price list, multiplied with
  - a. the development of the average total return index value for the company's Ordinary Share from and including April 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that the company publishes the interim report for the period January 1-March 31, 2025 (end value),
  - b. reduced by the development of the average total return index value for real estate companies listed on Nasdaq Stockholm from and including April 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that the company publishes the interim report for the period January 1-March 31, 2025 (end value), and
- (ii) SEK 0.<sup>2</sup>

The total return index that shall be applied contains all the real estate companies listed in Nasdaq Stockholm's real estate index (SX35GI) from time to time and takes into account the companies' share price development and dividends paid.

If the company has inside information during any part of the period from and including April 20, 2022 up until and including May 2, 2022, the board of directors shall have the right to postpone the subscription periods and the measurement period for the average Ordinary Share price and the index, respectively. The subscription price may not be lower than the current quota value of the Ordinary Share.

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<sup>2</sup> N.B. Illustrative calculation example showing the calculation of the subscription price per Ordinary Share if the company has had a development of the total return index with 1.5 when all real estate companies listed on Nasdaq Stockholm have had a corresponding development of 1.3. Note that all values entered in the example below are **fictitious** and are only intended to illustrate how the calculation formula should be applied.  
 $162 = 190 - \text{MAX}(140 \times ((150/100) - (130/100)); 0)$

- 1.7 The Ordinary Shares that are newly issued following subscription shall entitle to dividends for the first time on the first record date for dividends which occurs after subscription for Ordinary Shares is effected as a result of exercising the warrants.
- 1.8 The board of directors of the company may by means of a resolution by the board of directors 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.
- 1.9 The board of directors, or someone appointed by the board of directors, is proposed to 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.
- 1.10 Other terms and conditions are stated in the complete warrant terms, appendix 1.

## 2. APPROVAL OF TRANSFER OF WARRANTS

### 2.1 Participants and allotment

- 2.1.1 The board of directors 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 belong to the following categories of employees in Nyfosa AB:

Category	Guaranteed number of warrants/person	Maximum number of warrants/person
A. CEO, President (not more than 1 person)	45,000	67,500
B. Newly appointed members of the group management (not more than 1 person)	45,000	67,500
C. Other members of the group management (not more than 3 persons)	23,000 (Total within the category: 69,000)	34,500
D. Other employees (not more than 61 persons)	10,000 (Total within the category: 610,000)	15,000

- 2.1.3 Should warrants remain after all applications have been satisfied up to the guaranteed level as set out in Section 2.1.1, 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 2.1.1. Should not all participants who wish to subscribe for the maximum number of warrants set out in the table under Section 2.1.1 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 exceeding the maximum number of warrants set out in the table under Section 2.1.1. The board of directors of the company shall decide on the final allotment.
- 2.1.4 The right to acquire warrants from the Subsidiary shall only belong to employees who have not terminated their employment or whose employment has not been terminated at the end of the application period.

2.1.5 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.

2.1.6 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 of directors. Furthermore, the board of directors 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 of directors be motivated due to, for instance, tax and/or legal reasons. In such a case, a maximum outcome per participant shall be determined by the board of directors.

## 2.2 **Price and payment etc.**

2.2.1 The warrants shall be transferred on market terms at a price (premium) corresponding to 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.

2.2.2 The value of the warrants has been preliminarily calculated to be SEK 7.78 per warrant based on a share price of SEK 124.40, which corresponded to the closing price of Nyfosa's Ordinary Share on March 4, 2022, and an assumption of a subscription price of SEK 124.40 per Ordinary Share. The preliminary valuation has been performed by an independent valuation institute, People & Corporate Performance AB.

2.2.3 The company will by means of a cash bonus subsidize part of the participant's premium. The bonus corresponds to the amount that the participant chooses to invest in the incentive program, up to guaranteed level. However, no compensation is provided for the participant's tax expenses, which in practice means that the company, through the cash bonus, provides a contribution to cover expenses which, after tax paid, corresponds to approximately 50 percent of the participant's acquisition cost. The bonus shall be paid in two instalments (divided by 50 percent of the total amount at each instalment) during the term of the warrant program, one after approximately two years (in June 2024) and one after approximately three years (in June 2025). Only premiums for warrants up to and including the guaranteed level for each participant are subsidized, as set out in section 2.1.1 above.

2.2.4 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.

2.2.5 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 7.9 including social security contributions, for the entire term of the warrant program.

2.3 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. Also, the termination of a participant's

employment results in limitations in relation to the right to subsidization of the premium in accordance with Section 2.2.3 above.

### 3. FURTHER INFORMATION ON THE WARRANT PROGRAM

#### 3.1 Dilution and increase in share capital

Upon full subscription of all 769,000 warrants, a maximum of 769,000 new Ordinary Shares may be issued, which corresponds to a maximum dilution of approximately 0.40 percent of the total number of shares and the total number of votes in the company upon full subscription of all warrants, subject to any recalculation in accordance with the terms and conditions of the warrants. Upon full subscription of all warrants, the share capital would increase by a maximum of SEK 384,500. The portion of the subscription price for the warrants that exceeds the quota value of the Ordinary Shares shall be apportioned to the non-restricted share premium reserve.

#### 3.2 Alternative exercise model

The participants in the warrant program shall have the right to, upon subscription for shares using the warrants, request that an alternative exercise model shall be applied in accordance with the complete terms and conditions. Upon application of the alternative exercise model, the subscription price for each Ordinary Share shall correspond to the Ordinary Share's quota value and the warrants shall entitle to a recalculated, generally lower, number of Ordinary Shares. However, the warrants shall not entitle to more than one (1) Ordinary Share per warrant, subject to any recalculation in accordance with the complete terms and conditions for the warrants. Assuming that the subscription price for the Ordinary Shares in Nyfosa that the warrants entitle to subscription of are set at SEK 120, application of the alternative exercise model would have the following effects upon full subscription by exercising all 769,000 warrants and assuming full application of the alternative exercise model, if the price for Nyfosa's Ordinary Share would amount to what is stated below in connection with the subscription periods:

*N.B. Illustrative calculation example based on an assumed subscription price of SEK 120*

Ordinary Share price	Total dilution	Total number of new Ordinary Shares
SEK 120	0.00 %	0
SEK 130	0.03 %	59,382
SEK 140	0.06 %	110,251
SEK 150	0.08 %	154,314

### 3.3 **Impact on financial ratios and costs for the company etc.**

The 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, consist of administrative costs and costs relating to social security contributions. The total cost of the warrant program, assuming full participation, is expected to amount to approximately MSEK 7.9, which is distributed over a period of three years.

### 3.4 **Preparation of the matter**

The principles of the warrant program have been prepared by the board of directors of the company. The proposal has been prepared with the assistance of external advisors and after consultation with shareholders. The board of directors 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 of directors, no employee that may be included in the program has taken part in the design of the terms and conditions.

### 3.5 **Other share related incentive programs**

Apart from the proposed warrant program, Nyfosa has two outstanding warrant programs for its employees established in 2019 and 2021, respectively. Aside from those, there are no outstanding share related incentive programs in Nyfosa.

### 3.6 **Instruction to the board of directors and majority requirements**

The board of directors 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 warrants in accordance with Section 2. A resolution under this item will not be valid unless supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

Nacka in March 2022

**Nyfosa AB**

*The Board of Directors*

English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.

**TERMS AND CONDITIONS FOR WARRANTS 2022/2025  
FOR SUBSCRIPTION OF NEW ORDINARY SHARES IN NYFOSA AB**

**§ 1 DEFINITIONS**

In these terms and conditions, the following terms shall have the meanings stated below.

<b>"Share"</b>	a share in the Company;
<b>"Shareholder"</b>	a shareholder in the Company;
<b>"Central Securities Depository Company"</b>	a company whose articles of association contain an article stating that the company's shares must be registered in a central securities depository register and whose shares are registered through Euroclear;
<b>"Central Securities Depository Account"</b>	an account with Euroclear for registering such financial instruments as referred to in the Swedish Central Securities Depositories and Financial Instruments Account Act (SFS 1998:1479);
<b>"Banking Day"</b>	any day in Sweden which is not a Sunday or other public holiday, or which, with respect to payment of promissory notes, is not equated with a public holiday in Sweden;
<b>"Company"</b>	Nyfosa AB, Corp. Reg. No. 559131-0833;
<b>"Euroclear"</b>	Euroclear Sweden AB;
<b>"Marketplace"</b>	Nasdaq Stockholm or another equivalent regulated or non-regulated market;
<b>"Warrant Holder"</b>	any person who is a holder of a Warrant Certificate entitling to Subscription for new Ordinary Shares;
<b>"Warrant"</b>	the right to subscribe for new Ordinary Shares in exchange for payment in cash;
<b>"Ordinary Share"</b>	an Ordinary Share of Class A in the Company;
<b>"Subscription"</b>	such Subscription for new Ordinary Shares exercised through a Warrant;
<b>"Subscription Price"</b>	the price at which Subscription for new Ordinary Shares may take place;
<b>"Warrant Certificate"</b>	a certificate which is linked to a certain number of Warrants in accordance with these terms and conditions; and
<b>"Subscription Period"</b>	each of the periods during which Warrants may be exercised for Subscription of Ordinary Shares in accordance with section 3.A.

## **§ 2 WARRANTS**

The total number of Warrants shall be not more than 769,000. The Warrants are represented by Warrant Certificates. Warrant Certificates are issued to a certain person or to order.

In the event the Company is a Central Securities Depository Company, the Board of Directors of the Company shall be entitled to resolve that the Warrants be registered on a Central Securities Depository Account. In the event such resolution is adopted, no Warrant Certificates or other securities shall be issued. At the request of the Company, Warrant Holders shall be obliged to surrender immediately to the Company all Warrant Certificates representing Warrants and to provide the Company with the requisite details of the securities account on which the Warrant Holder's Warrants are to be registered.

In the event the Board of Directors of the Company adopts a resolution in accordance with the second paragraph above, subject to any applicable statutory or regulatory limitations, the Board of Directors shall thereafter be unrestricted to resolve that the Warrants are no longer to be registered on a Central Securities Depository Account.

## **§ 3 RIGHT TO SUBSCRIBE FOR NEW ORDINARY SHARES**

### **A. General**

The Warrant Holder shall be entitled to subscribe for one new Ordinary Share for each Warrant during the following periods (or from and including the later day which may follow from section 3.B below or up to and including such earlier or later date as may follow from section 8 below):

- a) a two-week period from the day following the press release of the Company's interim report for the period of January 1-March 31, 2025, but no earlier than April 14, 2025 and no later than June 5, 2025,
- b) a two-week period from the day following the press release of the Company's interim report for the period January 1-June 30, 2025, but no earlier than July 1, 2025 and no later than September 5, 2025, and
- c) a two-week period from the day following the press release of the Company's interim report for the period January 1-September 30, 2025, but no earlier than October 13, 2025 and no later than December 5, 2025.

The Subscription Price per Ordinary Share upon exercise of the Warrant shall be the volume weighted average Ordinary Share price on the trading day the Company publishes the interim report for the period January 1-March 31, 2025 reduced by an amount corresponding to the highest of:

- (i) an amount corresponding to the Company's average Ordinary Share price at the time of the issue, which shall consist of the average closing price during the period from and including April 20, 2022 up until and including May 2, 2022 according to Nasdaq Stockholm's official share price list, multiplied with
  - a. the development of the average total return index value for the Company's Ordinary Share from and including April 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that the Company publishes the interim report for the period January 1-March 31, 2025 (end value),
  - b. reduced by the development of the average total return index value for real estate companies listed on Nasdaq Stockholm from and including April 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that the Company publishes the interim report for the period January 1-March 31, 2025 (end value), and

(ii) SEK 0.<sup>1</sup>

$$\begin{aligned}
 \text{Subscription price per Ordinary Share} = & \left[ \begin{array}{l} \text{The volume weighted average share price of the Ordinary Share the trading day that the Company publishes the interim report for the period January 1-March 31, 2025} \\ \text{MAX} \end{array} \right] \times \left[ \begin{array}{l} \text{The average closing price of the Ordinary Share during the period from and including April 20, 2022 up until and including May 2, 2022 according to Nasdaq Stockholm's official share price list} \\ \times \end{array} \right] \left[ \begin{array}{l} \text{Average total return index value for the Company's Ordinary Share the trading day that the Company publishes the interim report for the period January 1-March 31, 2025} \\ \text{Average total return index value for the Company's Ordinary Share from and including April 20, 2022 up until and including May 2, 2022} \end{array} \right] - \left[ \begin{array}{l} \text{Average total return index value for real estate companies listed on Nasdaq Stockholm the trading day that the Company publishes the interim report for the period January 1-March 31, 2025} \\ \text{Average total return index value for real estate companies listed on Nasdaq Stockholm from and including April 20, 2022 up until and including May 2, 2022} \end{array} \right] ; 0
 \end{aligned}$$

The total return index that shall be applied contains all the real estate companies listed in Nasdaq Stockholm's real estate index (SX35GI) from time to time and takes into account the companies' share price development and dividends paid.

If the Company has inside information during any part of the period from and including 20 April, 2022 up until and including 2 May, 2022, the board of directors shall have the right to postpone the Subscription Periods and the measurement period for the average Ordinary Share price and the index, respectively. The Subscription Price may not be lower than the current quota value of the Ordinary Share.

The Subscription Price, as well as the number of new Ordinary Shares to which each Warrant entitles to Subscription of, may be recalculated in the cases set forth in section 8 below. Upon demand by a Warrant Holder during the period stated above, the Company shall be obliged to issue the number of Ordinary Shares to which an application for Subscription relates.

Warrant Holders shall have the right to request recalculation of the Subscription Price and the number of Ordinary Shares that each Warrant entitles to Subscription of in accordance with section 3.B below (the "**Alternative Exercise Model**"). The Warrant Holder shall notify the Company of the request for recalculation in accordance with this section 3.A.

**B. Alternative Exercise Model**

If a Warrant Holder requests recalculation in accordance with this section 3.B, the Warrant Holder shall have the right to, for each Warrant, subscribe for such a number of Ordinary Shares as follows from this section 3.B, but in no event more than one (1) Ordinary Share subject to any recalculation in accordance with section 8 below, at a Subscription Price corresponding to the quota value of the Ordinary Share.

Recalculation of the number of Ordinary Shares that each Warrant entitles to Subscription of shall be performed by the Company according to the following formula:

<sup>1</sup> N.B. Illustrative calculation example showing the calculation of the subscription price per Ordinary Share if the Company has had a development of the total return index with 1.5 when all real estate companies listed on Nasdaq Stockholm have had a corresponding development of 1.3. Note that all values entered in the example below are **fictious** and are only intended to illustrate how the calculation formula should be applied.

$$162 = 190 - \text{MAX} (140 \times ((150/100) - (130/100)) ; 0)$$

$$\text{recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{The Ordinary Share's average price during a period of 5 trading days after the first day of the Subscription Period during which the Warrants are exercised for Subscription reduced by the Subscription Price}}{\text{The Ordinary Share's average price during a period of 5 trading days after the first day of the Subscription Period during which the Warrants are exercised for Subscription reduced by the quota value of the Ordinary Share}}$$

The Ordinary Share's average price shall, in this section 3.B, be deemed to correspond to the average of the calculated average value, for each trading day during the Subscription Period, of the highest and lowest transaction prices listed during the day in accordance with the official quotations on the Marketplace. In the event no transaction price is quoted, the bid price which is quoted as the closing price shall instead be included in the calculation. Days on which neither a transaction price nor a bid price is quoted shall not be included in the calculation.

Subscription of Ordinary Shares through the exercise of Warrants after recalculation in accordance with this section 3.B may take place at the earliest from and including the sixth trading day after the first day of the Subscription Period during which the Warrants are exercised for Subscription.

If recalculation of the Subscription Price and the number of Ordinary Shares that each Warrant entitles to Subscription of shall take place or has taken place in accordance with section 8 below when the Warrant Holder requests recalculation using the formula for the Alternative Exercise Model, and if the result would lead to an unreasonable financial compensation received by the Warrant Holder in relation to the shareholders, the Company's Board of Directors shall instruct an independent valuer to carry out a recalculation in order for the result to be reasonable.

The Company undertakes to be responsible in relation to each Warrant Holder to give the Warrant Holder the right to subscribe for Ordinary Shares in the Company against cash payment on the terms set out herein.

#### **§ 4 SUBSCRIPTION OF ORDINARY SHARES**

The following shall apply in the event the Company is a Central Securities Depository Company and the Warrants are registered on a Central Securities Depository Account. The Warrants may be exercised through a written application for Subscription to the Company or to the designated Account Operator (i.e. a company approved by Euroclear to execute registrations on a VPC account).

In the event the Company is not a Central Securities Depository Company or if the Warrants are not registered on a Central Securities Depository Account, the Warrants may be exercised through a written application for Subscription to the Company, stating the number of Warrants which are to be exercised. In conjunction with a Subscription, the Warrant Holder shall, where applicable, surrender corresponding Warrant Certificates to the Company.

The number of Ordinary Shares that may be subscribed for shall be rounded down to the nearest whole Ordinary Share.

#### **§ 5 PAYMENT**

Simultaneously with the Subscription, payment in cash shall be made for the number of Ordinary Shares to which the Subscription relates.

## **§ 6 ENTRY IN THE SHARE REGISTER, ETC.**

In the event the Company is a Central Securities Depository Company at the time of Subscription, Subscription shall be effected through the Company ensuring interim registration of the new Ordinary Shares on a Central Securities Depository Account. Following registration with the Swedish Companies Registration Office, the registration on a Central Securities Depository Account shall become final. As stated in section 8 below, in certain cases the date of such final registration on a Central Securities Depository Account may be postponed.

In the event the Company is not a Central Securities Depository Company at the time of Subscription, Subscription shall be effected by the new Ordinary Shares being entered in the Company's share register and subsequently being registered at the Swedish Companies Registration Office.

## **§ 7 ENTITLEMENT TO DIVIDENDS**

In the event the Company is a Central Securities Depository Company, Ordinary 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 of Ordinary Shares is effected, as a consequence of subscription through the exercise of warrants.

In the event the Company is not a Central Securities Depository Company, Ordinary Shares which are newly issued following Subscription shall carry an entitlement to participate in dividends at the first General Meeting following the date which occurs after Subscription is effected.

## **§ 8 RECALCULATION OF SUBSCRIPTION PRICE, ETC.**

In the following situations, the following shall apply with respect to the rights which shall vest in Warrant Holders.

Recalculation according to the provisions in this section 8 shall under no circumstances cause the Subscription Price to be less than the quota value of the Company's Ordinary Shares.

### **A. Bonus issue**

In the event the Company carries out a bonus issue, where Subscription is made in such time that it cannot be effected by no later than three weeks prior to the General Meeting at which a bonus issue resolution is to be adopted, Subscription may be effected only after such a General Meeting has adopted a resolution thereon. Ordinary Shares which vest as a consequence of Subscription effected following the bonus issue resolution shall be the subject of interim registration on a Central Securities Depository Account, and accordingly shall not be entitled to participate in the bonus issue. Final registration on a Central Securities Depository Account shall take place after the record date for the bonus issue.

In the event the Company is not a Central Securities Depository Company at the time a new issue resolution is adopted by the General Meeting, Ordinary Shares which vest as a consequence of Subscription effected through the new Ordinary Shares being entered in the Company's share register as interim shares on the date of the General Meeting's resolution, shall be entitled to participate in the new issue.

In the case of Subscription which is effected following a bonus issue resolution, a recalculated Subscription Price shall be applied, as well as a recalculation of the number of Ordinary Shares to which each Warrant provides an entitlement to Subscribe.

The recalculations shall be made by the Company based on the following formulae:

$$\text{recalculated Subscription Price} = \frac{\text{previous Subscription Price} \times \text{number of Ordinary Shares prior to the bonus issue}}{\text{number of Ordinary Shares after the bonus issue}}$$

$$\text{recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{previous number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} \times \text{the number of Ordinary Shares after the bonus issue}}{\text{number of Ordinary Shares prior to the bonus issue}}$$

A recalculated Subscription Price and recalculated number of Ordinary Shares in accordance with the provisions above shall be determined as soon as possible after the General Meeting has adopted a bonus issue resolution but, where applicable, shall be applied only after the record date for the bonus issue.

### **B. Reverse share split or share split**

In the case of a reverse share split or share split of the Company's existing Shares, the provisions in subsection A shall apply mutatis mutandis whereupon, where appropriate, the record date shall be deemed to be the day on which a reverse share split or share split takes place at Euroclear, upon request by the Company.

### **C. New issue of Ordinary Shares**

In the case of a new issue with pre-emption rights for the shareholders to subscribe for new Ordinary Shares in exchange for cash payment or payment by way of set-off, the following shall apply with respect to the right to participate in the new issue by virtue of Ordinary Shares which have vested as a consequence of Subscription through the exercise of Warrants:

- a) Where a new issue resolution is adopted by the Company's Board of Directors subject to approval by the General Meeting or pursuant to authorisation granted by the General Meeting, the resolution, and where applicable, the notification to the shareholders in accordance with Chapter 13 Section 12 of the Companies Act, shall state the date by which Subscription must be effected in order that Ordinary Shares which vest as a consequence of Subscription shall carry an entitlement to participate in the new issue.
- b) Where the General Meeting adopts a new issue resolution, in the event an application for Subscription is made at such a time that the Subscription cannot be effected no later than three weeks prior to the General Meeting which adopts the new issue resolution, Subscription shall only be effected after the Company has carried out recalculations. Ordinary Shares which vest as a consequence of such Subscription shall be the subject of interim registration on a Central Securities Depository Account, and consequently shall not be entitled to participate in the new issue. Final registration on a Central Securities Depository Account shall take place only after the record date for the issue.

In the event of Subscription which is effected at such time that a right to participate in the new issue does not vest, a recalculated Subscription Price shall be applied, as well as a recalculation of the number of Ordinary Shares to which each Warrant provides an entitlement to Subscribe.

The recalculations shall be made by the Company based on the following formulae:

$$\text{recalculated Subscription Price} = \frac{\text{previous Subscription Price x the Ordinary Share's average listed price during the subscription period established in the new issue resolution (the Ordinary Share's average price)}}{\text{the Ordinary Share's average price increased by the theoretical value of the Warrant calculated on the basis thereof}}$$

$$\text{recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{previous number Ordinary Shares to which each Warrant provides an entitlement to subscribe x the Ordinary Share's average price increased by the theoretical value of the Warrant calculated on the basis thereof}}{\text{the Ordinary Share's average price}}$$

The Ordinary Share's average price shall, in this subsection C, be deemed to correspond to the average of the calculated average value, for each trading day during the Subscription Period, of the highest and lowest transaction prices listed during the day in accordance with the official quotations on the Marketplace. In the event no transaction price is quoted, the bid price which is quoted as the closing price shall instead be included in the calculation. Days on which neither a transaction price nor a bid price is quoted shall not be included in the calculation.

The theoretical value of the subscription right shall be calculated in accordance with the following formula:

$$\text{value of the subscription right} = \frac{\text{the maximum number of new Ordinary Shares which may be issued pursuant to the new issue resolution x the Ordinary Share's average price less the subscription price for the new Ordinary Share}}{\text{the number of Ordinary Shares prior to adoption of the new issue resolution}}$$

In the event a negative value is thereupon obtained, the theoretical value of the subscription right shall be set at zero.

The recalculated Subscription Price and the recalculated number of Ordinary Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the subscription period and shall be applied to Subscription effected thereafter.

In the event the Company's Ordinary Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Ordinary Shares shall be determined in accordance with this subsection C. In lieu of the provisions regarding the Ordinary Share's average price, the value of the Ordinary Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event the Company is a Central Securities Depository Company the following shall apply. During the period pending determination of a recalculated Subscription Price and recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe, Subscription shall be effected only on a preliminary basis, whereupon the number of Ordinary Shares to which each Warrant provides an entitlement to subscribe prior to the recalculation shall be registered on an interim basis on a Central Securities Depository Account. In addition, it is specifically noted that, following recalculations, each Warrant may carry an entitlement to additional Ordinary Shares pursuant to section 3 above. Final

registration on the Central Securities Depository Account shall take place after the recalculations have been determined.

In the event the Company is not a Central Securities Depository Company, Subscription shall be effected through the new Ordinary Shares being entered in the share register as interim shares. After the recalculations have been determined, the new Ordinary Shares shall be entered in the share register as Ordinary Shares.

**D. Issue of convertible instruments or warrants**

In the event of an issue of convertible instruments or warrants with pre-emption rights for the Shareholders and in exchange for cash payment or payment by way of set-off or, with respect to warrants, without payment, the provisions of subsection C, first paragraph, subparagraphs 1 and 2 regarding the right to participate in a new issue by virtue of Ordinary Shares which vest through Subscription shall apply mutatis mutandis.

In the event of Subscription which is exercised at such a time that Subscription is effected after adoption of the issue resolution, a recalculated Subscription Price and recalculated number of Ordinary Shares provided by each Warrant shall be applied.

The recalculation shall be made by the Company in accordance with the following formulae:

recalculated Subscription Price =	=	$\frac{\text{previous Subscription Price x the Ordinary Share's average listed price during the subscription period established in the resolution regarding the issue (the Ordinary Share's average price)}}{\text{the Ordinary Share's average price increased by the value of the subscription right}}$
recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe	=	$\frac{\text{previous number of Ordinary Shares to which each Warrant provides an entitlement to subscribe x the Ordinary Share's average price increased by the value of the subscription right}}{\text{the Ordinary Share's average price}}$

The Ordinary Share's average price shall be calculated in accordance with subsection C above.

The value of the subscription right shall be deemed to correspond to the calculated value with adjustments for the new share issue and the market value calculated in accordance with subsection C above.

The recalculated Subscription Price and the recalculated number of Ordinary Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the subscription period and shall be applied to Subscription effected thereafter.

In the event the Company's Ordinary Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Ordinary Shares shall be determined in accordance with this subsection D. In lieu of the provisions regarding the Ordinary Share's average price, the value of the Ordinary Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event of Subscription which is effected before the recalculated Subscription Price and the recalculated number of Ordinary Shares provided by each Warrant have been determined, the provisions of subsection C last paragraph above shall be applied.

**E. Offer to the shareholders in circumstances other than those set forth in subsections A-D**

In the event the Company, in circumstances other than those set forth in subsections A-D above, extends an offer to the shareholders, subject to shareholders' pre-emption rights pursuant to the principles set forth in the Companies Act, to acquire securities or rights of any kind from the Company, in the event of Subscription which is demanded at such time that the Ordinary Shares thereby received do not carry an entitlement to participate in the offer, a recalculated Subscription Price and recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe shall be applied. The aforesaid shall also apply where the Company resolves, in accordance with the aforementioned principles, to distribute securities or rights to the shareholders without consideration.

The recalculations shall be carried out by the Company in accordance with the following formulae:

$$\begin{aligned} \text{recalculated Subscription Price} &= \frac{\text{previous Subscription Price x the Ordinary Share's average listed price during the application period established in the offer (the Ordinary Share's average price)}}{\text{the Ordinary Share's average price increased by the value of the right to participate in the offer (the purchase right value)}} \\ \text{recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} &= \frac{\text{previous number of Ordinary Shares to which each Warrant provides an entitlement to subscribe x the Ordinary Share's average price increased by the purchase right value}}{\text{the Ordinary Share's average price}} \end{aligned}$$

The Ordinary Share's average price shall be calculated in accordance with subsection C above.

In the event the shareholders have received purchase rights and trading has taken place in such rights, the value of the right to participate in the offer shall be deemed to correspond to the purchase right value. The purchase right value shall, as far as possible, be determined on basis of the changed market value of the Company's Ordinary Shares which can be deemed have occurred due to the offer.

In the event the shareholders have not received purchase rights, or trading in purchase rights has otherwise not taken place, the recalculation of the Subscription Price shall take place applying, as far as possible, the principles stated above. The purchase right value shall, as far as possible, be determined on basis of the changed market value of the Company's Ordinary Shares which can be deemed have occurred due to the offer.

The recalculated Subscription Price shall be determined by the Company as soon as possible after expiry of the offer period and applied in conjunction with Subscriptions effected after the recalculated price has been determined.

In the event the Company's Ordinary Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Ordinary Shares shall be determined. In lieu of the provisions regarding the Ordinary Share's average price, the value of the Ordinary Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event of Subscription which is effected before the recalculated Subscription Price and the recalculated number of Ordinary Shares provided by each Warrant have been determined, the provisions of subsection C last paragraph above shall be applied.

**F. New issue or issue of convertible debentures or warrants**

In the event of a new issue or issue of convertible debentures or warrants with pre-emption rights for the shareholders, in exchange for cash payment or payment by way of set-off or, with respect to warrants, without payment, the Company may decide to grant all Warrant Holders the same pre-emption rights as vest in the shareholders pursuant to the resolution. Notwithstanding that Subscription pursuant to Warrants has not been effected, each Warrant Holder shall thereupon be deemed to be the owner of the number of Ordinary Shares which the Warrant Holder would have received had Subscription been effected at the Subscription Price and the number of Ordinary Shares to which each Warrant provided an entitlement to subscribe, as applicable on the date on which the resolution regarding the offer was adopted.

In the event the Company resolves to extend to the shareholders such an offer as referred to in subsection E above, the provisions of the preceding paragraph shall apply mutatis mutandis. The number of Ordinary Shares which Warrant Holders shall be deemed to own shall thereupon be determined based on the Subscription Price and the number of Ordinary Shares to which each Warrant provided an entitlement to subscribe, as applicable on the date on which the resolution regarding the offer was adopted.

In the event the Company decides to grant the Warrant Holders pre-emption rights in accordance with the provisions of this subsection F, no recalculation of the Subscription Price shall take place pursuant to subsections C, D or E.

**G. Dividend to the shareholders**

In the event of a dividend to the Shareholders, no recalculation of the Subscription Price and/or the number of Ordinary Shares provided by each Warrant shall take place in accordance with this section 8.

**H. Reduction in the share capital with repayment to the shareholders**

In the event of a reduction in the share capital with repayment to the Shareholders, a recalculated Subscription Price and a recalculated number of Ordinary Shares provided by each Warrant shall be applied.

The recalculation shall be carried out by the Company in accordance with the following formulae:

$$\text{recalculated Subscription Price} = \frac{\text{previous Subscription Price} \times \text{the Ordinary Share's average listed price during a period of 25 trading days calculated commencing the day on which the Ordinary Shares were listed without the right to participate in the repayment (the Ordinary Share's average price)}}{\text{the Ordinary Share's average price increase by the amount repaid per Ordinary Share}}$$

$$\text{recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{previous number of Ordinary Shares to which each Warrant provides an entitlement to Subscribe} \times \text{the Ordinary Share's average price increase by the amount repaid per Ordinary Share}}{\text{the Ordinary Share's average price}}$$

The Ordinary Share's average price shall be calculated in accordance with subsection C above.

In the event of a recalculation pursuant to the above and where the reduction takes place through redemption of Ordinary Shares, instead of using the actual amount which is repaid per Ordinary Share, a calculated repayment amount shall be used as follows:

$$\text{calculated repayment amount per Ordinary Share} = \frac{\text{the actual amount repaid per redeemed Ordinary Share less the Ordinary Share's market value during a period of 25 trading days immediately preceding the day on which the Ordinary Shares were listed without an entitlement to participate in the reduction (the Ordinary Share's average price)}}{\text{the number of Ordinary Shares in the Company which form the basis of redemption of an Ordinary Share less 1}}$$

The Ordinary Share's average price shall be calculated in accordance with subsection C above.

The recalculated Subscription Price and the recalculated number of Ordinary Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the stated period of 25 trading days and shall be applied to Subscriptions effected thereafter.

In conjunction with Subscriptions which are effected during the period pending determination of a recalculated Subscription Price and recalculated number of Ordinary Shares to which each Warrant provides an entitlement to Subscribe, the provisions of subsection C, final paragraph above, shall apply mutatis mutandis.

In the event the Company's Ordinary Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Ordinary Shares shall be determined. In lieu of the provisions regarding the Ordinary Share's average price, the value of the Ordinary Shares shall thereupon be determined by an independent valuer appointed by the Company.

In the event of the Company's share capital is to be reduced through redemption of Ordinary Shares with repayment to the shareholders and such reduction is not mandatory, or where the Company is to carry out a repurchase of its Ordinary Shares – without a reduction in the share capital – but where, in the Company's opinion, in light of the technical structure and economic effects thereof the measure is comparable to a mandatory reduction, a recalculation of the Subscription Price and number of Ordinary Shares to which each Warrant provides an entitlement to Subscribe shall be carried out applying, as far as possible, the principles stated above.

**I. Appropriate recalculation**

In the event of the Company carries out any measure as referred to in subsections A-E, G, H or M and where, in the Company's Board's opinion, in light of the technical structure of the measure or for any other reason, application of the prescribed recalculation formulae cannot take place or results in the financial compensation received by the Warrant Holders being unreasonable compared with the shareholders, the Board of Directors shall carry out the recalculation of the Subscription Price and the number of Ordinary Shares provided by each Warrant in such manner as the Board of Directors deems appropriate in order to obtain a reasonable result.

**J. Rounding off**

In the determination of a recalculated Subscription Price, the Subscription Price shall not be rounded off.

**K. Liquidation**

In the event of liquidation pursuant to Chapter 25 of the Companies Act, no further Subscription may be effected. The aforesaid shall apply irrespective of the reasons for the liquidation and irrespective of whether or not the order that the Company be placed into liquidation has become final.

Simultaneously with the notice convening the General Meeting and prior to the General Meeting is to consider the issue of whether the Company is to be placed into voluntary liquidation pursuant to Chapter 25, section 1 of the Companies Act, the Warrant Holders shall be given notice thereof by the Company in accordance with section 9 below. The notice shall inform the Warrant Holders that Subscription may not be effected after the General Meeting has adopted a resolution regarding liquidation.

In the event the Company gives notice that it is considering entering into voluntary liquidation, notwithstanding the provisions of section 3.A regarding the earliest date for demanding Subscription, the Warrant Holders shall be entitled to apply for Subscription for Ordinary Shares through exercise of Warrants commencing the day on which notice is given. However, the aforesaid shall apply only where Subscription can be effected not later than the tenth calendar day prior to the General Meeting at which the issue of the Company's liquidation is to be addressed.

#### **L. Merger**

In the event the General Meeting approves a merger plan pursuant to Chapter 23, section 15 of the Companies Act whereby the Company is to be merged in another company, Subscription may thereafter not be demanded.

Not later than two months prior to the General Meeting which is to consider the issue of approving the above merger, the Warrant Holders shall be given notice thereof in accordance with section 9 below. The notice shall contain information about the merger plan and information that Subscription may not be effected after the General Meeting has adopted a resolution regarding the merger in accordance with the paragraph above.

In the event the Company gives notice of a proposed merger in accordance with the above, Warrant Holders shall be entitled to apply for Subscription commencing the date on which notice of the proposed merger was given, provided that Subscription can be effected not later than three weeks prior to the date of the General Meeting at which the merger plan whereby the Company is to be merged in another company is to be approved.

The following shall apply if the Company's Board of Directors prepares a merger plan pursuant to Chapter 23, section 28 of the Companies Act, whereby the Company is to be merged in another company, or if the Company's Shares are subject to a buy-out procedure pursuant to Chapter 22 of the same Act.

In the event a Swedish Parent company owns all of the shares in the Company, and the Company's Board of Directors announces its intention to prepare a merger plan pursuant to the statutory provision referred to in the preceding paragraph, in the event the final date for demanding Subscription pursuant to section 3.A above falls on a day after such announcement, the Company shall establish a new final date for demanding Subscription (the Expiry Date). The Expiry Date shall be a day within 60 days of the announcement.

#### **M. Demerger**

In the event the General Meeting approves a demerger plan pursuant to Chapter 24, section 17 of the Companies Act whereby the Company shall be demerged through part of the Company's assets and liabilities being taken over by one or more limited companies in exchange for consideration to the

Company's shareholders, a recalculated Subscription Price and a recalculated number of Ordinary Shares to which each Warrant provides an entitlement to subscribe shall be applied in accordance with the principles set forth in subsection E above. The recalculation shall be based on the part of the Company's assets and liabilities assumed by the takeover company.

In the event all of the Company's assets and liabilities are taken over by one or more limited companies in exchange for consideration to the Company's shareholders, the provisions regarding liquidation as set forth in subsection K above shall apply mutatis mutandis, entailing inter alia that the right to request Subscription shall terminate simultaneously with registration pursuant to Chapter 24, section 27 of the Companies Act and that Warrant Holders must be given notice thereof not later than two months prior to the date on which the demerger plan is submitted to the General Meeting.

#### **N. Buy-out of minority shareholders**

In the event a Swedish Parent company, on its own or together with a subsidiary, owns more than 90 percent of the shares and more than 90 percent of the voting rights in respect of all of the shares in the Company, and where the Parent company announces its intention to commence a buy-out procedure, the provisions of the final paragraph of subsection L regarding the Expiry Date shall apply mutatis mutandis.

If the announcement has been made in accordance with the provisions above in this subsection, Warrant Holders shall be entitled to demand Subscription until the Expiry Date. The Company must give notice to the Warrant Holders in accordance with section 9 below, not later than five weeks prior to the Expiry Date, informing them of this right and the fact that they may not demand Subscription after the Expiry Date.

If the majority shareholder, pursuant to Chapter 22, section 6 of the Companies Act, has submitted a request that a buy-out dispute be resolved by arbitrators, the Warrants may not be exercised for Subscription until the buy-out dispute has been settled by an award or decision that has become final. If the period within which Subscription may take place expires prior thereto, or within three months thereafter, a Warrant Holder nevertheless has the right to exercise the Warrant within three months after the date on which the ruling became final.

#### **O. Cease or lapse of liquidation, merger or demerger**

Notwithstanding the provisions of subsections K, L, and M that Subscription may not be effected following a resolution regarding liquidation or approval of a merger plan or demerger plan, the right to Subscription shall be reinstated in the event the liquidation ceases or the issue of a merger or demerger lapses.

#### **P. Bankruptcy or reorganisation**

In the event of the Company's bankruptcy or where a decision is taken that the Company shall be the subject of a company reorganisation order, Subscription may not take place through exercise of Warrants. Where the bankruptcy order or the Company reorganisation order is set aside by a higher court, the entitlement to Subscribe shall be reinstated.

#### **Q. Change in accounting currency**

In the event the Company effects a change in the accounting currency, entailing that the Company's share capital shall be established in a currency other than Swedish crowns, the Subscription Price shall be recalculated in the same currency as the share capital. Such currency recalculation shall take place

applying the exchange rate which was used to recalculate the share capital in conjunction with the change in currency.

A recalculated Subscription Price in accordance with the provisions above shall be determined by the Company and shall be applied to Subscriptions effected commencing the day on which the change in the accounting currency takes effect.

#### **R. Equivalent terms and conditions for companies with certificated shares**

In cases where the provisions concerning recalculation refer to a record date and, at the time of the recalculation, the Company is not a Central Securities Depository Company, a comparable date used in equivalent terms and conditions for companies with certificated shares shall apply instead of the record date.

#### **§ 9 NOTICES**

Notices relating to the Warrants must be provided in writing to each Warrant Holder to an address which is known to the Company.

#### **§ 10 AMENDMENTS TO THE TERMS AND CONDITIONS**

The Company's Board of Directors shall be entitled, on behalf of the Warrant Holders, to amend these terms and conditions to the extent that any legislation, court decision or public authority decision renders necessary such amendment or where, in the Board's opinion, for practical reasons it is otherwise appropriate or necessary to amend the terms and conditions, and the rights of the Warrant Holders are thereupon not prejudiced in any respect.

#### **§ 11 CONFIDENTIALITY**

None of the Company, the Account Operator or Euroclear may disclose information about a Warrant Holder to any third party without authorisation. The Company shall be entitled to obtain the following information from Euroclear regarding a Warrant Holder's account in the Company's central securities depository register:

- a) the Warrant Holder's name, personal identification number or other identification number, and postal address;
- b) the number of Warrants.

#### **§ 12 GOVERNING LAW**

These Warrants and legal issues relating thereto shall be governed by Swedish law. Proceedings arising from this agreement shall be brought in the district court where the registered office of the Company is situated or any other forum whose authority is accepted in writing by the Company.

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**NEW ARTICLES OF ASSOCIATION**

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**§ 1 Company name**

The company's name shall be Nyfosa AB. The company shall be a public limited liability company(publ).

**§ 2 Operations**

The object of the company's operations is to, directly or indirectly, own and manage properties and property-related assets and engage in associated activities.

**§ 3 Registered office**

The registered office of the company's board of directors shall be in the Municipality of Nacka, Sweden.

**§ 4 Share capital**

The company's share capital shall amount to not less than SEK 80,000,000 and not more than SEK 320,000,000.

**§ 5 Shares**

## 5.1 Number of shares and classes of shares

The number of shares in the company may not be fewer than 160,000,000 and not exceed 640,000,000.

Shares may be issued in three classes: ordinary shares of Class A and Class D as well as preference shares.

Preference shares, ordinary shares of Class A and ordinary shares of Class D may be issued in an amount corresponding to the maximum amount of 100 per cent of the share capital.

Ordinary shares of Class A each carry one (1) vote. Ordinary shares of Class D and preference shares each carry one-tenth (1/10) of a vote.

## 5.2 Dividend on ordinary shares

If any dividend is resolved for the ordinary shares, ordinary shares of Class D are entitled to five (5) times the total dividend on ordinary shares of Class A, although a maximum of SEK eight (8) per share and year.

If the dividend per ordinary share of Class D is lower than SEK eight (8), the maximum permitted dividend of SEK eight (8) shall be increased so that the shortfall up to SEK eight (8) per year may be distributed later if sufficient dividends on the ordinary shares are resolved subsequently, whereupon the maximum permitted dividend shall be SEK eight (8).

Distribution of dividends relating to ordinary shares of Class A shall be made in one (1) instalment or in quarterly equal instalments.

Distribution of dividends relating to ordinary shares of Class D shall be made in quarterly equal instalments. Record dates for distribution of dividends shall be July 10, October 10, January 10 and April 10. In case such day is not a banking day, the record date shall be the closest previous banking day.

If the number of ordinary shares of Class D changes through an aggregation of shares, split or other similar corporate action, the amounts that ordinary shares of Class D are entitled to in

accordance with this paragraph, shall be recalculated to reflect this change.

### 5.3 Dividend on preference shares

If dividend is resolved by the general meeting, the preference shares shall have preferential right over the ordinary shares to a dividend as follows. The preference shares shall have preferential right over the ordinary shares to an annual dividend of SEK eight (8) per share, paid out quarterly at SEK two (2) per preference share ("Preferential Dividend"), with record dates in accordance with below.

Distribution of dividend relating to preference shares shall be made quarterly in SEK. Record dates for dividend of preference shares shall be July 10, October 10, January 10 and April 10. In case such day is not a banking day, the record date shall be the closest previous banking day.

If no dividend has been paid of preference shares, or if only dividend of less than Preferential Dividend has been paid, the preference shares shall entitle to, in addition to the future Preferential Dividend, receive an amount, equally distributed on every preference share, corresponding to the difference between what should have been paid in accordance with above and the outstanding amount ("Outstanding Amount"), prior to distribution of dividend to holders of ordinary shares may occur. The Outstanding Amount shall be recalculated upwards by a factor corresponding to an annual rate of interest of eight (8) per cent in which context recalculation shall take place commencing the quarterly date on which payment of the dividend occurred (or should have occurred, in the event no dividend at all is distributed). Dividend of Outstanding Amount also assumes that the general meeting resolved on a dividend.

In such case that the amount of preference shares changes through an aggregation of shares, split or other similar corporate action, the amounts that preference shares are entitled to in accordance with this paragraph, shall be recalculated to reflect this change.

The preference shares shall otherwise not be entitled to dividend.

### 5.4 Redemption of preference shares

A reduction of the share capital, however not below the minimum amount, may occur through redemption of a certain amount of or all preference shares after resolution by the general meeting.

The allocation of which preference shares that shall be redeemed shall be made pro rata in relation to the number of preference shares that each preference shareholder owns at the time of the general meeting's resolution on redemption. If the allocation as set out above does not amount to an even number of shares, the board of directors shall resolve on allocation of the additional preference shares to be redeemed. If the resolution is approved by all holders of preference shares, the general meeting can however resolve which preference shares are to be redeemed. The redemption amount for each redeemed preference share shall be an amount calculated as follows:

- i. Up to the fifth anniversary of the first new issue of preference shares (the "Initial Issue"), an amount of 130 per cent of the amount in SEK paid to each preference share during the Initial Issue ("Initial Subscription Price") plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 5.3 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.
- ii. As from, and including, the fifth anniversary of the Initial Issue and for the time

after, an amount corresponding to 115 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 5.3 above. The redemption amount for each redeemed preference share shall however never be lower than the share's quota value.

#### 5.5 Dissolution of the company

If the company is dissolved, preference shares shall carry preferential rights before ordinary shares to receive from the company's assets an amount per preference share of 100 per cent of the Initial Subscription Price plus any Outstanding Amount adjusted upwards by an annual interest rate as set out in § 5.3 above, prior to any distribution to holders of ordinary shares. Preference shares shall otherwise not carry any entitlement to a share of distribution.

If the company is dissolved, all shares have the same right to payment from the company's kept assets. Ordinary shares of Class D shall only have a right to a maximum of SEK 150 per share.

#### 5.6 Preferential rights of shareholders

Should the company resolve to issue new shares of more than one class through a cash issue or a set-off issue, holders of ordinary shares of Class A, ordinary shares of Class D and preference shares shall have preferential right to subscribe for new shares of the same class in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares of Class A, ordinary shares of Class D or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company resolve to issue new shares of only one class through a cash issue or a set-off issue, the existing shareholders of the class of shares that is the subject of the new issue shall carry preferential right to such new shares in proportion to their existing shareholding in that class (primary preferential right). Shares that are not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). Should the number of shares offered in this way not be enough for subscription through subsidiary preferential right, said shares shall be apportioned among subscribers in proportion to their existing shareholdings, regardless of whether the shares in the company already held by them are ordinary shares of Class A, ordinary shares of Class B or preference shares. To the extent this is not possible as regards a certain share or certain shares, the distribution shall be made by lottery.

Should the company resolve through a cash issue or a set-off issue to issue subscription warrants or convertibles, shareholders shall have preferential right to subscribe for subscription warrants as if the issue was in respect of the shares that may be subscribed for by exercising the subscription warrants and to subscribe for convertibles as if the issue was in respect of the shares that the convertibles may be exchanged for.

The aforesaid shall not imply any limitation in the possibility of a resolution on cash issue or set-off issue with divergence from shareholders' preferential rights.

An increase of the share capital by a bonus issue, may occur by an issue of new ordinary

shares of Class A, ordinary shares of Class D and preference shares. In such case, only holders of ordinary shares of Class A have right to the new shares. The bonus issue shares will be allocated between the holders of ordinary shares of Class A in proportion to their existing shareholding of ordinary shares of Class A. What has just been said shall not imply any limitation in the possibility to issue new classes of shares through a bonus issue, after necessary amendments to the articles of association.

#### 5.7 Conversion clause

Preference shares shall upon request by the holders of such shares, be converted into ordinary shares of Class D. Conversion shall only be possible under the provision that the permitted dividend related to ordinary shares of Class D at the time is SEK eight (8) and not an exceeding amount. The conversion request, which must be submitted in writing and must state the number of preference shares that are to be converted to ordinary shares of Class D and, if the request does not apply to the entire holding, which preference shares the conversion pertains to, shall be made to the board of directors. The conversion is completed once registration has occurred and is recorded in the CSD register.

#### **§ 6 Board of directors**

The board of directors shall comprise not fewer than four, and not more than ten, members, with no deputies. The directors shall be elected annually at the company's annual general meeting for the period until the end of the next annual general meeting.

#### **§ 7 Auditor**

The company shall have not less than one and not more than two auditors with not more than two deputy auditors. An authorised public accountant or registered auditing firm shall be appointed as auditor and, where applicable, as deputy auditor. The auditors shall examine the company's annual report and accounts, and the administration of the board of directors and CEO. If the company is a parent company, the auditors shall also examine the consolidated financial statements and the relationships between Group companies.

#### **§ 8 Notice of meeting**

The general meeting of shareholders shall be convened through a notice in Post- och Inrikes Tidningar (Swedish Official Gazette) and on the company's website. An announcement that notice to attend has been issued shall be published in Svenska Dagbladet. Should the nationwide distribution of Svenska Dagbladet be discontinued, the announcement shall be published in Dagens Nyheter instead. The notice to attend shall be issued within such time stipulated by the Swedish Companies Act (2005:551).

#### **§ 9 Notification of attendance and right to participate in general meeting**

Shareholders wishing to participate in the general meeting shall notify the company of their intention to attend not later than the day stated in the notice to attend the meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, although only if the shareholder has given notification of this as specified in the previous paragraph.

#### **§ 10 General meetings**

A general meeting is to be held at the location where the board of directors has its registered office or in Stockholm. An annual general meeting of shareholders shall be held within six months of the close of each financial year. At the annual general meeting, the following items shall be addressed:

- 1) Election of chairman of the meeting.

- 2) Preparation and approval of the voting list.
- 3) Approval of the agenda.
- 4) Election of one or two persons to verify the minutes.
- 5) Determination of whether the meeting has been duly convened.
- 6) Presentation of the annual report and the auditor's report and, if applicable, the consolidated financial statements and the audit report on the consolidated financial statements.
- 7) Resolutions on
  - a. adoption of the income statement and balance sheet and, where appropriate, consolidated income statement and consolidated balance sheet,
  - b. appropriation of the company's earnings in accordance with the adopted balance sheet, and
  - c. discharge from liability for the directors of the board and the CEO.
- 8) Determination of the number of directors of the board, the number of auditors and, if applicable, the deputy auditors.
- 9) Determination of fees to be paid to the directors of the board and auditors.
- 10) Election of directors of the board and auditors as well as any deputy auditors.
- 11) Other business to be addressed by the meeting in accordance with the Swedish Companies Act or the articles of association.

#### **§ 11 Collection of powers of attorney and voting by post**

The board of directors may collect powers of attorney in accordance with the procedure described in chapter 7, section 4, second paragraph of the Swedish Companies Act (2005:551).

The board of directors has the right before a general meeting to decide that shareholders shall be able to exercise their right to vote by post before the general meeting.

#### **§ 12 Financial year**

The company's financial year shall be 1 January – 31 December.

#### **§ 13 Record date provision**

The company's shares shall be registered in a central securities depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).

*Adopted at the annual general meeting on April 19, 2022*

**THE BOARD OF DIRECTORS' PROPOSAL REGARDING DIVIDEND FOR  
ADDITIONAL ORDINARY SHARES OF CLASS D AND/OR ADDITIONAL PREFERENCE  
SHARES**

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The board of directors has under item 18 b) proposed that the general meeting resolves on an authorisation for the board of directors to resolve to issue new ordinary shares of Class A and Class D and preference shares in the company.

If the company issues ordinary shares of Class D during the period until the Annual General Meeting 2023, the board of directors proposes that the meeting resolves on a dividend on all new ordinary shares of Class D issued by the board of directors under the authorisation, in total a maximum of 19,102,281 ordinary shares of Class D until the Annual General Meeting 2023, be paid quarterly with equal payments of SEK two (2), maximum SEK eight (8) in total, from the day that they have been registered in the share register administrated by Euroclear Sweden AB in accordance with the provisions in the company's articles of association.

Further, the board of directors proposes that the meeting, if the company issues preference shares during the time up until the Annual General Meeting 2023, resolves that dividend on all new preference shares that may be issued by the board of directors under the authorisation, in total a maximum of 19,102,281 preference shares until the Annual General Meeting 2023, be paid quarterly with equal payments of SEK two (2), maximum SEK eight (8) in total, from the day that they have been registered in the share register administrated by Euroclear Sweden AB in accordance with the provisions in the company's articles of association.

Unappropriated earnings that are available for distribution amounts at the date for this notice to SEK 11,368,872,079.

The record dates for the quarterly payments of both ordinary shares of Class D and preference shares that may be issued are proposed to occur on July 8, 2022, October 10, 2022, January 10, 2023 and April 10, 2023. Payment from Euroclear Sweden AB is expected to be distributed on the third banking day after each record date.

The first time payment of dividend may occur on the preference shares and the ordinary shares of Class D that may be issued under the authorisation, is at the payment day that occurs after the first record date, once the preference shares and the ordinary shares of Class D have been registered with the Swedish Companies Registration Office.

The CEO, or anyone appointed by the CEO, shall be authorised to make the minor adjustments in the general meeting's resolution that may be required in connection with registration at the Swedish Companies Registration Office or due to other formal requirements.

Nacka in March 2022

**Nyfosa AB**

*The Board of Directors*