

**THE NOMINATION COMMITTEE'S AND THE BOARD OF DIRECTORS' DOCUMENTS FOR  
THE ANNUAL GENERAL MEETING TUESDAY APRIL 23, 2024**

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A large, illuminated sign spelling "NYFOSA" in a bold, sans-serif font is the central focus. The sign is set against a dramatic sunset sky with a bright sun on the left and a city skyline silhouette in the background. The overall scene is dark, with the sign's lights providing the primary illumination.

**NYFOSA**



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

## **THE NOMINATION COMMITTEE'S PROPOSALS TO THE ANNUAL GENERAL MEETING, REPORT ON THE NOMINATION COMMITTEE'S WORK AND REASONED STATEMENT**

### **Please note**

On April 8, 2024, Nyfosa announced through a press release that Nyfosa's nomination committee has adjusted its proposal below regarding the number of directors of the board and election of directors of the board. The proposals set out below regarding the number of directors of the board and election of directors of the board are the nomination committee's adjusted proposal.

### **The nomination committee's composition**

The nomination committee of Nyfosa AB has been appointed in accordance with the principles resolved by a previous general meeting and has, prior to the Annual General Meeting 2024, comprised:

- David Mindus, appointed by AB Sagax;
- Lennart Francke, appointed by Swedbank Robur Fonder;
- Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning;
- Tobia Kaj, appointed by Lannebo Fonder; and
- Johan Ericsson, chairman of the board of directors.

The nomination committee has appointed Johannes Wingborg as its chairman. The nomination committee represents approximately 45 percent of the capital and votes in the company as of February 29, 2024.

### **The nomination committee's proposal to the Annual General Meeting**

The nomination committee presents the following proposals to the Annual General Meeting 2024.

- It is proposed that Johan Ericsson, chairman of the board of directors, shall be elected chairman of the Annual General Meeting.
- The board of directors shall consist of seven directors with no deputies.
- The company shall have one auditor with no deputy.
- To directors of the board, for the period until the end of the next Annual General Meeting, it is proposed re-election of Jens Engwall, David Mindus, Per Lindblad, Marie Bucht Toresäter and Claes Magnus Åkesson and new election of Maria Björklund and Ulrika Danielsson. Information about the proposed directors is available on the company's website, [www.nyfosa.se](http://www.nyfosa.se). (re-election) and in the nomination committee's reasoned statements (new election).
- It is proposed that board member David Mindus shall be elected as chairman of the board of directors.
- For the period until the end of the next Annual General Meeting, the nomination committee proposes that remuneration of SEK 525,000 (previously SEK 515,000) shall be paid to the chairman of the board of directors and SEK 220,000 (previously SEK 210,000) shall be paid to each other director elected by the general meeting. Further, it is proposed that for work in the audit committee, an annual remuneration of SEK 80,000 (previously SEK 75,000) shall be paid to the chairman of the audit committee and SEK 40,000 (previously SEK 36,000) to each other member of the audit committee. In addition, it is proposed that for work in the remuneration committee, an annual unchanged remuneration of SEK 42,000 shall be paid to the chairman of

the remuneration committee, and SEK 21,000 to each other member of the remuneration committee.

- It is proposed, in accordance with the audit committee's recommendation, that the registered accounting firm KPMG AB be re-elected as auditor for the period until the end of the next Annual General Meeting. KPMG AB has informed that if the Annual General Meeting decides to appoint KPMG AB, Mattias Johansson, authorised public accountant, will be the auditor in charge.
- Fees to the auditor is proposed to be paid in accordance with approved invoices.
- No changes are proposed in the instruction to the nomination committee which has been adopted by the previous Annual General Meeting.

### **Report on the nomination committee's work and reasoned statement regarding the proposal for board of directors**

Information on the composition of the nomination committee has been available on the company's website. The nomination committee has had, according to resolution by previous general meeting, the assignment to present proposals to the Annual General Meeting regarding the number of directors and the composition of the board of directors, including the chairman of the board of directors, and remuneration to the board of directors. Further, the nomination committee has had the assignment to propose chairman of the Annual General Meeting, auditors and their remuneration, as well as changes in the applicable instruction to the nomination committee, if considered necessary. Information has been available on the company's website that shareholders have had the opportunity to submit proposals to the nomination committee. The proposals should have been received by the nomination committee no later than January 31, 2024. No proposals have been submitted. The nomination committee has held eight recorded meetings with additional contacts in between.

The chairman of the board of directors has informed the nomination committee about the company's goals, strategies, challenges and opportunities ahead. The nomination committee has discussed the demands that will be imposed on the board of directors due to the company's operations, future direction, requirements on sustainability and other circumstances, as well as governance and control in order to assess the board of directors' size and appropriate composition. The nomination committee has taken note of the board's evaluation of the chairman and the work of the board, and has interviewed all board members individually. Furthermore, the company's CEO, Stina Lindh Hök, has also been interviewed. The chairman of the board and the proposed new chairman of the board David Mindus have not been present at these interviews. After a thorough evaluation, the work of the board of directors is considered to function well.

During the autumn, the nomination committee was informed that the chairman of the board Johan Ericsson and board member Lisa Dominguez Flodin declined re-election. Several new candidates have been considered and evaluated for both the role of chairman and board member. On January 11, 2024, the nomination committee resolved to propose David Mindus as new chairman of the board of directors. David Mindus is the CEO of AB Sagax which holds approximately 23.3 percent of the capital and votes in Nyfosa. The nomination committee assesses that Mindus possesses relevant experience and competences for the assignment and finds it positive that the company's largest shareholder takes responsibility for the governance of the company.

The proposed board member Ulrika Danielsson has extensive experience within financial management, accounting, financing, reporting and transactions within the real estate sector. Danielsson (born 1972) holds a Bachelor in Business and Economics from the School of Business, Economics and Law, University of Gothenburg. Since 2021, she works as CFO at Atrium Ljungberg (note, however, that

Danielsson has chosen to terminate her position and will leave Atrium Ljungberg at the end of May/June 2024). Furthermore, she is a board member of Pandox Aktiebolag and Infranord AB. Danielsson has previous experience as CFO at Castellum (2014-2021) and as board member of John Mattson Fastighetsföretagen AB (2018-2023) and Slättö Förvaltning AB (2018-2022). She holds no shares in Nyfosa.

The proposed board member Maria Björklund has extensive experience in asset management, in particular investments in the property sector and infrastructure. She also has experience from private equity and fixed income management of Swedish bonds. Björklund (born 1970) holds an MSc in Business and Economics from the School of Business, Economics and Law, University of Gothenburg. Since 2018, she has worked at the Third Swedish National Pension Fund in the alternative investments group and since 2021 as head of the group (note, however, that Björklund has chosen to terminate her position and will leave the Third Swedish National Pension Fund in July 2024). She is a board member of Hemsö Fastighets AB, Hemsö Intressenter AB, Trophi Fastighets AB (publ), Trenum AB (publ), Fastighets AB Regio, Polhem Infra AB and chairman of the board of 4 to 1 Investments AB. She has previously worked as a portfolio manager at Postens Pensionsstiftelse real estate, infrastructure and private equity (1998-2015) and AMF alternative investments, alternative fixed income (2015-2017). She holds no shares in Nyfosa.

Information about the other proposed directors is available on the company's website, [www.nyfosa.se](http://www.nyfosa.se).

The nomination committee has in its proposal for election of the directors applied Section 4.1 of the Code as its diversity policy. As part of the preparation process, the nomination committee has conducted a structured review of potential board members. The proposal for the new board of directors entails that the share of women on the board of directors increases from 29 percent to 43 percent. The nomination committee is of the opinion that the proposed board of directors, with regard to Nyfosa's operations, development stage and other conditions, has an appropriate composition, characterised by diversity and breadth regarding the director's competence, experience and background.

All of the proposed directors are considered to be independent in relation to the company's major shareholders as well as in relation to the company and the group management, except Jens Engwall and David Mindus. Jens Engwall is considered to be independent in relation to the company's major shareholders but not independent in relation to the company and the group management, as he has been CEO of the company within the last five years (2018-2020). David Mindus is considered not to be independent in relation to the company, the group management and the company's major shareholders, as he is the CEO of the company's largest shareholder, AB Sagax, which is also a partner of Nyfosa (together the companies have a joint venture, Söderport Property Investment AB). The proposed board of directors therefore complies with the independency requirements in the Code.

The nomination committee has discussed the level of board remuneration. The starting point is that the remuneration levels should be competitive in order to attract and retain persons with the best possible competence and experience. For its assessment, the nomination committee has also considered comparisons with other real estate companies listed on Nasdaq Stockholm. The nomination committee assesses that an increase of the board remuneration in accordance with the nomination committee's proposal is reasonable.

## **THE REASONED STATEMENT OF THE BOARD OF DIRECTORS PURSUANT TO CHAPTER 18 SECTION 4 AND CHAPTER 19 SECTION 22 OF THE SWEDISH COMPANIES ACT**

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With reference to the board of directors' proposal regarding dividends on any preference shares that may be issued by virtue of the proposed authorisation in item 20 d) of the agenda and proposal to authorise the board of directors to resolve upon repurchase of own ordinary shares of Class A, the board of directors hereby submits the following reasoned statement pursuant to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act (2005:551).

### **Proposal to dividend**

As set out in the proposal regarding disposition of the company's earnings, the board of directors proposes that no dividend will be paid to the shareholders for the financial year 2023 and that the balance of SEK 11,791,676,140 is carried forward.

Regardless of the foregoing, the board of directors proposes that, provided that the Annual General Meeting resolves in accordance with item 20 d) of the agenda, that all new preference shares that may be issued in accordance with a resolution by the board of directors by virtue of the authorisation proposed by the board of directors in item 20 d) of the agenda shall entitle the holder to dividends, in accordance with Nyfosa's articles of association, from the day that they have been registered in the share register administrated by Euroclear Sweden AB. This means that the right to the first dividend of SEK 2 per preference share exists on the first record date that occurs after registration in the share register.

Based on the authorisation, the board of directors may resolve to issue a number of new shares corresponding to, together with any shares issued under the authorisations in accordance with item 20 a), 20 b) and 20 c), a maximum of ten percent of the total number of outstanding shares in the company at the time of the Annual General Meeting.

The purpose of the authorisation and the reasons for potential deviation from the shareholders' preferential rights are that the board of directors shall be able to resolve on issues of shares in order to finance acquisitions of real property or real property companies, or part of real property or real property companies, or in order to finance investments in new or existing real properties.

### **Proposal to authorise the board of directors to resolve upon repurchase of own ordinary shares of Class A**

It is stated in the notice to the Annual General Meeting (item 21 on the agenda) that the board of directors proposes that the Annual General Meeting authorises the board of directors to, on one or several occasions for the period until the end of the next Annual General Meeting, resolve to acquire a maximum number of own ordinary shares of Class A so that the company holds a maximum of 10 percent of all shares in the company at any time following the acquisition.

The purpose of the authorisation is to adjust the company's capital structure according to the capital requirements from time to time, thereby contributing to an increase in shareholder value, as well as to be able to transfer own ordinary shares of Class A as payment, or in order to finance acquisitions of real property or real property companies or in order to finance investments in real properties.

### **Nature, scope and risks of the business**

The nature and scope of the business are specified in the articles of association and in the submitted annual reports. The business conducted by the company and the group does not entail any risks other

than those that arise, or can be anticipated to arise, within the industry concerned, or those risks that are generally associated with operating a business. Apart from this, no events have occurred which have negatively affected the company's ability to distribute funds to the shareholders. The company's dependency on economic conditions does not deviate from what is otherwise prevalent in the industry concerned.

### **The financial position of the company and the group**

The financial position of the company and the group as of December 31, 2023 is described in the latest submitted annual report. The annual report also specifies which accounting principles that are applied in the valuation of assets, provisions and liabilities.

The Annual General Meeting has SEK 11,791,676,140 available for distribution. As of December 31, 2023, the company's equity/asset ratio was 47.2 percent and the group's equity/asset ratio was 38.7 percent. Of the parent company's equity as of December 31, 2023, SEK 0 depends on assets and liabilities being valued at fair value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act.

The proposed dividend on any new preference shares that may be issued by virtue of the authorisation proposed by the board of directors in item 20 d) entails a dividend of not more than SEK 152,818,258.

The proposed authorisation for the board of directors to repurchase own ordinary shares of Class A would, if utilized in full, mean that SEK 9,996,061,726 will remain of the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act (based on 191,022,813 outstanding shares in Nyfosa and assuming an average price per ordinary share of Class A of SEK 94, corresponding to the latest price paid for ordinary shares of Class A in the company on March 8, 2024, and that the authorisation to issue new preference shares is not utilised). The authorisation to the board of directors to issue new preference shares and to repurchase own ordinary shares of Class A will only be utilized to the extent there is full coverage for the company's restricted equity after the repurchase and only if, by the time of utilization of the authorisation, it is assessed as justifiable in accordance with Chapter 17 Section 3, second and third paragraphs in the Swedish Companies Act.

The proposed dividend on any new preference shares that may be issued by virtue of the authorisation proposed by the board of directors in item 20 d) and the authorisation to repurchase own ordinary shares does not jeopardize the fulfilment of the investments deemed necessary and does not affect the company's and the group's own liquidity or ability to meet its payment obligations in a timely manner. The company's and the group's liquidity forecasts include preparations to manage variations in the continuous payment obligations, and the company has, including committed lines of credit, access to considerable liquid funds.

The company's and the group's financial position does not give rise to an assessment other than that the company and the group will be able to continue their business and that the company and the group can be expected to satisfy their obligations in the short term and the long term.

The board of directors is of the opinion that the size of the equity as reported in the latest annual report is in reasonable proportion to the scope of the company's business and the risks that are associated with carrying on the business, taking the proposed dividend on any new preference shares that may be issued by virtue of the authorisation proposed by the board of directors in item 20 d) and the authorisation to repurchase own ordinary shares of Class A into account.

### **The justification of the dividend and the repurchase authorisation**

With reference to the above and to other information that has been brought to the board of directors' attention, the board of directors considers that the company's and the group's financial position entails that the proposed dividend on any new preference shares that may be issued by virtue of the authorisation proposed by the board of directors in item 20 d) and the proposed authorisation to the board of directors to resolve on repurchase of own ordinary shares of Class A are justified in view of the requirements specified in Chapter 17, Section 3, first paragraph of the Swedish Companies Act (the precautionary rule), i.e. with reference to the nature, scope and risks of the business place on the size of the company's and the group's equity as well as the company's and the group's consolidation requirements, liquidity and position in general.

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Nacka in March 2024

**Nyfosa AB**

*The Board of Directors*

## **THE BOARD OF DIRECTORS' REPORT ON REMUNERATIONS AND INCENTIVE PROGRAMS FOR 2023**

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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 2023. The report also provides details on the remuneration to Nyfosa's CEO as well as remuneration to directors of the board in 2023 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 2023**

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 2023.

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. As the current remuneration guidelines were adopted at the 2020 Annual General Meeting to apply until further notice, although no longer than until the 2024 Annual General Meeting, new guidelines are to be proposed and adopted at the 2024 Annual General Meeting. After monitoring and evaluating Nyfosa's programs for variable remuneration, how the remuneration guidelines have been applied, the evaluation of the current remuneration structures and remuneration levels in Nyfosa, as well as a general review of the guideline's design, the board of directors has decided to propose that the remuneration guidelines shall be updated at the 2024 Annual General Meeting. A description of all significant changes is available in the board of directors' complete proposal for new guidelines.

According to Nyfosa's remuneration guidelines, remuneration to senior executives must be adapted to market conditions and may consist of the following components: fixed salary, variable remuneration, pension and other benefits. The guidelines do not apply to any incentive programmes and remuneration to the board of directors that Nyfosa's general meeting has or may resolve upon.



## Total remuneration to the CEO

The table below sets out the total remuneration (SEK) paid to Nyfosa's CEO during 2023.

Name, position	Financial year	1 Fixed remuneration		2	3	4	5	6
		Base salary	Other benefits	Variable remuneration - One-year variable	Extraordi- nary items	Pension expenses	Total remuneration	Proportion of fixed and variable remunerati on
Stina Lindh Hök, CEO	2023	4,104,000	146,737	2,109,190	0	1,099,013	7,458,940	72/28

## 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 2023 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. During the period December 30, 2022 (the last trading day in 2022) up until and including December 29, 2023 (the last trading day in 2023), Nyfosa's share price increased by 18.9 percent, compared to Carnegie's real estate index (CREX) 16.0 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 operative cash flow per share of at least 10 percent per year. Growth in the operative cash flow per share amounted to -29.2 percent in 2023 in comparison with 2022. Stina Lindh Hök is considered to not have met the performance criteria. The third part refers to a number of different internal targets where, for example, sustainability, Nyfosa's financial strategies and financial reporting as well as a positive net leasing have been considered. Stina Lindh Hök is considered to have met the performance criteria by 50 percent.

## Outstanding share and share-price related incentive plans

The company has three ongoing warrant plans for all employees in Nyfosa (LTIP 2021/2024, LTIP 2022/2025 and LTIP 2023/2026), all of which have been adopted by the Annual General Meeting. All three plans are based on warrants where allocation to employees is made according to established categories. The warrants have been transferred to the participants on market terms at a price (premium) corresponding to the market value of the warrants determined by applying a generally accepted valuation model and calculated by an independent valuation institute. Under LTIP 2021/2024, warrants of two different series have been allocated to the employees, while only one series has been allocated under the other two plans. Each warrant, regardless of series or warrant plan, entitles to one (1) ordinary share of series A in the company. In the plans LTIP 2021/2024 and LTIP 2022/2025, participants have the possibility to request the application of an alternative exercise model, whereby the subscription price

for each ordinary share shall correspond to the quota value of the ordinary share and the warrants entitle to a recalculated, as a general rule lower, number of ordinary shares. Under LTIP 2023/2026, such recalculation is mandatory. In all plans, the company subsidises a part of the premium for certain participants through a cash bonus. If a participant is entitled to a bonus, it is paid out on two occasions with 50 percent each during the term of each warrant. The table below shows the main terms and conditions and the participants who are entitled to a subsidy under each plan.

Plan	Warrant series	Subscription price/share	Exercise period	Conditions for subsidy	CEO's holdings
LTIP 2021/2024	TO2 (S.I)	SEK 124.10 (corresponding to 122.5 percent of the calculated volume-weighted average price paid for Nyfosa's share on Nasdaq Stockholm during the period of 2021-04-22 - 2021-05-04)	Subscription of shares can be made during a two-week period from the day after publication of the interim report for: (i) Jan-Mar 2024; (ii) Jan-Jun 2024; and (iii) Jan-Sep 2024, but no later than 2024-12-09	At the time of payment, the participant shall (i) be employed by the company (ii) has not resigned or been dismissed; and (iii) have not transferred their warrants	38,000 TO2
LTIP 2021/2024	TO3 (S.II)	Initially SEK 101.32, recalculated using the average price development of the listed property companies on Nasdaq Stockholm according to the total return index SX35GI	Subscription of shares can be made during a two-week period from the day after publication of the interim report for: (i) Jan-Mar 2024; (ii) Jan-Jun 2024; and (iii) Jan-Sep 2024, but no later than 2024-12-09	At the time of payment, the participant shall (i) be employed by the company (ii) has not resigned or been dismissed; and (iii) have not transferred their warrants	38,000 TO3
LTIP 2022/2025	TO4	Initially SEK 108.69, with conversion of the average price development for the listed property companies on Nasdaq Stockholm according to the total return index SX35GI	Subscription of shares can be made during a two-week period from the day after publication of the interim report for: (i) Jan-Mar 2025; (ii) Jan-Jun 2025; and (iii) Jan-Sep 2025, but no later than 2025-12-05	At the time of payment, the participant shall (i) be employed by the company (ii) has not resigned or been dismissed; and (iii) have not transferred their warrants	45,000 TO4
LTIP 2023/2026	TO5	Initially SEK 68.34, with conversion of the average price development for the listed property companies on Nasdaq Stockholm according to the total return index SX35GI	Subscription of shares can take place during a two-week period from the day after the publication of the interim report for Jan-Mar 2026, but no earlier than 2026-04-01 and no later than 2026-06-05	a) That it is one of the first three times that the employee is offered to participate in a warrant plan in the company, and b) at the time of payment, the participant must: (i) be an employee of the company (ii) not have resigned or been dismissed, and (iii) have not transferred their warrants	50,000 TO5

Additional information on outstanding incentive plans can be found in note 7 in the annual report for 2023, available at Nyfosa's website, [www.nyfosa.se/en/investor-relations/finansiella-rapporter-eng/](http://www.nyfosa.se/en/investor-relations/finansiella-rapporter-eng/).

## COMPARATIVE INFORMATION ON THE CHANGE OF REMUNERATION AND NYFOSA'S PERFORMANCE

### Change of remuneration and company performance over the last five reported financial years (RFY)

Annual change	2023 vs 2022	2022 vs 2021	2021 vs 2020	2020 vs 2019	Information regarding 2023
<b>Remuneration, TSEK</b>					
CEO	+394 (+6%)	+305 (+5%)	-194 (-3%)	+158 (+3%)	7,459
<b>The company's performance, MSEK</b>					
Profit from property management <sup>1</sup>	-294 (-19%)	+231 (+18%)	+157 (+14%)	+331 (+41%)	1,239
Operating cash flow <sup>2</sup>	-500 (-29%)	+269 (+19%)	+179 (+14%)	+440 (+53%)	1,215
<b>Average remuneration on a full time equivalent basis of employees<sup>3</sup>, TSEK</b>					
Per employee in the company	-14 (-1%)	-151 (-14%)	+40 (+3%)	- 525 (-34%)	The average number of employees 84 (80)

### ADDITIONAL INFORMATION AVAILABLE IN THE 2023 ANNUAL REPORT OR AT NYFOSA'S WEBSITE

Nyfosa's remuneration guidelines, which were adopted at the Annual General Meeting 2020, are available on Nyfosa's website [www.nyfosa.se/en/about-nyfosa/corporate-governance/remuneration/](http://www.nyfosa.se/en/about-nyfosa/corporate-governance/remuneration/). Nyfosa's website also contains a statement by the auditor on whether Nyfosa have complied with the adopted guidelines, [www.nyfosa.se/en/annual-general-meeting-2024/](http://www.nyfosa.se/en/annual-general-meeting-2024/).

Further information on Nyfosa's remuneration during 2023 that is not covered by this report is available in the annual report for 2023. The information can be found at:

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The remuneration committee's work during 2023.

Note 7 on page 79-81

Such information required by Chapter 5, Sections 40-44 of the Swedish Annual Accounts Act (1995:1554), including detailed information regarding remuneration to other senior executives covered by the remuneration guidelines adopted at the Annual General Meeting 2020 and information regarding Nyfosa's share and share-price related incentive plans.

Note 7 on page 82

Remuneration to the board of directors.

<sup>1</sup> Profit from property management comprises profit before tax with add-back of changes in the value of properties and financial instruments and add back of changes in value of tax and other items in share in profit of joint ventures.

<sup>2</sup> As at December 31, 2023, the cash flow statement was adjusted by including interest paid and received in the operating cash flow statement. The comparative period has been restated. See complete statement in the company's annual report on page 66.

<sup>3</sup> The average remuneration for employees includes the following components: fixed remuneration, variable remuneration and pension expenses and other benefits.

Nacka in March 2024  
**Nyfosa AB**  
*The board of directors*

**TERMS AND CONDITIONS FOR WARRANTS 2024/2027  
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 (regardless of share class);
<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>	the period 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 760,000. 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 immediately surrender 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 a two-week period from the day following the publication of the Company's interim report for the period of January 1-March 31, 2027, but no earlier than April 3, 2027 and no later than June 7, 2027 (or from and including the later day which may follow from section 3.B below or up until and including such earlier or later date as may follow from section 8 below). If the Warrant Holder is prevented from subscribing for Ordinary Shares during this period due to applicable insider regulation, the Company shall be entitled to instead allow such Warrant Holder to subscribe for Ordinary Shares as soon as such Warrant Holder is no longer prevented from doing so, but no later than 30 calendar days after such impediment has ended.

The Subscription Price per Ordinary Share shall be the Ordinary Share's volume weighted average share price on the trading day on which the Company publishes the interim report for the period January 1-March 31, 2027 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 24, 2024 up until and including April 30, 2024 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 24, 2024 up until and including April 30, 2024 (starting value) in comparison with the trading day on which the Company publishes the interim report for the period January 1-March 31, 2027 (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 24, 2024 up until and including April 30, 2024 (starting value) in comparison with the trading day on which the Company publishes the interim report for the period January 1-March 31, 2027 (end value), and

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

$$\begin{array}{l}
 \text{Subscription} \\
 \text{price per} \\
 \text{Ordinary Share}
 \end{array}
 =
 \begin{array}{l}
 \text{The volume} \\
 \text{weighted average} \\
 \text{price of the} \\
 \text{Ordinary Share} \\
 \text{on the trading} \\
 \text{day on which the} \\
 \text{Company} \\
 \text{publishes the} \\
 \text{interim report for} \\
 \text{the period} \\
 \text{January 1-March} \\
 \text{31, 2027}
 \end{array}
 - \text{MAX}
 \left[
 \begin{array}{l}
 \text{The Ordinary Share's average} \\
 \text{closing price during the period} \\
 \text{from April 24, 2024 to April 30,} \\
 \text{2024 according to Nasdaq} \\
 \text{Stockholm's official price list}
 \end{array}
 \right]
 \times
 \left[
 \begin{array}{l}
 \text{Average total return index value of} \\
 \text{the Company's Ordinary Share on} \\
 \text{the trading day on which the} \\
 \text{Company publishes its interim} \\
 \text{report for the period} \\
 \text{January 1-March 31, 2027} \\
 \text{Average total return index value of} \\
 \text{the Company's Ordinary Share} \\
 \text{during the period from April 24,} \\
 \text{2024 to April 30, 2024}
 \end{array}
 \right]
 -
 \left[
 \begin{array}{l}
 \text{Average total return index value for} \\
 \text{real estate companies listed on} \\
 \text{Nasdaq Stockholm on the trading} \\
 \text{day on which the Company} \\
 \text{publishes the interim report for the} \\
 \text{period} \\
 \text{January 1-March 31, 2027} \\
 \text{Average total return index value for} \\
 \text{real estate companies listed on} \\
 \text{Nasdaq Stockholm during the} \\
 \text{period from April 24, 2024 to April} \\
 \text{30, 2024}
 \end{array}
 \right]
 ; 0$$

The total return index that shall be applied contains all 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 24, 2024 up until and including April 30, 2024, the Board of Directors shall have the right to postpone the Subscription Period and the measurement period for the Ordinary Share's average 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.

**B. Recalculation for redemption at net value**

During exercise of the Warrants, a recalculation shall occur of the number of Ordinary Shares that each Warrant entitles to Subscription of (but in no event more than one (1) Ordinary Share, subject to any recalculation in accordance with section 8 below) according to the following formula, whereby the subscription price paid per Ordinary Share by the Warrant Holder upon exercise of the Warrant shall be equal to the quota value of the Ordinary Share.

$$\begin{array}{l}
 \text{recalculated number of} \\
 \text{Ordinary Shares that} \\
 \text{each Warrant entitles to} \\
 \text{subscription of}
 \end{array}
 =
 \frac{
 \begin{array}{l}
 \text{The Ordinary Share's volume weighted average price for the} \\
 \text{trading day when the Company publishes the interim report} \\
 \text{for the period January 1 - March 31, 2027 decreased with the} \\
 \text{Subscription Price (calculated in accordance with section 3.A} \\
 \text{above)}
 \end{array}
 }{
 \begin{array}{l}
 \text{The Ordinary Share's volume weighted average price for the} \\
 \text{trading day when the Company publishes the interim report} \\
 \text{for the period January 1 - March 31, 2027 reduced by the} \\
 \text{quota value of the Ordinary Share}
 \end{array}
 }$$

<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 **fictitious** and are only intended to illustrate how the calculation formula should be applied.  
*Calculation example: 117 = 135 - MAX (90 x ( (135/90) - (130/100) ) ; 0 )*

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, 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 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 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 bonus 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 bonus 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 formula:

$$\begin{aligned} \text{recalculated Subscription Price} &= \frac{\text{previous Subscription Price} \times \text{number of Ordinary Shares prior to the bonus issue}}{\text{number of Ordinary Shares after the bonus issue}} \\ \text{recalculated number of Ordinary Shares that each Warrant entitles to subscription of} &= \frac{\text{previous number of Ordinary Shares that each Warrant entitles to subscription of} \times \text{the number of Ordinary Shares after the bonus issue}}{\text{number of Ordinary Shares prior to the bonus issue}} \end{aligned}$$

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 is registered 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 Swedish 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 formula:

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

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 share price list on the Marketplace. In the event no listed 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 listed price nor a bid price is quoted shall not be included in the calculation.

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

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

In the event a negative value is thereupon obtained, the theoretical value of the Warrant 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 formula:

$$\begin{aligned} \text{recalculated Subscription Price} &= \frac{\text{previous Subscription Price x the Ordinary Share's average listed price during the subscription period established in the resolution regarding the issue (the Ordinary Share's average price)}}{\text{the Ordinary Share's average price increased by the value of the Warrant}} \\ \\ \text{recalculated number of Ordinary Shares that each Warrant entitles to subscription of} &= \frac{\text{previous number of Ordinary Shares that each Warrant entitles to subscription of x the Ordinary Share's average price increased by the value of the Warrant}}{\text{the Ordinary Share's average price}} \end{aligned}$$

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

The value of the Warrant 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 Swedish 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 formula:

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

$$\text{recalculated number of Ordinary Shares that each Warrant entitles to subscription of} = \frac{\text{previous number of Ordinary Shares that each Warrant entitles to subscription of} \times \text{the Ordinary Share's average price increased by the purchase right value}}{\text{the Ordinary Share's average price}}$$

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

In the event 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 issue 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 formula:

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

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:

calculated repayment amount per Ordinary Share	=	$\frac{\text{the actual amount repaid per redeemed Ordinary Share less the Ordinary Share's average listed price during a period of 25 trading days immediately preceding the day on which the Ordinary Shares were listed without an entitlement to participate in the reduction (the Ordinary Share's average price)}}{\text{the number of Ordinary Shares in the Company which form the basis of redemption of an Ordinary Share less 1}}$
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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 financial 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 formula 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 Swedish 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 Swedish 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 Swedish 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 is to be approved, whereby the Company is to be merged in another company.

The following shall apply if the Company's Board of Directors prepares a merger plan pursuant to Chapter 23, section 28 of the Swedish 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 Swedish 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 Swedish 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 Swedish 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 it necessary to 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 these terms and conditions 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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