

## **Notice of Annual General Meeting in Annehem Fastigheter AB (publ)**

**Annehem Fastigheter AB (publ), Reg. No. 559220-9083, with its registered office in Ängelholm, gives notice of the Annual General Meeting to be held on 23 May 2023 at 10 a.m. at Valhall Park Hotel, Stjarnsvärds allé 66 in Ängelholm. Registration starts at 9.30 a.m.**

### **Right to participate in the Annual General Meeting and notice of participation**

#### Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting in person or represented by a proxy must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 12 May 2023, and (ii) no later than 16 May 2023 give notice by post to Advokatfirman Vinge KB, att: Joel Magnusson, P.O. Box 1703, SE-111 87 Stockholm, or via e-mail to AnnehemAGM@vinge.se. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants).

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, [www.annehem.se](http://www.annehem.se). If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to Advokatfirman Vinge KB as set out above so that it is received no later than 19 May 2023.

#### Participation by postal voting

A shareholder who wishes to participate in the Annual General Meeting by postal voting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on 12 May 2023, and (ii) notify its intention to participate in the General Meeting no later than 16 May 2023, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Advokatfirman Vinge KB (that handles the administration of the forms on behalf of Annehem) no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by postal vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when postal voting. The postal voting form is available on the company's website [www.annehem.se](http://www.annehem.se). A completed and signed form may be submitted by post to Advokatfirman Vinge KB, att: Joel Magnusson, P.O. Box 1703, SE-111 87 Stockholm, Sweden or via e-mail to AnnehemAGM@vinge.se. The completed form shall be received by Advokatfirman Vinge KB not later than 16 May 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the postal voting form. Proxy forms are available on the company's website [www.annehem.se](http://www.annehem.se). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the postal vote is still valid except to the extent the shareholder casts votes during the General Meeting or otherwise withdraws its casted postal vote. If the shareholder chooses to participate in a voting during the General Meeting, the submitted postal vote will be replaced by the vote cast at the General Meeting.

### **Nominee-registered shares**

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 12 May 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 16 May 2023 are taken into account when preparing the register of shareholders.

### **Proposed agenda**

1. Opening of the Annual General Meeting.
2. Election of chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons who shall approve the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements, and the auditor's statement regarding the company's compliance with the guidelines for remuneration to the executive management in effect since the previous Annual General Meeting.
9. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
10. Resolution regarding allocations of the company's result pursuant to the adopted balance sheet.
11. Resolution regarding discharge from liability of the board members and the CEOs.
12. Resolution regarding
  - a. the number of board members
  - b. the number of auditors
13. Resolution regarding
  - a. the fees to the board of directors
  - b. the fee to the auditor
14. Election of board members  
*The nomination committee's proposal:*
  - a. Pia Andersson (re-election),
  - b. Karin Ebbinghaus (re-election),
  - c. Axel Granlund (re-election),
  - d. Jesper Göransson (re-election),
  - e. Anders Hylén (re-election),

- f. Lars Ljungälv (re-election), and
- g. Henrik Saxborn (re-election).
- 15. Election of the chairman of the board of directors  
*The nomination committee's proposal:*
  - a. Henrik Saxborn (new election).
- 16. Election of the auditor.
- 17. Presentation of the remuneration report for approval.
- 18. Resolution regarding authorisation for the board of directors to resolve on new issues of class B shares.
- 19. Resolution regarding authorisation for the board of directors to resolve on repurchase and transfer of own class B shares.
- 20. Closing of the Annual General Meeting.

### **Proposed resolutions**

#### ***Election of chairman of the Annual General Meeting (item 2)***

The nomination committee proposes that Göran Grosskopf, or the one person proposed by the nomination committee if he has an impediment to attend, is elected as chairman of the Annual General Meeting.

#### ***Resolution regarding allocation of the company's result according to the approved balance sheet (item 10)***

The board of directors proposes that no dividend is distributed for the financial year 2022 and that the company's results shall be carried forward.

#### ***Resolution regarding the number of board members (item 12a)***

The nomination committee proposes that the number of board members elected by the General Meeting should be seven without any deputy board members.

#### ***Resolution regarding the number of auditors (item 12b)***

The nomination committee proposes that an authorised audit firm shall be appointed as auditor, without any deputy auditors.

#### ***Resolution regarding the fees to the board of directors (item 13a)***

The nomination committee proposes that the fees to the board of directors including compensation for committee work shall amount to not more than SEK 1,590,000 for the period until the end of the next Annual General Meeting, to be allocated as follows: SEK 450,000 (previously SEK 450,000) to the chairman of the board of directors and SEK 160,000 (previously SEK 160,000) to each of the other board members, SEK 20,000 (previously SEK 20,000) each to the members of the audit committee, SEK 20,000 (previously SEK 20,000) each to the members of the finance committee and with SEK 20,000 (previously SEK 0) each to the members of the remuneration committee.

#### ***Resolution regarding the fees to the auditor (item 13b)***

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

***Election of the board members and chairman of the board of directors (items 14-15)***

The nomination committee proposes that Pia Andersson, Karin Ebbinghaus, Axel Granlund, Jesper Göransson, Anders Hylén, Lars Ljungälv and Henrik Saxborn are re-elected as board members for the period until the end of the next Annual General Meeting and that Henrik Saxborn is elected as chairman of the board of directors.

Information about the persons proposed by the nomination committee to be elected as board members is set forth in the company's annual report as well as on the company's website, [www.annehem.se](http://www.annehem.se).

***Election of auditor (item 16)***

The nomination committee proposes that KPMG AB is re-elected as auditor for the company for the period until the end of the next Annual General Meeting, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, KPMG AB has informed that authorised public accountant Peter Dahllöf will be appointed auditor in charge.

***Resolution regarding authorisation for the board of directors to resolve on new issues of class B shares (item 18)***

The board of directors proposes that the Annual General Meeting authorises the board of directors to, up until the next Annual General Meeting, on one or several occasions, resolve to increase the company's share capital by way of new issues of class B shares to such an extent that it corresponds to a dilution which corresponds to 10 percent, based on the number of shares that are outstanding at the time of the Annual General Meeting's resolution on the authorisation, after full exercise of the hereby proposed authorisation.

New issues of class B shares may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. The purpose of the authorisation is to increase the company's financial flexibility and to enable the company to make payment with own shares in connection with any acquisition of properties, companies or business operations. Issuance with payment in cash with deviation from the shareholders' preferential rights may only be made to finance the purchase price to be paid in cash in connection with the acquisition of properties, companies or business operations. In the event of issuances with payment in cash with deviation from the shareholders' preferential rights, the starting point for determining the issuance price shall be the prevailing market conditions at the time when shares are issued.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

***Resolution regarding authorisation for the board of directors to resolve on repurchase and transfer of own class B shares (item 19)***

The board of directors proposes that the Annual General Meeting authorises the board of directors to resolve to repurchase, on one or several occasions until the next Annual General Meeting, as many own class B shares as may be purchased without the company's holding at any time exceeding 10 per cent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm and only at a price per share within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price.

The board of directors also proposes that the meeting authorises the board of directors to resolve, on one or several occasions until the next Annual General Meeting, to transfer (sell) own class B shares. Transfers may be carried out on Nasdaq Stockholm at a price within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. Upon such transfers, the price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice. Transfers of own shares may be made of up to such number of class B shares as is held by the company at the time of the board of directors' resolution regarding the transfer.

The purpose of the authorisation to repurchase own class B shares is to promote efficient capital usage in the company and to enable financing of acquisitions with the company's own class B shares. The purpose of the authorisation to transfer own shares is to enable the board of directors to finance acquisitions of properties or property companies, or part of properties or property companies with own class B shares.

The board of director's statement in accordance with chapter 19 section 22 of the Swedish Companies Act is made available together with the proposal.

The CEO shall be authorised to make such minor adjustments to this resolution that may be necessary in connection with the registration thereof with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

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### **Special majority requirements**

A resolution in accordance with the board of directors' proposal in item 18 and item 19 above shall only be valid where supported by not less than two-thirds of both votes cast and the shares represented at the Annual General Meeting.

### **Shareholders' right to obtain information**

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the board of directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to Annehem Fastigheter AB (publ), Att. Jan Egenäs, Drottning Kristinas Esplanad 2, SE-170 67 Solna or via e-mail to [Jan.egenas@annehem.se](mailto:Jan.egenas@annehem.se).

### **Number of shares and votes**

There are 58,992,548 shares outstanding in Annehem Fastigheter AB (publ), corresponding to 120,768,467 votes, of which 6,863,991 are class A shares entitled to 10 votes per share and 52,128,557 are ordinary shares entitled to 1 vote per share. As of the date of this notice, the company holds no shares.

**Documentation etc.**

The annual report, the board of directors' remuneration report and all other documentation for resolutions are available at the company's office at Drottning Kristinas Esplanad 2, SE-170 67 Solna, and at the company's website, [www.annehem.se](http://www.annehem.se), no later than three weeks before the Annual General Meeting. Moreover, the nomination committee's motivated statement is available at the company's above address, as well as at [www.annehem.se](http://www.annehem.se), from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

**Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

*This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.*

Ängelholm, April 2023  
**Annehem Fastigheter AB (publ),**  
The board of directors