

Press release | Ängelholm 2021-04-16

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

The shareholders of Annhem Fastigheter AB (publ), reg. no. 559220-9083, with its registered office in Ängelholm, Sweden, are summoned to the Annual General Meeting to be held on Wednesday 19 May 2021.

Due to the extraordinary situation resulting from the covid-19 pandemic, the Annual General Meeting in Annhem will be carried out only through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place. Hence, the Annual General Meeting will be held without physical presence.

### *Preconditions for participation*

For a shareholder to be entitled to participate in the Annual General Meeting such shareholder must

*firstly* be entered in the share register maintained by Euroclear Sweden AB on Monday 10 May 2021, *and secondly* have notified its intention to participate no later than on Tuesday 18 May 2021 by casting its advance vote in accordance with the instructions under the heading “Advance voting” below so that the advance voting form is received by Euroclear Sweden AB no later than that day.

Shareholders whose shares are registered in the names of nominees must re-register the shares in their own name no later than Wednesday 12 May 2021 in order to be entitled to participate in the Annual General Meeting. For the re-registration, which may be temporary, to be completed on Wednesday 12 May 2021, the shareholder must inform its nominee of this well before this day.

### *Advance voting*

The shareholders may exercise their voting rights at the Annual General Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for advance voting. The form is available on

Annehem's website, [www.annehem.se](http://www.annehem.se). The advance voting form is considered as the notification of participation to the Annual General Meeting.

The completed voting form must be received by Euroclear Sweden AB (administering the forms on behalf of Annehem) no later than on Tuesday 18 May 2021. The form may be submitted via e-mail to [GeneralMeetingServices@euroclear.com](mailto:GeneralMeetingServices@euroclear.com) or by post to Annehem Fastigheter AB (publ), "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form.

For questions about the Annual General Meeting or to have the advance voting form sent by post, please contact Euroclear Sweden AB on telephone +46 (0) 8 402 91 33 (Monday-Friday, 09.00-16.00 CEST).

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

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Such requests shall be made in writing to Annehem Fastigheter AB (publ), Attn: Ludvig Gauffin, Box 808, SE-169 28 Solna, Sweden or by e-mail to [ir@annehem.se](mailto:ir@annehem.se), no later than Sunday 9 May 2021. Information relating to such requests will be made available at Annehem Fastigheter AB (publ), Drottning Kristinas Esplanad 10, SE-170 67 Solna, Sweden, as well as at the company's website, [www.annehem.se](http://www.annehem.se), no later than Friday 14 May 2021. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

### *Proposed agenda*

1. Election of chairman of the Annual General Meeting.
2. Election of one or two persons who shall approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the Annual General Meeting has been duly convened.
6. 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.
7. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
8. Resolution regarding allocation of the company's result pursuant to the adopted balance sheet.
9. Resolution regarding discharge from liability of the board members and the chief executive officer.
10. Determination of
  - (a) the number of board members
  - (b) the number of auditors.
11. Determination of
  - (a) the fees to the board of directors
  - (b) the fees to the auditors.
12. Election of board members  
*The nomination committee's proposal*
  - (a) Göran Grosskopf (re-election)
  - (b) Pia Andersson (re-election)
  - (c) Karin Ebbinghaus (re-election)
  - (d) Jesper Göransson (re-election)
  - (e) Anders Hylén (re-election)
  - (f) Lars Ljungälv (re-election), and
  - (g) Axel Granlund (new election).
13. Election of the chairman of the board of directors  
*The nomination committee's proposal*  
Göran Grosskopf (re-election)
14. Election of the auditors.
15. Presentation of the remuneration report for approval.
16. Resolution on guidelines for remuneration to senior executives.
17. Resolution regarding amendment to the Articles of Association.
18. Resolution regarding authorisation for the board of directors to issue new B shares.
19. Resolution regarding authorisation for the board of directors to resolve to repurchase and transfer of own B shares.

### *Proposed resolutions*

#### **Election of chairman of the Annual General Meeting (item 1)**

The nomination committee proposes 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.

#### **Election of one or two persons who shall approve the minutes (item 2)**

Fredrik Paulsson and Ulf Liljedahl, or if one or both of them have an impediment to attend, the person or persons instead appointed by the nomination committee, are proposed to be elected to approve the minutes of the Annual General Meeting together with the chairman. The task of approving the minutes of the Annual General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Annual General Meeting.

#### **Preparation and approval of the voting list (item 3)**

The voting list proposed for approval under item 3 of the agenda is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the Annual General Meeting's share register and advance votes received, as verified and recommended by the persons approving the minutes of the Annual General Meeting.

#### **Resolution regarding allocation of the company's result pursuant to the adopted balance sheet (item 8)**

The board of directors proposes that no dividend is distributed for the financial year of 2020 and that the company's results shall be carried forward.

#### **Determination of the number of board members (items 10(a))**

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

#### **Determination of the number of auditors (items 10(b))**

The nomination committee proposes that the number of auditors should be one without any deputy auditors.

### **Determination of the fees to the board of directors (items 11(a))**

The nomination committee proposes that the fees to the board of directors, including compensation for committee work, shall amount to maximum SEK 1,300,000, to be allocated as follows: SEK 300,000 (300,000) to the chairman and SEK 150,000 (150,000) to each of the other board members, SEK 20,000 (-) to the members of the audit committee and SEK 20,000 (-) to the members of the finance committee.

### **Determination of the fees to the auditors (items 11(b))**

The nomination committee proposes that the fees for the auditor shall be in accordance with the approved accounts.

### **Election of the board members and chairman of the board of directors (items 12-13)**

The nomination committee's proposals are set out in the proposed agenda. A presentation of the persons proposed by the nomination committee to be re-elected board members is available at the company's website [www.annhem.se](http://www.annhem.se). The presentation of Axel Granlund is set forth below.

Axel Granlund is born in 1983 and holds a master's degree in industrial engineering and management from the faculty of engineering (LTH) at Lund's University. Axel Granlund is, among other things, chairman of the board of EkoBalans Fenix AB and board member of Volito Aktiebolag, Viarp Invest AB, Galencia AB and YouCruit AB. Axel Granlund has previously been CEO of EkoBalans Fenix AB and has worked as an analyst at Deloitte. Axel Granlund holds no shares in Annhem but a related legal entity of Axel Granlund holds 300,000 class A shares and 4,500,000 class B shares in Annhem. Axel Granlund is independent in relation to both major shareholders as well as the Company and its management.

### **Election of the auditors (items 14)**

The nomination committee proposes that KPMG AB is re-elected as auditor, in accordance with the recommendation from the audit committee, for the period up until the end of the next Annual General Meeting. KPMG AB has informed that Peter Dahllöf is intended to be appointed as responsible auditor.

### **Resolution on guidelines for remuneration to senior executives (item 16)**

The board of directors proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration to the company's senior executives.

The company's senior executives who together constitute the company's group management fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2021. These guidelines do not apply to any remuneration decided or approved by the general meeting.

*The guidelines' promotion of the company's business strategy, long-term interests and sustainability*

In short, the company's business strategy is to own and manage commercial, community service and residential properties with a clear environmental profile located near good transport links in the Nordic growth areas. The company builds lasting relationships and value through management close to customers. For more information regarding the company's business strategy, please see [www.annhem.se/about-annhem/](http://www.annhem.se/about-annhem/).

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

*Types of remuneration, etc.*

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 50 per cent of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 50 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration shall be made by the board of directors.

For the CEO, pension benefits, including health insurance (*Sw: sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension for the CEO shall amount to not more than 35 per cent of the fixed annual cash salary. For other senior executives, the retirement age shall be 65 years. Pension benefits shall correspond to the ITP plan or be premium-based with a maximum provision of 35 per cent of the pensionable salary. Variable cash remuneration shall qualify for pension benefits.

Other benefits may include, for example, life insurance, medical insurance (*Sw: sjukvårdsförsäkring*) and company cars. Such benefits may amount to not more than 10 per cent of the fixed annual cash salary.

#### *Termination of employment*

The notice period may not exceed twelve months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent fixed cash salary for twelve months. The period of notice for the CEO may not to exceed six months. At termination, no severance pay is paid.

#### *Criteria for awarding variable cash remuneration, etc.*

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial, for example net operations, or non-financial, for example employee surveys or customer satisfaction index. They may also be individualised, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated and determined when the measurement period has ended. The board is responsible for the evaluation so far as it concerns variable cash remuneration to senior executives, unless the board resolves that the CEO shall be responsible for the evaluation of senior executives apart from the CEO. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

#### *Salary and employment conditions for employees*

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and

increase, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees in Annhem Fastigheter AB (publ) will be disclosed in the remuneration report.

*The decision-making process to determine, review and implement the guidelines*

The board of directors has not established a remuneration committee. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The board shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

*Derogation from the guidelines*

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

**Resolution regarding amendment of the Articles of Association (items 17)**

The board of directors proposes that the Annual General Meeting resolves to include a new § 10 in the Articles of Association in accordance with the below. As a result of the proposal to include a new section 10, it is proposed to renumber the subsequent sections.

**“10 § Collection of powers of attorney and postal voting”**

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

The board of directors may decide, prior to a shareholders' meeting, that the shareholders be permitted to exercise their voting rights by post prior to the shareholders' meeting.



### **Resolution on authorisation for the board of directors to issue B shares (items 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 share issue 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 share issues 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 to repurchase and transfer of own B shares (items 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 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 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 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 B shares is to promote efficient capital usage in the company and to enable financing of acquisitions with the company's own 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 B shares.

---

### **Special majority requirements**

A resolution in accordance with the board of directors' proposal in items 17, 18 and 19 shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

### **Authorisation**

The board of directors, or the person appointed by the board of directors, 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*).

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

There are a total of 58,992,548 shares with 120,768,467 votes outstanding in the company, of which 52,128,557 shares are class B shares entitled to one vote per share and 6,863,991 class A shares which entitle to ten votes per share. As of the day of this notice, the company holds no own shares.

### **Documentation**

The annual report, the board of directors' remuneration report and all other documentation for resolutions are presented by being held available at the company's office at Drottning Kristinas Esplanad 20, SE-170 67 Solna, Sweden and at [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 and website, respectively, no later than four weeks before the Annual General Meeting. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

The Annual General Meeting's share register is available at the company's office. Proxy forms for shareholders who would like to vote in advance through proxy are available at the

company's website [www.annhem.se](http://www.annhem.se) and will be sent without charge to shareholders who so request.

### **Processing of personal data**

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's webpage <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 both language versions, the Swedish version shall prevail.

Ängelholm, April 2021  
**Annhem Fastigheter AB (publ)**  
*The board of directors*