

**ANNEHEM FASTIGHETER AB (PUBL)**  
**ANNUAL GENERAL MEETING WEDNESDAY 19 MAY 2021**

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## **1. Motivated opinion regarding the nomination committee's of Annehem Fastigheter AB (publ) proposals to the Annual General Meeting 2021**

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### *Background*

The nomination committee of Annehem Fastigheter AB (publ) (the “**Company**” or “**Annehem**”), consists of Göran Grosskopf (chairman of the board), Fredrik Paulsson (appointed by Ekhaga Utveckling AB), Ulf Liljedahl (appointed by Volito Aktiebolag) and Mats Nilsson (appointed by the Malte Åkerström sphere).

The nomination committee has held two minuted meetings and has further had several discussions via email and telephone. The nomination committee has discussed and evaluated the board of directors' work and evaluated the remuneration rates to the board.

### *The nomination committee's proposals*

The nomination committee submits the following proposals for the Annual General Meeting 2021:

- Göran Grosskopf shall be appointed chairman of the Annual General Meeting,
- the board of directors shall consist of seven (six) board members with no deputy members,
- Pia Andersson, Karin Ebbinghaus, Göran Grosskopf, Jesper Göransson, Anders Hylén and Lars Ljungälv shall be re-elected, and Axel Granlund shall be elected, as board members for the period up until the end of the next Annual General Meeting,
- Göran Grosskopf shall be re-elected as chairman of the board,
- board fees, including remuneration for committee work, shall be paid with SEK 1,300,000 in total, to be allocated with SEK 300,000 (300,000) to the chairman and SEK 150,000 (150,000) to each other member of the board of directors, with SEK 20,000 (-) to each member of the audit committee and 20,000 (-) to each member of the finance committee, and
- the Company's auditor KPMG AB shall be re-elected for the period up until the end of the next Annual General Meeting and the fee to the auditor shall be paid in accordance with approved statements of costs.

Information on the board members proposed for re-election is available at the Company's website and in the Company's annual report for 2020. Information on Axel Granlund can be found 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 Annehem but a related legal entity of Axel Granlund holds 300,000 class A shares and 4,500,000 class B shares in Annehem. Axel Granlund is independent in relation to both major shareholders as well as the Company and its management.

### *Motivated opinion*

The nomination committee has as basis for its work been provided with an evaluation of the board of directors and its work, in which the board of directors has come to the conclusion that the board's working methods and efficiency are well-functioning. The size and composition of the board, as regards for example sector experience and competence, has therewith been discussed.

The nomination committee has overall been given a positive impression of the board of directors' work during 2020. The board of directors has handled the specific circumstances in connection with both the Company's IPO and the prevailing pandemic during the year in a good manner and has at the same time continued to work strategically and long-term. Further, the nomination committee is of the opinion that the board members complement each other well as regards qualifications and experiences. However, it has been concluded that it is desirable to expand the board of directors with one additional member. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Swedish Corporate

Governance Code has been applied as diversity policy and objective. The nomination committee will continue its process to, in a longer perspective, further strengthen the gender and diversity equality of the board and strives to ensure that the gender distribution of the board shall be evened out over time. The nomination committee has assessed that the proposed board composition is appropriate, with regard to the Company's operations, phase of development and other relevant circumstances, characterized by diversity and breadth as regards for the proposed board members' qualifications, experience and background.

The nomination committee has also evaluated the fee levels for the Company's board members and proposes that the board fees are left unchanged. However, the nomination committee has noted that no fee previously has been paid for committee work and that the committee work is time-consuming, and that the committee work will continue to be important in light of the Company's forthcoming growth journey, which is why fees for committee work should be paid. Considering the nomination committee's evaluation, the nomination committee proposes the Annual General Meeting 2021 to resolve on fees to be paid in accordance with the proposal stated above.

Further, the nomination committee has been provided with the audit committee's and the board of directors' evaluation of the work with the Company's auditor, whereby it has been established that the work with the Company's current auditor is well functioning. The nomination committee therefore proposes that the Annual General Meeting 2021 resolves to re-elect KPMG AB as the Company's auditor for the period until the end of the next Annual General Meeting and the fee to the auditor shall be paid in accordance with approved statements of costs.

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Ängelholm, April 2021  
**Annehem Fastigheter AB (publ)**  
The nomination committee

## **2. Statement from the board of directors in accordance with Chapter 19 Section 22 of the Swedish Companies Act (2005:551)**

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

The financial position of the company and the group, as of 31 December 2020, the nature and scope of the business and the risks that the company's and group's operations entail are presented in the annual report and the consolidated financial statements for the financial year 2020. Furthermore, the principles applied for valuation of assets, provisions and debt are presented in the annual report and in the consolidated financial statements.

The proposal to the Annual General Meeting regarding acquisition of own B shares entails that the board of directors is authorised to acquire a maximum of so many shares that the company's holding of its own B shares, on any occasion, does not exceed ten (10) per cent of the company's total shares.

### **The rationale of the authorisation to acquire own shares**

With reference to the above and to other information that has come to the board of directors' knowledge, it is the opinion of the board of directors that the proposed authorisation to acquire own shares is justifiable with reference to the demands that the nature, scope and risks of the operations place on the size of the company's and the group's equity and the company's and the group's consolidation needs, liquidity and overall position.

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Ängelholm, April 2021

**Annhem Fastigheter AB (publ)**

The board of directors

### **3. The board of directors' proposal on resolution regarding amendment of the Articles of Association**

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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.”

The proposed Articles of Association can be found in full in Appendix A.

A resolution regarding amendment of the Articles of Association 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.

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Ängelholm, April 2021

**Annhem Fastigheter AB (publ)**

The board of directors

**ARTICLES OF ASSOCIATION**  
**for**  
**Annehem Fastigheter AB (publ)**  
**(Reg. No. 559220-9083),**

Adopted by the Annual Shareholders Meeting on 19 May 2021.

**1 § Company name**

The company's name is Annehem Fastigheter AB (publ).

**2 § Registered office**

The board of directors' registered office is situated in Ängelholm's municipality.

**3 § Object of the company's business**

The object of the company's business is to, directly or indirectly, own, manage and develop properties and property-related assets as well as conduct activities related therewith.

**4 § Share capital and shares**

The share capital shall be not less than SEK 500,000 and not more than SEK 2,000,000. The number of shares in the Company shall be not less than 58,992,548 and not more than 235,970,192.

Shares may be issued in two classes: Class A and Class B. Class A shares shall entitle the holder to ten (10) votes and Class B shares to one (1) vote. Shares of each class may be issued in a number corresponding to the entire share capital.

At the request of the holder, Class A shares may be converted into Class B shares. Requests for conversion, which must be in writing and specify the number of shares to be converted, shall be submitted to the Company. The Company shall promptly without delay send the required forms to the Companies Registration Office for registration. The shares are converted as soon as registration has taken place.

Should the Company decide to issue two new classes of shares, Class A and Class B, in a cash issue or set-off issue, holders of Class A and Class B shares shall have preferential subscription rights to new shares of the same class pro rata to their existing shareholding (primary preferential right). Shares not subscribed for by exercising primary preferential rights shall be offered to all shareholders (secondary preferential right). If the entire number of shares subscribed for by exercising secondary preferential rights cannot be issued, the shares shall be allotted between the subscribers pro rata to their existing shareholding, and if this is not possible, by drawing lots.

Should the Company decide to issue only one class of shares in a cash issue or set-off issue, all shareholders, regardless of share class, shall have preferential subscription rights to new shares pro rata to their existing shareholding.

Should the Company decide to issue warrants or convertibles through a cash issue or set-off issue, the shareholders shall have preferential subscription rights to warrants as if the issue applied to those shares that may be subscribed to by exercising the option or, respectively, preferential subscription rights to convertibles as if the issue applied to the shares to which the convertibles may be converted.

The above-mentioned shall not entail any restriction on the possibility to approve a cash issue or set-off issue with deviation from the shareholders' preferential rights. When increasing the

share capital by a bonus issue with issue of new shares, the number of Class A and Class B shares issued shall be pro rata to the number of shares of the same class that already exist. Old shares of a certain class will then entitle the holder to new shares of the same class. What has now been said shall not entail any restriction on the possibility of issuing a new class of shares in a bonus issue following the necessary modification of the Articles of Association.

#### **5 § Board of directors**

The board of directors, to the extent elected by the shareholders' meeting, shall consist of not less than three (3) and not more than nine (9) board members with no deputy members.

#### **6 § Auditor**

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, an authorised public accountant or a registered public accounting firm shall be elected.

#### **7 § Notice of shareholders' meeting**

Notice of shareholders' meetings shall be published in the Swedish Official Gazette and be kept available on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

#### **8 § Participation in shareholders' meetings**

Shareholders who wish to participate in a shareholders' meeting can only do so if the shareholder notifies the company no later than the date specified in the notice convening the meeting. This date must not fall on a Sunday or any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor earlier than five business days prior to the meeting.

Shareholders may only be accompanied by assistants at the shareholders' meeting if they have notified the company of the number of assistants (no more than two) by the date specified in the preceding paragraph.

#### **9 § Business at shareholders' meetings**

The following business shall be addressed at annual shareholders' meetings:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting was duly convened;
6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. Resolutions regarding:
  - a. adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
  - b. allocation of the company's profits or losses in accordance with the adopted balance sheet;
  - c. discharge of the members of the board of directors and the managing director from liability;
8. Determination of the number of members and deputy members of the board of directors to be elected by the shareholders' meeting and, the number of auditors and deputy auditors;
9. Determination of fees for members of the board of directors and auditors;
10. Election of the members of the board of directors;
11. Election of auditors and, where applicable, deputy auditors;

12. Other matters, which should be resolved by the shareholders' meeting according to the Swedish Companies Act or the company's articles of association.

**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.

**11 § Financial year**

The company's financial year shall be the calendar year.

**12 § Place for general meetings**

General meetings shall be held in Ängelholm, Solna or Stockholm.

**13 § VPC company**

The company's share shall be registered in a securities register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).