

Notice of Annual General Meeting of NP3 Fastigheter AB (publ)

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The shareholders of NP3 Fastigheter AB (publ), corporate ID no. 556749-1963 (“**NP3 Fastigheter**”), are hereby invited to attend the Annual General Meeting on 6 May 2026 at 1:00 p.m. at NP3 Fastigheter’s head office, Gärdevägen 5A in Sundsvall. Registration begins at 12:30 p.m.

Right to participate and notification to the company

Shareholders wishing to attend the Annual General Meeting must:

- be entered in the register of shareholders maintained by Euroclear Sweden AB on 27 April 2026,
- by providing the shareholder’s name, address, telephone number and personal or organisation number, as well as the details of any proxies, register with the company by post to NP3 Fastigheter AB, Annual General Meeting, PO Box 12, 851 02 Sundsvall, or by email to agarservice@np3fastigheter.se, by no later than 29 April 2026.

Shareholders may bring a maximum of two assistant’s to the general meeting, provided that the shareholder notifies the company of the number of assistant’s in the manner specified in the preceding paragraph.

Any person who is not physically present at the general meeting may exercise their rights at the meeting through a proxy by means of a written, signed and dated power of attorney. Anyone acting on behalf of a legal entity must present a copy of the certificate of registration, issued within the last year, or equivalent authorisation documents confirming the authorised signatory.

The original power of attorney and, if the power of attorney has been issued by a legal entity, the certificate of registration and other documents evidencing the authorised representative’s authority must be received by the company at the address given above by 29 April 2026 at the latest. A power of attorney must not be more than one year old unless a longer period of validity is specified in the power of attorney; however, it may not exceed five years. A power of attorney form is available from the company on request and can also be found on the company’s website at www.np3fastigheter.se.

Shareholders whose shares are held in a nominee account (custodial account) through a bank or other custodian must request to be temporarily registered in their own name in the share register maintained by Euroclear Sweden AB (known as ‘voting rights registration’) in order to attend the Annual General Meeting. Voter registration completed by 29 April 2026 will be taken into account. Shareholders must therefore contact their nominee in good time, in accordance with the nominee’s procedures, and request registration of their voting rights.

Postal voting

The Board of Directors of NP3 Fastigheter has decided that shareholders shall be able to exercise their voting rights at the general meeting by postal vote prior to the meeting, in accordance with Chapter 7, Section 4a of the Swedish Companies Act (2005:551) and NP3 Fastigheter’s Articles of Association.

A shareholder wishing to vote by post must use a special postal voting form. The form is available on NP3 Fastigheter's website www.np3fastigheter.se. The completed postal voting form, together with any supporting documents, must be received by NP3 Fastigheter by no later than 29 April 2026 and should be sent by post to: "NP3 Fastigheter AB, Årsstämma, Box 12, 851 02 Sundsvall", or by email to: agarservice@np3fastigheter.se. If the shareholder is a legal entity, a certificate of registration and/or other proof of authority must be attached to the postal voting form. The same applies if the shareholder votes by post through a proxy. Further instructions and conditions are set out in the postal voting form.

Please note that the registration of voting rights for shares held in the shareholder's own name (for nominee-registered shares) and notification of attendance at the Annual General Meeting must be completed by no later than 29 April 2026, even if the shareholder chooses to vote by post.

Number of shares and votes

At the time of issuing this notice, the total number of shares in the company amounts to 118,830,794 shares, comprising 61,580,794 common shares and 57,250,000 preference shares. Each common share entitles the holder to one (1) vote, and each preference share entitles the holder to one-tenth (1/10) of a vote. The total number of votes in the company therefore amounts to 67,305,794 votes. The company does not hold any of its own shares.

Right of shareholders to obtain information

Shareholders are reminded of their right to receive information from the Board of Directors and the Chief Executive Officer at the Annual General Meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders wishing to submit questions in advance may do so by post to NP3 Fastigheter AB, Årsstämma, PO Box 12, 851 02 Sundsvall, or by email to agarservice@np3fastigheter.se by no later than 29 April 2026.

The Board's proposed agenda

1. Election of Chairman of the Meeting.
2. Drawing up and approving the voting list.
3. Election of one or more persons appointed to verify the minutes.
4. Determination as to whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the group auditor's report for 2025, and, in connection with this, the Chief Executive Officer's report of operations.
7. Decision:
 - a. on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for 2025,
 - b. on appropriation of the company's profit in accordance with the adopted balance sheet and determination of record dates for dividends,
 - c. on discharge from liability of the members of the Board of Directors and the CEO.
8. A decision on the number of board members and auditors, together with the Nominating Committee's report on its work and proposals.
9. Decision on fees to the Board members and auditors.
10. Election of Members of the Board of Directors and Chairman of the Board, and appointment of auditors.

11. Decision on the approval of the remuneration report for 2025.
12. Decision on the introduction of an 2026/2029 Incentive Programme through (A) issue of warrants to the subsidiary NP3 Förvaltning AB and (B) approval of the transfer of warrants to employees of the company or its subsidiaries.
13. Decision authorising the Board of Directors to increase the share capital through new issues of shares.
14. Decision authorising the CEO to make minor adjustments to the decisions of the Annual General Meeting.
15. Closing of the meeting.

The Nominating Committee's proposals for the 2026 Annual General Meeting

Ahead of the 2026 Annual General Meeting, the nominating committee consists, in accordance with the instructions for the appointment of the nominating committee adopted at NP3 Fastigheter's 2023 Annual General Meeting, of David Mindus (appointed by AB Sagax), Chairman of the nominating committee, Åse Bäckvall (appointed by Bäckarvet Holding AB), Johannes Wingborg (appointed by Länsförsäkringar Fondförvaltning AB), and Nils Styf (serving as Chairman of the Board of NP3 Fastigheter).

The Nominating Committee proposes that the 2026 Annual General Meeting resolve in accordance with the proposals set out below. The nominating committee's full proposal and explanatory statement regarding its proposals for the Board of Directors and remuneration for Board members, as well as a report on how the nominating committee has conducted its work, are available on the company's website www.np3fastigheter.se.

Proposal regarding item 1, Election of Chairman of the Meeting

The Nominating Committee proposes Nils Styf, Chairman of the Board of NP3 Fastigheter, as Chairman of the Annual General Meeting.

Proposal regarding item 8, Number of Board members and auditors

The Nominating Committee proposes that the Board of Directors consist of six members, with no deputies, for the period until the end of the next Annual General Meeting. The nominating committee further proposes that the company should have one (1) auditor, with no deputy auditor, for the period up to the end of the next Annual General Meeting.

Proposal for decision on item 9, Fees to the Board members and auditors

The Nominating Committee proposes that the remuneration for Board members, for the period until the end of the next Annual General Meeting, be set at SEK 500,000 (currently SEK 425,000) for the Chairman of the Board and at SEK 250,000 (currently SEK 225,000) for each of the other Board members elected by the Annual General Meeting. If the Board establishes an audit committee that does not comprise the entire Board, it is proposed that a fee of SEK 160,000 (currently SEK 150,000) to the chairman of the audit committee and SEK 150,000 (currently SEK 140,000) to each of the other members of the audit committee. No fee shall be paid for other committee work. In total, it is proposed that the Board remuneration amount to SEK 2,210,000 (currently SEK 1,755,000 based on five Board members), assuming that the Board consists of six members and that the Audit Committee consists of a chairman and two further members.

The Nominating Committee further proposes that the auditors' fees be paid in accordance with an approved invoice.

Proposal regarding item 10: Election of board members and the chairman of the board, and election of auditors

The nominating committee proposes that the Annual General Meeting resolve, for the period until the end of the next Annual General Meeting, to re-elect the Board members Åsa Bergström, Mia Bäckvall Juhlin, Hans-Olov Blom, Nils Styf and Anders Palmgren, and to elect Urban Sjölund as a new member. The nominating committee proposes Nils Styf be reelected chairman of the board. Further information on the Nominating Committee's proposed board members can be found on the company's website www.np3fastigheter.se.

In accordance with the audit committee's recommendation, the nominating committee proposes that the authorised public accounting firm KPMG AB be re-elected as the Company's auditor for the period until the end of the next Annual General Meeting. KPMG AB has announced that, subject to the nominating committee's proposal being approved by the Annual General Meeting, the authorised public accountant Peter Dahllöf will be the lead auditor for the audit

The Board of Directors' proposals to the Annual General Meeting 2026**Proposal regarding item 7b, Decision regarding appropriation of the company's profits, etc.**

The Board proposes that the Annual General Meeting resolve on a dividend of SEK 6.40 per common share (totalling SEK 394,117,082), payable on four occasions at SEK 1.60 each, and a dividend of SEK 2.00 per preference share (totalling SEK 114,500,000), payable on four occasions at SEK 0.50 each. The board proposes 8 May 2026, 31 July 2026, 30 October 2026 and 29 January 2027 as record dates for dividends on common shares. In accordance with the articles of association, the board proposes 31 July 2026, 30 October 2026, 29 January 2027 and 30 April 2027 as record days for dividends on preference shares. Payment of the dividend is expected to be made through Euroclear Sweden AB on the third banking day after each record day.

In total, the proposed dividend as above amounts to SEK 508,617,082.

The board has proposed that the annual general assembly authorise the board to decide on a new issue of max. 6,100,000 common shares and max. 15,000,000 preference shares. The board thus proposes that the new shares that may be issued with the support of the authorisation shall bring a dividend as mentioned above as of the day the new shares have been entered in the share register kept by Euroclear Sweden AB. This means that the right to dividend as above for a new share exists as of the record day as above following the entry of the new share in the share register. If the authorisation is exercised in full, dividend on additional common shares and preference shares shall amount to max. SEK 59,280,000, of which max. SEK 29,280,000 shall relate to additional common shares and max. SEK 30,000,000 shall relate to additional preference shares.

Including all possibly additional preference shares and common shares as above, the total proposed dividend as above amounts to a total of SEK 567,897,082.

The Board proposes that the remaining profits be carried forward.

Proposed decision regarding item 12, Decision on the introduction of the 2026/2029 Incentive Programme

The Board of Directors proposes that the Annual General Meeting resolve to introduce the 2026/2029 Incentive programme through the issue of warrants to the subsidiary NP3 Förvaltning AB ("**Subsidiary**") and the transfer of warrants to persons who are or become employees of NP3 Fastigheter or its subsidiaries, including the Chief Executive Officer of NP3 Fastigheter ("**Employees**"), on the terms set out below ("**2026/2029 Incentive Programme**").

(A) Issue of warrants to the Subsidiary

The Board of Directors proposes that the Annual General Meeting resolve to issue a maximum of 225,000 warrants of series 2026/2029. Notwithstanding the shareholders' preferential rights, the right to subscribe shall be granted to the wholly-owned subsidiary NP3 Förvaltning AB ("**Subsidiary**"). The warrants shall be issued free of charge. Each warrant shall entitle the holder to subscribe for one (1) new common share in NP3 Fastigheter. The warrants must be subscribed for during the period from 7 May 2026 to 19 May 2026 on a separate subscription list. The Board of Directors is authorised to extend the subscription period.

The subscription price per share upon exercise of the warrants shall be the average price of the common share at the time of the issue of the warrants, adjusted upwards or downwards depending on the average performance of all listed property companies, calculated in accordance with the Carnegie Real Estate Index (CREX), during the period from 19 May 2026 up to and including 7 May 2029. The average price of the common share at the time of issue is calculated as the average volume-weighted price on Nasdaq Stockholm during the period from 11 May 2026 up to and including 19 May 2026. The subscription price must not be lower than the current quota value of the common share.

The warrants may be exercised by application for subscription for new shares during the period from 15 May 2029 to 29 May 2029. Shares subscribed for by exercising the warrants entitle the holder to a dividend for the first time on the record date for the dividend falling immediately after the subscription has been completed.

The maximum number of additional common shares is estimated to be no more than 225,000, corresponding to approximately 0.4 per cent of the total number of common shares in the company, assuming full subscription and full exercise of all warrants. In that case, the increase in share capital will amount to a maximum of SEK 787,500.

The reason for deviating from shareholders' preferential rights is that the Board wishes to promote the Company's long-term interests by offering employees a well-balanced incentive programme that gives them the opportunity to share in the Company's long-term value growth.

(B) Approval of transfer of warrants to Employees

The Board of Directors further proposes that the Annual General Meeting resolve to authorise the Subsidiary to transfer a maximum of 225,000 warrants in NP3 Fastigheter, series 2026/ 2029 to Employees, or otherwise dispose of the warrants to secure the commitments arising from the 2026 /2029 Incentive Programme.

Each Employee shall be offered the opportunity to acquire warrants under the 2026/2029 Incentive Programme for an amount corresponding to no more than one twelfth (1/12) of the employee's annual salary before income tax. In the event that the Employee has been on leave of absence, parental leave, long-term sick leave or similar during the twelve-month period preceding the date on which the Employee is offered the opportunity to acquire warrants under the 2026/2029 Incentive Programme, the number of warrants offered to the Employee shall be adjusted. Such adjustment shall entail a proportional reduction in the number of warrants offered to the Employee in relation to the number of months during which the Employee has not been in service.

The warrants are to be offered to Employees at a price corresponding to the estimated market value of the warrants, calculated using an option valuation model based on Monte Carlo simulation. The calculation is based on a subscription price for the common share corresponding to the average volume-weighted price on Nasdaq Stockholm during the period from 11 May 2026 to 19 May 2026.

Given that the warrants are to be transferred to Employees at an estimated market price, the 2026 /2029 Incentive Programme is not expected to entail any costs other than certain minor costs associated with its establishment and administration. Provided that this is one of the first three times the Employee participates in an incentive programme in the company, an Employee whose annual salary, including agreed bonuses, does not exceed SEK 500,000 shall receive a bonus subsidy in the form of additional salary. The additional salary shall, after tax, calculated using a tax rate of 50 per cent, be equivalent to 50 per cent of the option premium. The Company's cost of this premium subsidy, including social security contributions, is estimated to amount to a maximum of SEK 290,000 for the 2026/2029 Incentive Programme.

The warrants must be transferred to the Employees no later than the 2027 Annual General Meeting, after which any warrants that have not been transferred shall be cancelled.

Proposed decision regarding item 13: Decision to authorise the Board of Directors to increase the share capital through new issues of shares

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board of Directors, until the next Annual General Meeting, on one or more occasions, with or without deviation from shareholders' preferential rights, against cash payment or payment by set-off or by way of a contribution in kind, or otherwise subject to conditions, to resolve to increase the company's share capital through a new issue of common shares and/or preference shares. The authorisation may not be exercised to an extent greater than as to result in the issue of 6,100,000 common shares and 15,000,000 preference shares. The purpose of the authorisation is to enable the company to continuously adjust its capital requirements and thereby contribute to increased shareholder value, while also being able to offer shares in connection with the financing of any property or business acquisitions. The new shares are to be issued at a market price adopted by the Board, subject to a market discount.

Proposed decision regarding item 14: Authorisation for the Chief Executive Officer to make minor adjustments to the decisions of the Annual General Meeting

The Board of Directors proposes that the Chief Executive Officer, or a person appointed by the Chief Executive Officer for this purpose, shall be authorised to make any minor amendments to the decisions of the Annual General Meeting that may prove necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB, or due to other formal requirements.

Other information**Specific majority requirements**

decisions in accordance with the Board's proposal under item 12 of the agenda require the approval of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

decisions in accordance with the Board's proposal under item 13 of the agenda require the approval of shareholders representing at least 2/3 of both the votes cast and the shares represented at the meeting.

Documents

The Annual Report and the auditor's report, the full proposals of the nominating committee and the Board of Directors as set out in the points above, the Board's statement regarding the proposed dividend, and the Board's remuneration report for 2025 in accordance with Chapter 8, Section 53a of the Companies Act and the auditor's report pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be available at NP3 Fastigheter's office in Sundsvall and on the company's website www.np3fastigheter.se no later than 15 April 2026. Copies of the aforementioned documents will also be sent to shareholders who request them and provide their postal address. In addition, proxy forms and postal voting forms are available on the company's website at www.np3fastigheter.se.

Personal data processing

For information on how your personal data is processed, please visit <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Sundsvall, April 2026
NP3 Fastigheter AB (publ)
Board of directors

This English translation is for information purposes only. In the event of discrepancies, the Swedish original will supersede the translation.

Contacts

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NP3 is a cash flow oriented real estate company focusing on commercial and high yielding investment properties, primarily in northern Sweden. As of 31 December 2025, the property portfolio comprised of 2,362,000 square metres lettable area distributed over 633 properties within the segments industrial, logistics, retail, offices and others. The property portfolio is divided into eight business areas: Sundsvall, Gävle, Dalarna, Östersund, Umeå, Skellefteå, Luleå and Middle Sweden. The property value as of 31 December 2025 amounted to MSEK 26,100. The NP3 share is listed on Nasdaq Stockholm, Large Cap. NP3 was founded in 2010 and is based in Sundsvall. Read more on www.np3fastigheter.se.

Attachments

[Notice of Annual General Meeting of NP3 Fastigheter AB \(publ\)](#)