

Report from Nyfosa AB's Annual General Meeting on April 23, 2024

Nyfosa AB's Annual General Meeting was held today on Tuesday April 23, 2024. The main resolutions adopted were the following.

Adoption of balance sheets and income statements

The meeting resolved to adopt the balance sheet and the consolidated balance sheet as per December 31, 2023, as well as the income statement and the consolidated income statement for the financial year 2023.

Disposition of the company's earnings

The meeting resolved, in accordance with the Board of Directors' proposal, that no dividends will be paid for the financial year 2023 and that the balance of SEK 11,791,676,140 should be carried forward.

The meeting further resolved, in accordance with the Board of Directors' proposal, that all new preference shares that may be issued in accordance with a resolution by the Board of Directors by virtue of the underlying issue authorisation 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.

Discharge from liability

The meeting resolved to discharge the Board of Directors and the CEO from liability for the management of the company's business during the financial year 2023.

Remuneration report

The meeting resolved, in accordance with the Board of Directors' proposal, to approve the report regarding remuneration to the CEO and the Board of Directors for the financial year 2023.

Board of Directors and auditors

The meeting resolved, in accordance with the nomination committee's proposal (updated through press release on April 8, 2024), that the Board of Directors shall unchanged consist of seven directors elected by the meeting with no deputies. Jens Engwall, Per Lindblad, David Mindus, Marie Bucht Toresäter and Claes Magnus Åkesson were re-elected as directors and Maria Björklund and Ulrika Danielsson were elected as new directors. The meeting elected David Mindus as new chairman of the Board of Directors. For further information about the Board of Directors, please visit the company's website www.nyfosa.se.

The registered accounting firm KPMG AB was re-elected as the company's auditor for the period until the end of the next Annual General Meeting. Mattias Johansson will continue as the auditor in charge. The meeting resolved that remuneration to the auditor will be paid in accordance with approved invoices.

The meeting resolved that, until the end of the next Annual General Meeting, a 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, for work in the audit committee, 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, for work in the remuneration committee, 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.

The resolutions were adopted in accordance with the nomination committee's proposals.

Guidelines for remuneration to senior executives

In accordance with the Board of Director's proposal, the meeting resolved to adopt guidelines for remuneration to senior executives to apply until further notice, although not longer than until the 2028 Annual General Meeting.

Directed issue of warrants and approval of transfer of warrants (LTIP 2024)

In accordance with the Board of Director's proposal, the meeting resolved to implement a long-term incentive program for employees in the Nyfosa Group. In order to implement the program, the meeting resolved on a directed issue of not more than 760,000 warrants that give the right to subscribe for not more than 760,000 shares of Series A, which corresponds to a maximum dilution of approximately 0.40 percent of the total number of shares and votes in Nyfosa. The warrants shall be issued free of charge to the company's wholly owned subsidiary Nyfosa LTIP AB, which shall transfer the warrants to employees of Nyfosa (divided in certain categories) on market terms at a price (premium) established by an independent valuation institute based on a calculated market value.

The subscription price per share upon exercise of the warrants shall be the volume weighted average share price on the trading day Nyfosa 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 at the time of the issue of the warrants, which consists of the average closing price during the period from 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 Nyfosa's ordinary share from and including April 24, 2024 up until and including April 30, 2024 (starting value) in comparison with the trading day that Nyfosa 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 that Nyfosa publishes the interim report for the period January 1-March 31, 2027 (end value), and (ii) SEK 0.

Subscription of shares in accordance with the terms and conditions for the warrants may be exercised 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. The participants shall have the right to, upon subscription for shares exercising the warrants, request that an alternative exercise model shall be applied in accordance with the complete terms and conditions.

Issue authorisations

The meeting authorised the Board of Directors to, on one or several occasions during the period up to the next Annual General Meeting, resolve to issue ordinary shares of Series A and Series D, convertible bonds and preference shares to the extent that such new issues can be carried out without amending the articles of association. An issue may be carried out with or without deviation from the shareholders' preferential rights. Based on the authorisation, the Board of Directors may resolve to issue the number of new shares or after the conversion of convertible bonds corresponding to a maximum of 10 percent of the total number of outstanding shares in the company at the time of the Annual General Meeting.

Resolution on authorisation for the board of directors to resolve upon repurchase of own ordinary shares of Class A

The meeting resolved in accordance with the Board of Directors' proposal to authorise 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. Acquisitions shall be conducted on Nasdaq Stockholm and at a price that is within the price range for the share price prevailing at any time (the so-called spread), i.e. the range between the highest ask price and the lowest bid price.

For more information, please contact:

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About Nyfosa

Nyfosa is a transaction-intensive real estate company that creates value by building sustainable cash flows and constantly evaluating new business opportunities. With our opportunistic strategy, we invest in properties in different geographies and categories. We are currently active on the Swedish, Finnish and Norwegian markets with a focus on commercial properties in high-growth regions. We manage and develop our properties in close collaboration with tenants and the surrounding community, with the perspective that sustainability and profitability go hand in hand. As of March 31, 2024, Nyfosa's property value amounted to SEK 39.5 billion. Nyfosa's share has been listed on Nasdaq Stockholm Large Cap since 2018. Read more at www.nyfosa.se.

Press Release
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Attachments

[Report from Nyfosa AB's Annual General Meeting on April 23, 2024](#)