



*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **NOTICE TO EXTRAORDINARY GENERAL MEETING OF NYFOSA AB**

The Extraordinary General Meeting of Nyfosa AB will be held on Tuesday November 15, 2022.

The board of directors has, in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, resolved that the Extraordinary General Meeting shall be held without the physical presence of shareholders, proxies or outsiders and that shareholders only may exercise their voting right at the Extraordinary General Meeting by way of postal voting.

### **RIGHT TO ATTEND AND NOTICE**

Shareholders wishing to attend the Extraordinary General Meeting

*shall* be entered as shareholder in the share register kept by Euroclear Sweden AB on Monday November 7, 2022,

*shall* give notice of attendance to the company no later than Monday November 14, 2022 (the weekday immediately preceding the Extraordinary General Meeting) by casting their postal vote in accordance with the instructions under the heading "*Postal voting*" below, so that the postal vote is received by Euroclear Sweden AB no later than Monday November 14, 2022.

### **NOMINEE-REGISTERED SHARES**

To be entitled to attend the Extraordinary General Meeting, shareholders whose shares are nominee-registered must, in addition to giving notice of attendance to the company by casting his or her postal vote, register such shares in their own names so that the shareholder is recorded in the share register as of November 7, 2022. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day after November 7, 2022 will be considered in the preparation of the share register.

### **POSTAL VOTING**

Shareholders may exercise their voting rights at the Extraordinary General Meeting only by voting in advance through so-called postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A designated form shall be used for postal voting. The form is available on Nyfosa's website, [www.nyfosa.se](http://www.nyfosa.se). The postal voting form is considered as a notification of attendance at the general meeting.

The completed voting form must be received by Euroclear Sweden AB, no later than Monday November 14, 2022. The completed form shall be sent to Nyfosa AB, "Extraordinary General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden. The completed form may alternatively be submitted electronically either through BankID signing as per instructions available on <https://anmalan.vpc.se/euroclearproxy> or through sending the completed voting form by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (with reference "Nyfosa Extraordinary General Meeting 2022"). If a shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. The

proxy form is available at [www.nyfosa.se](http://www.nyfosa.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed with the form. 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.

## **PROPOSED AGENDA**

1. Election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Proposal regarding authorisation for the board of directors to resolve upon repurchase of own ordinary shares of Class A
7. Closing of the meeting

## **PROPOSED RESOLUTIONS**

### **Election of chairman of the meeting (item 1)**

The board of directors proposes that the chairman of the board of directors, Johan Ericsson, or, if he is unable to attend the meeting, the person assigned by the board of directors, is elected chairman of the meeting.

### **Preparation and approval of the voting list (item 2)**

The voting list which is proposed to be approved under item 2 shall be the voting list drawn up by Euroclear Sweden AB at the request of the company based on the meeting's share register and postal votes received, and as verified by the persons elected to verify the minutes.

### **Election of two persons to verify the minutes (item 4)**

The board of directors proposes that David Mindus, representative of AB Sagax, and Johannes Wingborg, representative of Länsförsäkringar Fondförvaltning AB, or, if any or both of them are unable to attend the meeting, any of the persons assigned by the board of directors, shall verify the minutes. The persons verifying the minutes shall also control the voting list and that received postal votes are correctly reflected in the minutes.

### **Proposal regarding authorisation for the board of directors to resolve upon repurchase of own ordinary shares of Class A (item 6)**

In the board of directors' assessment, authorisation for the board of directors to resolve upon repurchase of own ordinary shares of Class A would provide increased flexibility and contribute to increased shareholder value. The board of directors have not resolved whether such authorisation would be utilized but intends to evaluate the present conditions at any given time. Consequently, the board of directors proposes that the General Meeting authorises the board of directors to, on one or more 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 per ordinary share of Class A 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. In the event that the acquisitions are effected by a stock broker as assigned by the company, the price of own ordinary shares of Class A may, however, correspond to the volume weighted average price during the time period within which the ordinary shares of Class A were acquired, even if the volume weighted average price on the day of delivery to the company falls outside the price range. Payment for the ordinary shares of Class A shall be made in cash.

The purpose of the above authorisations, regarding repurchase of own ordinary shares of Class A, is to adjust the company's capital structure according to the capital requirements from time to time, thereby contributing to an increase in shareholder value, as well as to be able to transfer own ordinary shares of Class A as payment, or in order to finance acquisitions of real property or real property companies, or part of real property or real property companies, or in order to finance investments in new or existing real properties. The purpose of the authorisation does not include trading in the company's own shares for short-term profit.

As of December 31, 2021, the disposable amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 11,368,872,079. After a resolution on dividends at the company's Annual General Meeting held on April 19, 2022, and a resolution by the company's board of directors on repurchase of warrants on September 13, 2022, the disposable amount pursuant to the provision amounts to SEK 10,628,755,962.

#### **SPECIAL MAJORITY REQUIREMENT**

A resolution by the General Meeting in accordance with item 6 above is valid only where supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

#### **DOCUMENTS**

Documents that shall be made available pursuant to the Swedish Companies Act will be made available at the company and on the company's website, [www.nyfosa.se](http://www.nyfosa.se), from no later than October 25, 2022 and will be sent immediately and free of charge for the recipient to any shareholder who requests the documents and provide their postal or e-mail address.

#### **NUMBER OF SHARES AND VOTES**

As of the date of this notice, the total number of shares in the company is 191,022,813 shares, all of which are ordinary shares of Class A, corresponding to 191,022,813 votes. At the same date, the company does not hold any of its own shares.

#### **SHAREHOLDER'S RIGHT TO REQUEST INFORMATION**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be received by the company in writing to Nyfosa AB, Att: Juridik, P.O. Box 4044, SE-131 04, Nacka, Sweden or by e-mail to Linn Ejderhamn (General Counsel) to [linn.ejderhamn@nyfosa.se](mailto:linn.ejderhamn@nyfosa.se), no later than on November 5, 2022. Such information will be made available at the head office and at the company's website, [www.nyfosa.se](http://www.nyfosa.se), no later than on November 10, 2022. The information will also be sent, within the same period of time, to any shareholder who so has requested and who has stated its e-mail or postal address.

## PERSONAL DATA PROCESSING

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Nacka on October 20, 2022

**Nyfosa AB**

*The board of directors*