



# Report from Nyfosa AB's Annual General Meeting on April 19, 2022

**Nyfosa AB's Annual General Meeting was held today on Tuesday April 19, 2022. 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, 2021, as well as the income statement and the consolidated income statement for the financial year 2021.

## **Disposition of the company's earnings**

The meeting resolved, in accordance with the Board of Directors' proposal, on a dividend to the shareholders until the next Annual General Meeting, of a total of SEK 3.80 per share with a quarterly payment of SEK 0.95 per share. As record days for the quarterly dividend, the meeting resolved Thursday April 21, 2022, Thursday June 30, 2022, Friday September 30, 2022 and Friday December 30, 2022. Dividend is estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

## **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 2021.

## **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 2021.

## **Board of Directors and auditors**

The meeting resolved that the Board of Directors shall consist of seven directors elected by the meeting with no deputies. Johan Ericsson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall and Per Lindblad were re-elected as directors and Patrick Gylling and Claes Magnus Åkesson were elected as new directors. Mats Andersson and Jenny Wärmé had declined re-election. The meeting re-elected Johan Ericsson as chairman of the Board of Directors. For further information about the Board of Directors, please visit the company's website [www.nyfosa.se](http://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 500,000 shall be paid to the chairman of the Board of Directors and SEK 200,000 shall be paid to each other director elected by the meeting who is not employed by the company (unchanged). For work in the audit committee, remuneration of SEK 70,000 shall be paid to the chairman of the audit committee and SEK 35,000 to each other member of the audit committee (unchanged). For work in the remuneration committee, remuneration of SEK 40,000 shall be paid to the chairman of the remuneration committee, and SEK 20,000 to each other member of the remuneration committee (unchanged).

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

#### **Directed issue of warrants and approval of transfer of warrants (LTIP 2022)**

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 769,000 warrants that give the right to subscribe for 769,000 shares of Series A. 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. The reason for not applying the shareholders' pre-emption rights is to introduce an incentive program and thereby a competitive remuneration structure, to provide alignment for the management team with company strategy, to create focus amongst employees on delivering exceptional performance which contributes to value creation for shareholders and to give employees the opportunity to take part in the company's success.

The subsidiary shall transfer the warrants to employees in the Group (divided in certain categories) on market terms at a price (premium) established on the basis of a calculated market value by an independent valuation institute. 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-March 2025, 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 20, 2022 to May 2, 2022 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 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that Nyfosa publishes the interim report for the period January-March, 2025 (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 20, 2022 up until and including May 2, 2022 (starting value) in comparison with the trading day that Nyfosa publishes the interim report for the period January-March, 2025 (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 announcement of the company's interim report for the period January-March, 2025, the interim report for the period January-June, 2025, and the interim report for the period January-September 2025. Upon full subscription of all warrants, a maximum of 769,000 new ordinary shares may be issued, which corresponds to a maximum dilution of approximately 0.40 percent of the total number of shares and the total



number of votes in Nyfosa upon full subscription of all warrants. 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.

The warrants shall be subject to an obligation for participants who wish to transfer or otherwise dispose of his or her warrants, to first offer the warrants to Nyfosa or its subsidiary to the lowest of the acquisition value and the market value. Should a participant's employment with or assignments for the company be terminated during the program, a corresponding right of first refusal shall apply. Nyfosa will by means of a cash bonus subsidize part of the participant's premium. The bonus corresponds to the amount that the participant chooses to invest in the incentive program, up to guaranteed level. The bonus consists of two payments, each representing 50 percent, during the term of the warrant program.

#### **Amendments to the articles of association**

The meeting resolved in accordance with the Board of Directors' proposal to amend the articles of Association to introduce two new share classes, ordinary shares of Class D and preference shares. Existing outstanding shares shall be ordinary shares of Class A. Provisions that regulate dividends, redemption of preference shares, the company's dissolution and shareholders' preferential rights to new shares in the event of issues and conversion clause were introduced in the articles of association. Also, a number of minor editorial changes were made in the articles of association.

#### **Issue authorisation**

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 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 corresponding to a maximum of ten percent of the total number of outstanding shares in the company at the time of the Annual General Meeting.

#### **Resolution on dividend for additional ordinary shares of Class D and/or additional preference shares**

The meeting resolved in accordance with the Board of Directors' proposal, that if the company should issue ordinary shares of Class D and/or preference shares during the period until the Annual General Meeting 2023, dividend on all new shares shall be paid. The dividend on the above-mentioned share classes shall in such case be paid quarterly in equal payments of SEK 2.00 per share, a maximum of total SEK 8.00 per share, from the day that they have been entered in the share register kept by Euroclear Sweden AB.

#### **For more information, please contact:**

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## About Nyfosa

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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 municipalities. 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, 2022, Nyfosa's property value amounted to approximately SEK 37.8 billion. Nyfosa's share has been listed on Nasdaq Stockholm Large Cap since 2018. Read more at [www.nyfosa.se](http://www.nyfosa.se).

## Attachments

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[Report from Nyfosa AB's Annual General Meeting on April 19, 2022](#)