

## Notice of Extraordinary General Meeting in Intea Fastigheter AB (publ)

The shareholders of Intea Fastigheter AB (publ), Reg. No. 559027-5656, (the "Company") are hereby summoned to the Extraordinary General Meeting to be held on Monday, 11 November 2024 at 10:00 a. m. CET at the Company's premises at Lästmakargatan 20, 11th floor, SE-111 44 Stockholm, Sweden.

It will also be possible to attend the Extraordinary General Meeting electronically via video link. In order to participate and vote digitally, the participant must, at their own responsibility, ensure that they have a functioning internet connection and video connection throughout the entire Extraordinary General Meeting. A login link and further instructions for electronic participation will be sent separately by e-mail to all shareholders who are entitled to participate in the Extraordinary General Meeting as described under the heading "Right to attend" below and have provided their e-mail address to the Company.

### Right to attend

In order to attend the Meeting, shareholders shall be registered in the share register kept by Euroclear Sweden AB as of 1 November 2024. Further, shareholders who wish to participate in the Extraordinary General Meeting shall give notice of participation to the Company no later than 5 November 2024. Notice of participation can be made:

- by mail: Intea Fastigheter AB (publ), Lästmakargatan 20, SE-111 44 Stockholm, Sweden, or,
- by e-mail: [info@intea.se](mailto:info@intea.se).

The notice of participation should state name/company name, personal identification number or corporate registration number, postal address, telephone number, shareholding and, where applicable, information about any assistants at the Extraordinary General Meeting. Shareholders or its proxies may bring a maximum of two assistants, provided that their attendance is notified as above.

### Nominee-registered shares

In order to be entitled to participate in the Extraordinary General Meeting, a shareholder whose shares are nominee-registered through a bank or other nominee must, in addition to giving notice of participation in the Extraordinary General Meeting, register its shares in its own name so that the shareholder is registered in the share register as of 1 November 2024. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 1 November 2024 are taken into account in the presentation of the share register.

## Proxy and proxy form

If a shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not have been issued more than one year before the date of the Extraordinary General Meeting, unless the power of attorney provides for a longer period, however, not exceeding five years from issuance. The original power of attorney as well as registration certificate and other authorization documents, evidencing the authorized representative, should reach the Company at the above address no later than 5 November 2024.

Proxy form is available from the Company and on the Company's website, [www.intea.se](http://www.intea.se), and is upon request sent to the shareholders who provide their postal address.

## Proposed agenda

- Opening of the Extraordinary General Meeting.
- Election of Chairman of the Extraordinary General Meeting.
- Preparation and approval of the voting list.
- Approval of the agenda.
- Election of one or two persons to verify the minutes.
- Determination on whether the Extraordinary General Meeting has been duly convened.
- Resolution on instructions for the Nomination Committee.
- Resolution on guidelines for remuneration to senior executives.
- Resolution on authorization for the Board of Directors to resolve upon issues of Class B and/or Class D shares.
- Resolution on dividend on Class D shares.

## Proposed resolutions

### Item 2 – Election of Chairman of the Extraordinary General Meeting

The Board of Directors proposes that Johan Wigh, member of the Swedish Bar Association, or in the event of his absence, the person appointed by the Board of Directors, be elected Chairman of the Extraordinary General Meeting.

### Item 7 – Resolution on instructions for the Nomination Committee

The Board of Directors proposes that the Extraordinary General Meeting resolves to adopt the following instructions for the Nomination Committee of the Company, to apply until a resolution to amend it is adopted by the general meeting.

#### *Composition of the Nomination Committee*

The Company shall have a Nomination Committee consisting of one representative of each of the four largest shareholders in terms of voting rights who wish to appoint a representative, and the Chairman of the Board. The Chairman of the Board is responsible for convening the Nomination Committee.

The Nomination Committee shall be constituted on the basis of shareholder statistics from Euroclear Sweden AB as of the last banking day in August the year prior to the Annual General Meeting and other reliable shareholder information provided to the Company at that time. However, prior to the Annual General Meeting following the adoption of these instructions for the Nomination Committee, the Chairman of the Board shall contact the four largest shareholders of the Company in terms of voting rights as of the last banking day of the calendar month in which the Company's shares were admitted to trading on Nasdaq Stockholm.

For the purposes of determining who constitutes the largest shareholders in terms of voting rights, a group of shareholders shall be deemed to constitute one owner if they (i) have been grouped together in the Euroclear Sweden AB's register or (ii) have made public and notified the Company in writing that they have entered into a written agreement to take a long-term approach to the management of the Company by exercising their votes in a coordinated manner.

The Chairman of the Board shall, as soon as information on shareholding as described above is available, contact a representative of each of the four largest shareholders or groups of shareholders in the Company in terms of voting rights, who are then entitled to appoint one representative each to the Nomination Committee. If any shareholder chooses to waive its right to appoint a member to the Nomination Committee, the right shall pass to the next largest shareholder in terms of voting rights. If a Nomination Committee of four owner-appointed members cannot be convened after contacting the ten largest shareholders of the Company in terms of voting rights, the Nomination Committee may consist of three owner-appointed members.

The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member representing the largest shareholder in terms of voting rights. However, the Chairman of the Board or other member of the Board shall not serve as the Chairman of the Nomination Committee. Members of the Board of Directors may be members of the Nomination Committee, but shall not constitute a majority of the members of the Nomination Committee. The majority of the members of the Nomination Committee shall be independent of the Company and its executive management. Neither the Chief Executive Officer nor any other member of the executive management may be a member of the Nomination Committee. At least one of the members of the Nomination Committee shall be independent of the largest shareholder or group of shareholders in the Company in terms of voting rights who act in concert in the governance of the Company.

Information on the composition of the Nomination Committee shall be published on the Company's website no later than six months before the Annual General Meeting. Prior to the first Annual General Meeting following the listing of the Company's shares on Nasdaq Stockholm, the composition of the Nomination Committee shall be announced as soon as the Nomination Committee has been constituted. If a member is appointed by a particular shareholder, the name of the shareholder shall be stated. The website shall also provide information on how shareholders can submit proposals to the Nomination Committee. The term of office of the Nomination Committee extends until a new Nomination Committee has been appointed.

Shareholders who have appointed a member of the Nomination Committee shall have the right to replace such member with another as a member of the Nomination Committee, and if a member resigns from the Nomination Committee prematurely, the shareholder who appointed the member shall have the right to appoint a replacement. If the shareholder does not exercise the right to appoint a new member, the right to appoint such member shall pass to the next largest shareholder in terms of voting rights who has not already appointed or waived the right to appoint a member of the Nomination Committee.

If, during the term of office of the Nomination Committee, one or more of the shareholders who appointed members of the Nomination Committee are no longer among the four largest shareholders in terms of voting rights, the members appointed by these shareholders shall make their places available and the shareholder or shareholders who have become among the four largest shareholders in terms of voting rights shall be entitled to appoint members. In the absence of particular reasons, no changes shall be made in the composition of the Nomination Committee if only marginal changes in the number of votes have taken place or if any change occurs later than three months before the annual general meeting. Changes in the composition of the Nomination Committee shall be made public as soon as they occur.

## The tasks of the Nomination Committee

The Nomination Committee shall present proposals regarding the following matters, for resolution by the Annual General Meeting:

- election of Chairman of the Annual General Meeting,
- number of Board members,
- election of Board members and Chairman of the Board,
- fees and other remuneration for Board assignments to each of the Board members and, where applicable, remuneration for committee work,
- election of auditor,
- fees to the auditor,
- to the extent deemed necessary, amendments to the principles for appointing the Nomination Committee and the instructions for the Nomination Committee, and
- other matters that may be the responsibility of a Nomination Committee under the Swedish Corporate Governance Code (the “Code”).

At other general meetings than the Annual General Meeting, the proposals of the Nomination Committee shall include the election or elections that shall take place at the general meeting.

The proposals of the Nomination Committee shall be addressed to the Company and sent to the Chairman of the Board no later than six weeks before the Annual General Meeting. The proposals of the Nomination Committee shall be presented in the notice of the Annual General Meeting and on the Company's website.

When preparing its proposal regarding the Board, the Nomination Committee shall take note of the Board's evaluation of its work and take into account the requirements for the composition of the Board pursuant to the Swedish Companies Act. The Nomination Committee shall also take into account the requirements of the Code regarding the size and composition of the Board and, in particular, the requirement for diversity and breadth on the Board and the requirement to strive for an even gender balance.

The Nomination Committee shall, at the same time as it informs the Company of its proposals, provide the Company with a reasoned statement regarding its proposal regarding the Board, taking into account the provisions of the Code regarding the composition of the Board and, in particular, justify the proposal in light of the requirement in the Code that an even gender balance shall be sought. The statement must also include a brief account of how the Nomination Committee's work has been conducted.

At a general meeting where an election of Board members or auditors is to take place, the Nomination Committee shall account for how its work has been conducted and present and justify its proposals, taking into account the provisions of the Code regarding the composition of the Board. In particular, the Nomination Committee shall justify its proposal in light of the requirement to strive for an even gender balance.

The Nomination Committee shall otherwise fulfil the tasks incumbent on a Nomination Committee under the Code.

The Nomination Committee is quorate if at least two of its members are present. The opinion expressed by more than half of the members present or, in the event of a tied vote, by the Chairman, shall be valid.

No remuneration is paid to the members of the Nomination Committee. However, the Nomination Committee has the right to charge the Company with reasonable expenses for the performance of the assignment.

#### Item 8 – Resolution on guidelines for remuneration to senior executives

The Board of Directors proposes that the Extraordinary General Meeting resolves to adopt the following guidelines for remuneration to senior executives.

The guidelines shall apply to remuneration to the Chief Executive Officer, other members of the executive management and, where applicable, remuneration to the members of the Board of Directors in addition to Director's fees. The guidelines do not apply to remuneration decided by the general meeting.

These guidelines replace the guidelines adopted by the Annual General Meeting on 18 May 2022 and are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Extraordinary General Meeting.

If a Board member should carry out services to the Company in addition to the Board assignment, these guidelines shall apply to any remuneration (for example consultancy fees) paid for such services.

#### *The guidelines' promotion of the Company's business strategy, long-term interests and sustainability*

Intea is a property management company whose business strategy is to own and develop premises for long-term public-sector tenants, managed by its own local management organisations. Intea's strategy is based on three pillars: stable growth, innovation and sustainability, and long-term relationships. Intea's vision is to be the premier dedicated property management company specialising in social infrastructure.

For more information on the Company's business strategy, see [www.intea.se](http://www.intea.se).

Successful implementation of the Company's business strategy and the safeguarding of the Company's long-term interests, including its sustainability, requires the Company to be able to recruit, motivate and retain skilled senior executives. In order to do so, the Company must be able offer competitive remuneration, which these guidelines allow.

Variable cash remuneration covered by these guidelines shall be aimed at promoting the Company's business strategy and long-term interests, including its sustainability.

#### *Forms of remuneration*

The remuneration shall be in line with market conditions and may consist of the following components: fixed salary, variable cash remuneration, pension benefits and other customary benefits. The general meeting may also, irrespective of these guidelines, resolve on, among other things, share and share price-related remuneration.

#### *Fixed salary*

The fixed salary shall consist of a fixed annual cash salary. The fixed salary shall be in line with market conditions and determined taking into account responsibilities, competence and performance. The fixed salary shall be evaluated annually.

### *Variable cash remuneration*

In addition to the fixed salary, variable cash remuneration may be offered. Any variable remuneration shall be linked to pre-determined and measurable criteria, which can be financial or non-financial. The criteria may also be individualized, quantified or qualified targets. The criteria should be designed to contribute to the Company's business strategy and long-term interests, for example by being clearly anchored in the business strategy or by promoting the executive's long-term development.

Any variable cash remuneration may not exceed 30 percent of the fixed annual salary in any one financial year.

Fulfilment of the criteria for the payment of variable remuneration must be measurable over a period of one year. At the end of the measurement period for fulfilment of the criteria for payment of variable remuneration, the extent to which the criteria have been fulfilled shall be assessed. The Remuneration Committee is responsible for carrying out this assessment. For financial targets, the assessment shall be based on the latest financial information published by the Company.

The Company shall have the contractual right, subject to any limitations arising therefrom or by law, to reclaim variable remuneration already paid, subject to certain conditions.

### *Pension benefits*

Pension benefits shall be defined contribution.

The share of pension contributions for defined contribution pensions in the total remuneration shall not exceed 30 percent of the fixed annual salary. The stated limit for pension provision shall not prevent salary sacrifice of cash salary for pension provision in accordance with the Company's applicable pension policy.

Variable cash remuneration shall not be pensionable, unless otherwise agreed or applicable under a mandatory pension scheme.

### *Other benefits*

Other benefits may include health insurance, car allowance, housing allowance and health and fitness allowance. Such benefits, where provided, shall be in line with market conditions and shall form only a limited part of the total remuneration. Premiums and other costs associated with such benefits may not exceed a total of ten percent of the fixed annual salary.

### *Extraordinary remuneration*

Additional cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either with the purpose of recruiting or retaining executives, or as remuneration for extraordinary work efforts beyond the person's ordinary duties. Such remuneration may not exceed an amount corresponding to 50 percent of the fixed annual salary and may not be paid more than once a year and per person. Any decision on such remuneration shall be made by the Board of Directors.

For employments governed by rules other than Swedish, the components of the total remuneration may be duly adjusted for compliance with mandatory rules or local practice, taking into account, to the extent possible, the overall purpose of these guidelines.



### *Remuneration to members of the Board*

If a member of the Board (including through a wholly-owned subsidiary) should carry out services to the Company in addition to the Board assignment, specific cash remuneration may be paid for such services, provided that such services promote the implementation of the Company's business strategy and the safeguarding of the Company's long-term interests, including its sustainability. Such services shall be remunerated in line with market conditions, and be decided by the Board.

### *Termination of employment*

The period of notice shall be no more than twelve months regardless of whether the termination is initiated by the Company or by the executive. Termination pay and other applicable benefits are paid during the notice period.

In case of termination by the Company, severance pay may be payable in an amount corresponding to a maximum of the fixed salary during twelve months. In case of termination by the executive, no severance pay shall be paid.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be payable insofar the previously employed executive is not entitled to severance pay. The compensation shall be based on the fixed cash salary at the time of termination and shall be paid for the duration of the non-compete undertaking, which shall not exceed twelve months after the termination of employment. Compensation for the agreed non-competition undertaking shall comply with the legal provisions and practices applicable from time to time.

### *Salary and terms and conditions of employment for employees*

In preparing the Board's proposals for these remuneration guidelines, the remuneration and terms and conditions of employment for the Company's employees have been taken into account. This was made by including information on the total remuneration of employees and the components and evolution of the remuneration over time as part of the decision-making process of the Remuneration Committee and the Board of Directors when assessing the appropriateness of the guidelines and the resulting limitations.

### *Decision-making process for establishing, reviewing and implementing the guidelines*

The Board has established a Remuneration Committee. The Committee's tasks include preparing the Board's decision to propose guidelines for remuneration to senior executives. The Board shall prepare a proposal for new guidelines at least every fourth year and submit them to the Annual General Meeting. The guidelines shall remain in force until new guidelines are adopted by the general meeting.

The Remuneration Committee shall also monitor and evaluate any programmes for variable remuneration to the executive management (both ongoing programmes and those that have ended during the year), the application of the guidelines for remuneration to senior executives as well as the current remuneration structures and levels in the Company. The members of the Remuneration Committee are independent of the Company and its management. The CEO and other members of executive management do not participate in the Board's or the Remuneration Committee's processing of and resolutions on remuneration-related matters, insofar as they are concerned by such matters.

### *Deviation from the guidelines*

The Board of Directors may decide to temporarily deviate from the guidelines, in whole or in part, if in a particular case there are specific reasons for doing so and a deviation is necessary to serve the long-term interests of the Company, including its sustainability, or to ensure the financial viability of the Company. If the Board of Directors deviates from the guidelines for remuneration to senior executives, this shall be disclosed in the remuneration report to the next annual general meeting. As stated above, the Remuneration Committee's tasks include preparing the Board's decisions on remuneration issues, including decisions on deviations from the guidelines.

Item 9 – Resolution on authorization for the Board of Directors to resolve upon issues of Class B and /or Class D shares.

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorize the Board of Directors to, on one or several occasions during the period up until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve on issues of Class B and/or Class D shares. The total number of shares that are issued by support of the authorization may not exceed 70,000,000 Class B shares and 1,500,000 Class D shares. Payment may, in addition to cash payment, be made in kind or by set-off, or otherwise with conditions.

Issues made with deviation from the shareholders' preferential rights shall take place at a subscription price in line with market conditions, including any discount in line with market conditions where applicable.

If the Board of Directors deems it appropriate in order to enable the delivery of shares in connection with an issue, the new shares may be subscribed by a bank or a securities company at a subscription price equal to the quota value, provided that there is a commitment to provide the Company with a value corresponding to the difference between a subscription price in line with market conditions, including any deduction for discounts in line with market conditions, and the quota value of the newly issued shares.

The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make any minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office.

Item 10 – Resolution on dividend on Class D shares

The Board of Directors has proposed that the Extraordinary General Meeting resolves to authorize the Board of Directors to resolve on issues of Class B and/or Class D shares. The Board of Directors proposes that the Extraordinary General Meeting resolves that dividend on all new Class D shares that are issued by support of the authorization – however, not exceeding 1,500,000 Class D shares – up until the Annual General Meeting 2025 shall be paid quarterly at SEK 0.50 per Class D share, however, not exceeding SEK 1.00 per Class D share, from the date they are entered into the share register kept by Euroclear Sweden AB in accordance with the provisions of the Company's Articles of Association.

Distributable funds available to the Extraordinary General Meeting at the time of issue of this proposal amount to SEK 4,205,050,098.



The Board of Directors proposes that the record dates for dividends on Class D shares shall be Monday, 30 December 2024, and Monday, 31 March 2025. The dividend is expected to be paid through Euroclear Sweden AB on the third weekday after the respective record date.

The first payment of dividends on the Class D shares that may be issued by support of the authorization may be made on the payment date that falls after the first record date after the Class D shares have been registered with the Swedish Companies Registration Office and entered into the share register kept by Euroclear Sweden AB.

The proposal is conditional upon the Extraordinary General Meeting resolving in accordance with the Board of Directors' proposal for authorization under item 9 on the proposed agenda.

#### Other information

#### Majority requirements

Resolution pursuant to item 9 is valid only when supported by shareholders representing no less than two thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

#### Number of shares and votes in the Company

At the time of issuance of this notice, the total number of shares in the Company amounts to 206,306,226, of which 6,390,000 constitute Class A shares, corresponding to 6,390,000 votes, 141,843,936 constitute Class B shares, corresponding to 14,184,393.6 votes, and 58,072,290 constitute Class D shares, corresponding to 5,807,229 votes, whereby the total number of votes amounts to 26,381,622.6. The Company holds no treasury shares.

#### Shareholders' right to receive information

Pursuant to Chapter 7 Section 32 of the Swedish Companies Act, the Board of Directors and the Chief Executive Officer 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 at the Extraordinary General Meeting about circumstances that may affect the evaluation of an item on the agenda.

#### Available documents

The Board of Directors' complete proposals and all documents pursuant to the Swedish Companies Act will be available from the Company at Lästmakargatan 20, SE-111 44 Stockholm, Sweden, and on the Company's website, [www.intea.se](http://www.intea.se), no later than two weeks prior to the Extraordinary General Meeting, as well as sent to the shareholders who so request and provide their postal address or e-mail address.

#### Processing of personal data

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in October 2024

**Intea Fastigheter AB (publ)**

*The Board of Directors*

## About Intea

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Intea invests in and manages social infrastructure for its own long-term management. As of September 30, 2024, the property portfolio's value amounted to SEK 22.6 billion, with a leasable area of 534,000 sqm. The property portfolio consists of properties and projects with public tenants, such as the judiciary, higher education, and healthcare. Read more at [www.intea.se](http://www.intea.se).

## Attachments

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[Notice of Extraordinary General Meeting in Intea Fastigheter AB \(publ\)](#)

[Notice Of Extraordinary General Meeting November 2024 Intea Fastigheter AB \(publ\)](#)