

Report from Nyfosa AB's Annual General Meeting on April 25, 2023

Nyfosa AB's Annual General Meeting was held today on Tuesday April 25, 2023. 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, 2022, as well as the income statement and the consolidated income statement for the financial year 2022.

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 4.00 per share with a quarterly payment of SEK 1.00 per share. As record days for the quarterly dividend, the meeting resolved Thursday April 27, 2023, Friday June 30, 2023, Friday September 29, 2023 and Friday December 29, 2023. 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 2022.

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 2022.

Board of Directors and auditors

The meeting resolved, in accordance with the nomination committee's proposal (updated through press release on April 25, 2023) that the Board of Directors shall consist of seven directors elected by the meeting with no deputies. Jens Engwall, Johan Ericsson, Lisa Dominguez Flodin, Per Lindblad, Marie Bucht Toresäter and Claes Magnus Åkesson were re-elected as directors and David Mindus was elected as new director. 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.

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 515,000 (previously SEK 500,000) shall be paid to the chairman of the Board of Directors and SEK 210,000 (previously SEK 200,000) shall be paid to each other director elected by the meeting. For work in the audit committee, remuneration of SEK 75,000 (previously SEK 70,000) shall be paid to the chairman of the audit committee and SEK 36,000 (previously SEK 35,000) to each other member of the audit committee. For work in the remuneration committee, remuneration of SEK 42,000 (previously SEK 40,000) shall be paid to the chairman of the remuneration committee, and SEK 21,000 (previously SEK 20,000) to each other member of the remuneration committee.

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

Directed issue of warrants and approval of transfer of warrants (LTIP 2023)

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, 2026, 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 26, 2023 up until and including May 3, 2023 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 26, 2023 up until and including May 3, 2023 (starting value) in comparison with the trading day that Nyfosa publishes the interim report for the period January 1-March 31, 2026 (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 26, 2023 up until and including May 3, 2023 (starting value) in comparison with the trading day that Nyfosa publishes the interim report for the period January 1-March 31, 2026 (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, 2026, but no earlier than April 1, 2026 and no later than June 5, 2026. 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 and convertible bonds 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 dividend for additional ordinary shares of Class D

The meeting resolved in accordance with the Board of Directors' proposal, that if the company should issue ordinary shares of Class D during the period until the Annual General Meeting 2024, 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.

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 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, 2023, Nyfosa's property value amounted to approximately SEK 41 billion. Nyfosa's share has been listed on Nasdaq Stockholm Large Cap since 2018. Read more at www.nyfosa.se.

Press Release
25 April 2023 16:45:00 CEST



Attachments

[Report from Nyfosa AB's Annual General Meeting on April 25, 2023](#)