

## **NOTIFICATION OF THE ANNUAL GENERAL MEETING KLARABO SVERIGE AB**

Shareholders of KlaraBo Sverige AB, Corporate Registration Number 559029-2727, (the “**Company**”) are hereby notified of the Annual General Meeting (AGM) to be held on Tuesday, 3 May 2022. Due to the continued spread of the corona virus, the Annual General Meeting will be conducted via 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, meaning that no shareholders will be able to attend the Annual General Meeting in person or through proxy. Information on the decisions of the Annual General Meeting will be published as soon as the outcome of the postal voting is finally compiled on 3 May 2022.

### **Notification, etc.**

Shareholders who wish to participate at the Annual General Meeting must:

- both be listed in the register of shareholders maintained by Euroclear Sweden AB on Monday, 25 April 2022, and
- give notice of their attendance by casting their postal vote, in accordance with instructions below, so that the postal vote is available to the Company no later than on Monday, 2 May 2022.

### **Postal voting**

Postal voting is done by shareholders by completing a special form and signing it, after which the form is sent to the Company by post to the address KlaraBo Sverige AB, c/o Advokatfirman Lindahl KB, Studentgatan 6, 211 38 Malmö, Sweden (mark the letter "Annual General Meeting" ) or by e-mail to the address [klarabo@lindahl.se](mailto:klarabo@lindahl.se). The form will be available on the Company's website, [www.klarabo.se](http://www.klarabo.se), or will be provided on request. The completed form must be available to the Company no later than on 2 May 2022. The postal vote may not be provided with special instructions or conditions. If this is the case, the entire vote is invalid. Further instructions and conditions can be found in the postal voting form. The completed form will be considered as a notification of attendance of the shareholder at the Annual General Meeting.

### **Trustee registered shares**

To be able to participate at the Annual General Meeting, shareholders who have registered their shares in the name of a trustee must request registration of the shares in their own names in the register maintained by Euroclear Sweden AB. Registration of shareholders should be completed not later than on 27 April 2022. The shareholder should notify the trustee well in advance of this date. Such registration may be temporary.

### **Proxies**

Shareholders who intend to vote through a proxy must issue a dated power of attorney for the proxy. Such power of attorney must be attached to the postal voting form when sent to the Company. If the power of attorney is issued by a legal entity, an attested copy of the certificate of registration or its equivalent for the legal entity must be enclosed with the notice of participation. The period of validity of the power of attorney is permitted to extend to five years from the date of issue. The Company provides proxy forms on request and these are also available from the Company's website, [www.klarabo.se](http://www.klarabo.se).

## **Number of shares and votes**

At the time this notice, the Company has a total of 131,827,883 shares, of which 16,815,000 are shares of series A and 115,012,883 are shares of series B. The total number of votes amounts to 283,162,883, of which 168,150,000 votes are related to shares of series A and 115,012,883 votes are related shares of series B. The Company does not own any of its own shares.

## **Proposed agenda**

1. Opening of the Meeting and election of the Chairman for the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditors' Report, as well as the Consolidated Financial Statements and the Consolidated Auditor's Report
7. Resolution:
  - a) regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
  - b) regarding the appropriation of the Company's profit in accordance with the adopted balance sheet; and
  - c) regarding discharge from liability of the Board of Directors and the Managing Director.
8. Determination of the number of Board members, auditors and deputy auditors
9. Determination of fees for members of the Board of Directors and auditor
10. Election of Board members, Chairman of the Board and auditor
11. Submission of remuneration report for approval
12. Resolution regarding authorization for the Board of Directors to resolve on issue of shares, warrants and/or convertible instruments
13. Resolution regarding authorization for the Board of Directors to resolve on acquisitions and transfer of own shares
14. Close of the Meeting

## **Proposals for resolution**

The Nomination Committee has been appointed in accordance with the principles previously decided by the 2021 Annual General Meeting and comprises of (i) Roland Schylit, appointed by Anders Pettersson with company, (ii) Kent Söderström, appointed by Investment AB Spiltan with company, and (iii) Mats Johansson, appointed by himself. The chairman of the nomination committee has been Roland Schylit. The Nomination Committee has submitted proposals for items 1 and 8 – 10. Mats Johansson has not participated in the nomination committee's preparation and decisions concerning himself.

*Item 1 – Election of Chairman for the Meeting*

The Nomination Committee proposes the election of Lennart Sten as Chairman of the Annual General Meeting, or, in his absence, the person appointed by the Board of Directors.

*Item 2 – Preparation and approval of the voting list*

It is proposed that the voting list is the voting list established by the Company, based on the Annual General Meeting share register and incoming postal votes.

*Item 4 – Election of one or two persons to verify the minutes*

The Board of Directors proposes that Gustav Adielsson, Aktiebolaget Medulla, or in the event he is prevented, the person appointed by the Board of Directors, to the person to verify the minutes of the meeting. The task also includes checking the voting list and that incoming postal votes are correctly reflected in the meeting minutes.

*Item 7 b) – Resolution regarding the appropriation of the Company's profit in accordance with the adopted balance sheet*

The Board of Directors proposes that no dividend be paid for the financial year 2021, and that the remaining profits be carried forward.

*Item 8 – Determination of the number of Board members, auditors and deputy auditors*

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is eight. Furthermore, the Committee proposes one auditor with no deputy.

*Item 9 – Determination of fees for members of the Board of Directors and auditor*

The Nomination Committee proposes a fee of SEK 400,000 (400,000) to the Chairman of the Board and fees of SEK 200,000 (200,000) to each of the other Board members who is not employed by the Company. For the Audit Committee, fees are proposed of SEK 75,000 (75,000) to each of the members. For the Remuneration Committee, fees are proposed of SEK 40,000 (40,000) to each of the members. The fee to the Chairman of the Board includes fees for committee work. The Chairman of the Board shall thus not receive an additional fee in the event that he or she is a member of a committee.

The Nomination Committee also proposes that fees to the auditor are paid against approved invoices.

*Item 10 – Election of Board members, Chairman of the Board and auditor*

The Nomination Committee proposes the re-election until the end of the next Annual General Meeting of Lennart Sten, Anders Pettersson, Lulu Gylleneiden, Mats Johansson, Joacim Sjöberg, Sophia Mattsson-Linnala, Per Håkan Börjesson and Håkan Sandberg. It is proposed that Lennart Sten be re-elected as new Chairman of the Board.

All proposed board members are presented in more detail on the Company's website, [www.klarabo.se](http://www.klarabo.se).

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the Company's current auditor, the registered accounting firm Öhrlings PricewaterhouseCoopers AB, until the end of the next Annual

General Meeting. Öhrlings PricewaterhouseCoopers AB have notified that Authorized Public Accountant Mats Åkerlund will serve as the Auditor in Charge.

*Item 11 – Submission of remuneration report for approval*

The Board of Directors proposes that the Annual General Meeting resolves to approve the remuneration report in accordance with Chapter 8, Section 53 of the Swedish Companies Act.

*Item 12 – Resolution regarding authorization of the Board of Directors to issue new shares, warrants and/or convertible instruments*

The Board of Directors proposes it be authorized to, with or without deviation from shareholders' preferential rights and on one or several occasions during the period until the next Annual General Meeting, resolve to increase the Company's share capital with not more than 20 per cent of the share capital of the Company at the time of the Annual General Meeting, by issuing new shares of series B, or warrants or convertible instruments regarding such shares.

Any issues under this authorization shall be conducted under market conditions, subject to issue discounts in line with market practice. Payment may, apart from payment in cash, be made in kind or by set-off or otherwise be coupled with conditions pursuant to the Swedish Companies Act. The Board of Directors shall determine the other conditions for issues in accordance with this authorization and who shall have the right to subscribe for shares, warrants or convertibles. The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights and/or with payment in kind or by set-off or otherwise is that the Company in connection with acquisitions, directly or indirectly, of properties or property-owning companies may quickly need access to capital or be able to pay for such acquisitions with the Company's shares, or otherwise to capitalize the Company in a time- and cost-effective manner.

The Managing Director, or any person appointed by the Board of Directors, shall be authorized to make minor amendments to the Annual General Meeting's resolution and to take those measures that are required in connection with the registration of the resolution.

A resolution in accordance with this item is valid only where supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the General Meeting.

*Item 13 – Resolution regarding authorization of the Board of Directors to resolve on acquisitions and transfers of own shares*

The Board of Directors proposes it be authorized to, on one or several occasions during the period until the next Annual General Meeting, resolve on acquisitions of own shares as follows:

1. Acquisition may take place provided that the Company's holding does not at any time exceed ten per cent of all shares in the Company.
2. Acquisition may take place on Nasdaq Stockholm.
3. Acquisitions on Nasdaq Stockholm may only occur at a price per share within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price.

4. Payment for the shares shall be made in cash.

The Board further proposes it be authorized to, on one or several occasions during the period until the next Annual General Meeting, resolve on transfer of the Company's own shares as follows:

1. All treasury shares held by the Company at any given time may be transferred.
2. Transfer of own shares shall be made either on Nasdaq Stockholm or in another manner with deviation from shareholders' preferential rights.
3. Transfer of shares on Nasdaq Stockholm may only occur at a price per share within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price. Transfer of own shares in another manner shall be conducted under market conditions, subject to issue discounts in line with market practice.
4. Payment for transferred shares may, apart from payment in cash, be made in kind or by set-off.

The purpose of the authorization to acquire and transfer own shares is to provide the Board of Directors with greater freedom of action in relation to the Company's capital structure, and to make it possible for the Company to finance acquisitions with own shares. The possibility to deviate from the shareholders' preferential rights when transferring own shares is motivated by the fact that a transfer of shares on Nasdaq Stockholm, or otherwise with the deviation from the shareholders' preferential rights, can be done more rapidly and more cost efficient than by a transfer to the shareholders. If, in connection with an acquisition, the Company's own shares are transferred against compensation in any other form than cash, the Company cannot provide the shareholders the opportunity to exercise their preferential rights.

A resolution in accordance with this item is valid only where supported by shareholders holding not less than two thirds of both the votes cast and the shares represented at the General Meeting.

### **Information concerning the Annual General Meeting**

The Board of Directors and the Managing Director must, if a shareholder so requests and the Board of Directors considers it possible without this resulting in material damage to the Company, provide information concerning conditions that could influence the assessment of an item on the agenda, conditions that could influence assessments of the financial condition of the Company or subsidiaries and the Company's relationship to other Group Companies. Such a request from a shareholder must be submitted in writing to the Company no later than ten days before the Annual General Meeting by post to the address KlaraBo Sverige AB, c/o Advokatfirman Lindahl KB, Studentgatan 6, 211 38 Malmö, Sweden (mark the letter "Annual General Meeting") or by e-mail to the address [klarabo@lindahl.se](mailto:klarabo@lindahl.se). The information will be kept available on the Company's website [www.klarabo.se](http://www.klarabo.se) and at the Company's office with address Hyllie Stationstorg 2, 215 32 Malmö, Sweden no later than five days before the meeting. The information will also be sent to shareholders who so request and provide their address.

### **Documentation for the Annual General Meeting**

The financial statements and auditors' report, the auditors' opinion on the application of guidelines for the remuneration of senior executives, a complete set of proposals for the resolutions, and, where applicable, reasoned opinions as well as other documents

pursuant to the Swedish Companies Act will be available from the Company at Hyllie Stationstorg 2, 215 32 Malmö, Sweden, and on the Company's website, [www.klarabo.se](http://www.klarabo.se), not later than three weeks before the Annual General Meeting. Copies of the documents are sent to shareholders who have requested this and provided their postal address free of charge. The documents are available at the meeting by been available at the places specified above and by sending them to shareholders who so request.

### **Processing of personal data**

For information regarding the processing of your personal data in connection with the Annual General Meeting, please refer to the privacy policy available on <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Malmö, March 2021

**KlaraBo Sverige AB**

*The Board of Directors*