

## **NOTICE OF THE ANNUAL GENERAL MEETING IN KLARABO SVERIGE AB**

The shareholders in KlaraBo Sverige AB, Corporate Registration Number 559029-2727, (the “**Company**”) are hereby notified of the Annual General Meeting to be held on Wednesday, 3 May 2023 at 3 p.m. at Malmö Arena Hotel, Boulevard 12, 215 32, Malmö, Sweden.

### **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, 24 April 2023, and
- notify the Company of their intention to attend the Annual General Meeting, no later than on Wednesday, 26 April 2023, to the address Klarabo Sverige AB, c/o Advokatfirman Lindahl KB, Studentgatan 6, 211 38 Malmö, Sweden (Labelled “Annual General Meeting”), or by e-mail to klarabo@lindahl.se.

When giving notice of participation, shareholders must state: their name, personal ID/corporate registration number (or equivalent), address, daytime telephone number, shareholding in the Company, the names of any advisers (maximum two) and, when applicable, the name of a proxy or legal representative.

### **Nominee-registered shares**

To be able to participate at the Annual General Meeting, shareholders who have registered their shares in the name of a nominee 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 26 April 2023. The shareholder should notify the nominee well in advance of this date. Such registration may be temporary.

### **Proxies**

Shareholders who intend to be represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or its equivalent for the legal entity must also be presented. The period of validity of the power of attorney is permitted to be up to five years from the date of issue. To facilitate entry at the Meeting, copies of proxies, registration certificates and other authorisation documents should be enclosed with the notice of participation. The Company provides proxy forms on request and these are also available at the Company 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 16,300,000 are shares of series A and 115,527,883 are shares of series B. The total number of votes amounts to 278,527,883, of which 163,000,000 votes are related to shares of series A and 115,527,883 votes are related shares of series B. The Company owns 697,198 of its own shares of series B.

## **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 regarding:
  - a) the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
  - b) the allocation of the Company's profit in accordance with the adopted balance sheet; and
  - c) discharge from liability of the members of Board of Directors and the Managing Director.
8. Determination on the number of Board members, auditors and deputy auditors
9. Determination on the remuneration for members of the Board of Directors and the auditor
10. Election of Board members, Chairman of the Board and auditor
11. Resolution on approval of remuneration report
12. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares, warrants and/or convertible instruments
13. Resolution regarding authorisation for the Board of Directors to resolve on acquisitions and transfer of own shares
14. Resolution on guidelines for the remuneration of Board members and Company Management
15. 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.

### *Item 1 – Election of the Chairman for the Meeting*

The Nomination Committee proposes the election of Lennart Sten as Chairman of the Annual General Meeting, or, in his absence, such other person nominated by the Nomination Committee.

### *Item 7 b) – Resolution regarding the allocation 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 2022, and that the remaining profits be carried forward.

*Item 8 – Determination on 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 on the remuneration for members of the Board of Directors and the auditor*

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

The Nomination Committee also proposes that remunerations 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 authorised public accountant Mats Åkerlund will serve as the auditor in charge.

*Item 11 – Resolution on approval of remuneration report*

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

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

The Board of Directors proposes it be authorised to, with or without deviation from shareholders' pre-emption 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 authorisation 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 authorisation and who shall have the right to subscribe for shares, warrants or convertibles. The purpose of the authorisation and the reasons for any deviation from the shareholders' pre-emption 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 capitalise the Company in a time- and cost-effective manner.

The Managing Director, or any person appointed by the Board of Directors, shall be authorised 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 the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

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

The Board of Directors proposes it be authorised 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 authorised 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 authorisation 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 such a transfer 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 the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

*Item 14 – Resolution on guidelines for the remuneration of Board members and Company Management*

The Board of Directors proposes that the Annual General Meeting resolves to adopt guidelines for remuneration to Board members and Company Management in accordance with the following.

The guidelines shall apply to members of the Board and senior executives of the Company ("**Company Management**"). The guidelines shall apply until further notice, but no longer than until the 2027 Annual General Meeting, and shall apply to remuneration that is agreed upon, and changes made to already agreed remuneration, from the time the guidelines have been adopted by the 2023 Annual General Meeting. The guidelines do not cover remuneration resolved by the General Meeting.

An overall objective of the Company's business is to create value for the Company's shareholders by long-term ownership, development, and active management of attractive housing in growth regions. Value creation is measured as growth in net realisable value and profit from property management per share. For further information regarding the Company's business strategy, long-term interests, and sustainability, please refer to the Company's website, [www.klarabo.se](http://www.klarabo.se).

In order to promote the Company's business strategy, long-term interests, and sustainability and thus create long-term good value growth for shareholders, the Company shall have market-based and competitive remuneration levels and terms of employment in order to retain and, if necessary, recruit members to the Company Management with the required skills and experience. The total remuneration shall be based on factors such as position, performance, and individual qualification.

The Board of Directors shall set up a Remuneration Committee with the main task of preparing the resolutions of the Board regarding remuneration principles, remuneration and other employment terms for Company Management. The Remuneration Committee shall thus prepare proposals to guidelines regarding remuneration to members of the Board and Company Management, to be submitted to the Annual General Meeting for resolution at least every fourth year.

The Remuneration Committee shall furthermore monitor and evaluate ongoing programs and programs that have terminated during the year regarding variable remunerations to members of the Company Management (if applicable), the application of the guidelines for remuneration to members of the Board of Directors and Company Management, as resolved by the General Meeting, and structures of remuneration as well as levels of remuneration in the Company. The Chairman of the Board may be the Chairman of the Committee. Other Board members shall be independent in relation to the Company and the Company Management. If the Remuneration Committee hires an external consultant for its work, the Committee must ensure that no conflict of interest exists in relation to other assignments for the Company or the Company Management that the external consultant might have.

The Managing Director's remuneration is prepared by the Remuneration Committee and approved by the Board of Directors at an ordinary Board meeting. The Managing Director does not participate in this decision. The Board of Directors instructs the Managing Director to negotiate with other senior executives in accordance with these guidelines. On proposal from the Managing Director, the Remuneration Committee approves remuneration levels for other senior executives.

Total remuneration to Company Management may comprise of fixed salary, variable salary, pension benefits and other benefits. In addition to the aforementioned come terms for notice of termination.

- Fixed cash salary: The remuneration shall be based on the importance of the tasks, requirements for competence, experience, and performance. The fixed cash salary shall be considered equivalent to a market-based compensation for a satisfactory job. The fixed cash salary shall be reviewed annually to ensure that the salary is market-based and competitive.
- Variable salary: In addition to fixed cash salary, variable salary based on predetermined measurable criteria may be offered. The variable salary shall be linked to predetermined measurable criteria that shall be designed to promote the Company's business strategy and long-term interests. The criteria for variable salary to the Managing Director shall be prepared for each measurement period by the Remuneration Committee and approved by the Board of Directors. The criteria for variable salary to other senior executives shall be prepared for each measurement period by the Managing Director and approved by the Remuneration Committee.

Variable salary shall be based on outcomes in relation to set goals, both in relation to the Company's results and to individual performance. By letting the set goals link the remuneration of the Company Management to the Company's results and sustainability, this promotes the implementation of the Company's business strategy, long-term interests, sustainability, and competitiveness, and thus promote long-term good value growth for shareholders. Fulfilment of criteria for payment of variable salary shall be measured over a period of at least one year.

When the measurement period for meeting the criteria for payment of variable salary has ended, the extent to which the criteria have been met shall be assessed/determined. The Board of Directors is responsible for the assessment of variable salary to the Managing Director. For variable salary to other senior executives, the Managing Director is responsible for the assessment. For financial targets, the assessment shall be based on the most recently published financial information by the Company.

The variable cash remuneration may amount to a maximum of 50 percent of the total fixed cash salary during the measurement period for such criteria.

Variable salary shall not be pensionable unless it is regulated by mandatory collective agreement provisions that variable salary shall be pensionable. The Board of Directors shall have the right to recover variable salary paid on the basis of information that has subsequently been proven incorrect and provided for misleading purposes.

- Pension benefits: Pension provisions can be made for members of the Company Management corresponding to a maximum of 30 percent of fixed cash salary. The retirement age is 65. Members of the Company Management shall have premium-

based pension benefit plans unless the person is covered by a premium-based pension plan in accordance with mandatory collective agreement provisions.

- Other benefits: Other benefits can be provided in the form of, for example, medical insurance and car benefits and should help to facilitate the person's opportunities to fulfil his/her duties. The total value of those benefits shall correspond to market practice and constitute a limited value in relation to the total remuneration.

The notice period may not exceed 12 months. Salary during the notice period and, where applicable, severance payment may not together exceed an amount corresponding to the fixed cash salary for 18 months. In the event of termination by the senior executive, no severance payment will be made. In addition, compensation for any non-competition undertaking may be paid. Such compensation shall compensate for any loss of income and shall only be paid to the extent that the previous executive is not entitled to severance payment.

If the former executive is not entitled to severance payment, the remuneration for any commitment regarding non-competition shall amount to a maximum of 60 percent of the fixed cash salary, subject to mandatory collective agreement provisions, and shall be paid during the period of the non-competition, which shall be no more than 12 months after termination of employment.

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and terms of employment for the Company's employees have been taken into account in that information about the employees' total remuneration, the components of the remuneration and the remuneration's increase and rate of increase over time have formed part of the Remuneration Committee's and the Board of Directors' basis for decision-making when evaluating the reasonableness of the guidelines and the limitations resulting from them.

If a Board member performs work on behalf of the Company, in addition to the board work, consulting fees and other remuneration for such work may be paid by special decision of the Board of Directors. No remuneration is paid for board work beyond the board fee decided on by the annual general meeting.

The Board of Directors has the right to deviate from the above guidelines in whole or in part if in an individual case there are special reasons that justify it. As stated above, it is part of the Remuneration Committee's tasks to prepare the Board of Directors' decisions on remuneration issues, which includes decisions on deviations from the guidelines. Deviations may only be made if deemed necessary to satisfy the Company's long-term interests and sustainability or to ensure the Company's financial viability. If the Board of Directors deviates from the guidelines for remuneration to Board members and Company Management, this shall be reported at the next Annual General Meeting.

### **Information at the Annual General Meeting**

The Board of Directors and the Managing Director shall, upon request by any shareholder and where the Board of Directors considers that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda or the Company's financial situation. The duty to provide information also applies to such circumstances regarding the Company's subsidiaries, its relationship to other group companies and to the group accounts.

### **Available documentation**

The financial statements and auditor's report, the auditor's statement on the application of the guidelines for the remuneration to 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 at the Company's office on Hyllie Vattenparksgata 11A, 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 free of charge to shareholders who have requested this and provided their postal address. The documents will also be available at the Annual General Meeting.

### **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 2023

**KlaraBo Sverige AB**

*The Board of Directors*