

**The board of directors' proposed resolution on (i) amendment of the articles of association and (ii) an issuance of shares with payment through set-off**

**Proposed resolution on amendment of the articles of association**

In order to enable the share issue in accordance with the proposed resolution in item 7, the board of directors propose that section 4 of the articles of association regarding share classes is amended as follows with respect to the limits on share capital and the number of shares.

<b>Current wording</b>	<b>Proposed wording</b>
<b>Section 4 Share classes</b> The share capital shall be not less than SEK 2,700,000 and not more than SEK 10,800,000. The number of shares shall be not less than 54,000,000 and not more than 216,000,000.	<b>Section 4 Share classes</b> The share capital shall be not less than SEK 7,500,000 and not more than SEK 30,000,000. The number of shares shall be not less than 150,000,000 and not more than 600,000,000.

This resolution is conditional upon the general meeting resolving in accordance with the board of directors' proposals under items 7, 8 and 9 in the proposed agenda.

For a valid resolution, the resolution must be supported by not less than two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

As a consequence of the amendment, the articles of association shall have the wording set out in sub-schedule 1.

*N.B. The English version of the articles of association is an unofficial in-house translation of the Swedish original and, in case of discrepancies, the Swedish original shall prevail.*

## Sub-schedule 1 – New articles of association

### ARTICLES OF ASSOCIATION FOR KLARABO SVERIGE AB

Reg. no. 559029-2727

#### § 1. Business name

The company's business name is KlaraBo Sverige AB. The company is a public company (publ).

#### § 2. Registered office

The board of directors has its registered office in Malmö municipality.

#### § 3. Object of the company

The company shall own and manage properties, own and manage securities and carry out other operations consistent therewith.

#### § 4. Share classes

The share capital shall be not less than SEK 7,500,000 and not more than SEK 30,000,000. The number of shares shall be not less than 150,000,000 and not more than 600,000,000.

The shares shall be issued in two classes, class A and class B. Class A shares carry ten (10) votes per share and class B shares carry one (1) vote per share. Shares of each class can be issued in a quantity corresponding to the entire share capital.

Where the company resolves to issue new shares by way of a cash issue or a set-off issue, one old share shall entitle the holder to pre-emption rights to new share of the same class pro rata to the number of shares previously owned by the holder (primary pre-emption rights). Shares that are not subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). Unless shares offered in such manner are sufficient for the subscription which takes place pursuant to subsidiary pre-emption rights, the shares shall be allotted among the subscribers pro rata to the total number of shares previously owned in the company. Where this is not possible with respect to a particular share / particular shares, allocation shall be made by drawing lots.

If the company resolves to issue only one class of shares by way of a cash issue or set-off issue, all of the shareholders, irrespective of the class of share, shall hold pre-emption rights to subscribe for new shares pro rata to the number of shares previously owned.

What is said above shall not entail any restriction on the possibility for the company to adopt a resolution regarding a cash issue or set-off issue with deviation from shareholders' pre-emption rights.

What is prescribed above regarding shareholders' pre-emption rights shall apply mutatis mutandis to an issue of warrants and convertibles.

Upon an increase in the share capital by way of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class which already exist. Thereby, old shares of a particular class shall entitle to pre-emption rights to new shares of the same class. The aforementioned shall not entail any restrictions on the possibility to issue shares of a new class through a bonus issue, after the necessary amendment to the articles of association.

**§ 5. Conversion clause**

Class A shares shall upon demand of the owner of such shares be converted into class B shares. The demand for conversion, which shall be made in writing and state the number of class A shares to be converted to class B shares and if the demand does not cover the entire holding, which class A shares the conversion relates to, shall be submitted to the board of directors. The company shall without delay report the conversion to the Swedish Companies Registration Office for registration in the companies register. The conversion is effected when it has been registered and entered in the central securities depository register.

**§ 6. The board of directors**

The board of directors shall consist of not less than three and not more than eight members without alternate members.

**§ 7. Auditors**

The company shall have one or two auditors with not more than one alternate auditor.

**§ 8. Notice of general meeting**

Notice of general meeting shall be issued through an announcement in Post- och Inrikes Tidningar and on the company's website. At the time of the notice, information that notice has been issued shall be announced in Dagens Industri.

**§ 9. Notification in advance**

Shareholders who wish to attend a general meeting shall notify the company of their participation not later than the date specified in the notice of the meeting. This date shall not be a Sunday, another public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not fall earlier than the fifth working day prior to the meeting.

A shareholder may be accompanied by one or two advisers, but only if the shareholder has given notice of this pursuant to the previous paragraph.

**§ 10. Proxy collection and postal voting**

The board of directors can collect proxies in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The board of directors can, ahead of a general meeting, resolve that shareholders shall be able to exercise their voting rights by post before the general meeting.

**§ 11. Annual general meeting**

The annual general meeting shall be held annually within six months of the end of the financial year.

The following matters shall be dealt with at the annual general meeting.

1. Election of chairman of 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 auditor's report as well as, where applicable, the consolidated financial statements and the consolidated auditor's report.
7. Resolution on
  - a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet,
  - b) the disposition of the company's profit or loss as shown in the adopted balance sheet, and
  - c) discharge of liability for members of the board of directors and the chief executive officer.
8. Determination of the number of members of the board of directors as well as the number of auditors and alternate auditors.

9. Determination of the fees to be paid to the board of directors and the auditors.
10. Election of the board of directors and auditors and, where applicable, alternate auditors.
11. Any other matter falling within the competence of the general meeting pursuant to the Swedish Companies Act or the articles of association.

**§ 12. Financial year**

The company's financial year shall be 1 January - 31 December.

**§ 13. Central securities depository register**

The company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).

## **Proposed resolution on an issuance of shares with payment through set-off**

KlaraBo Sverige AB, reg. no. 559029-2727, (the “**Company**”) has entered into an agreement to acquire a property portfolio comprising approximately 4,100 apartments in total from SBB i Norden AB, reg. no. 559053-5174, (“**SBB**”) (the “**Portfolio Transaction**”) through a share transfer agreement (the “**Share Transfer Agreement**”). The Portfolio Transaction is conditional, amongst other things, upon the joint merger plan dated 18 May 2026 which has been adopted by the board of directors of the Company and Sveafastigheter AB (publ), reg. no. 559449-4329, (“**Sveafastigheter**”) (the “**Merger Plan**”) being approved by the general meetings of the Company and Sveafastigheter and upon the Swedish Companies Registration Office (or, if applicable, a court) granting the Company and Sveafastigheter permission to implement the merger between the Company and Sveafastigheter by way of absorption in accordance with Chapter 23, Section 1 of the Swedish Companies Act, with Sveafastigheter as the transferee company and the Company as the transferor company (the “**Merger**”). Under the Share Transfer Agreement, the Company shall, upon completion, make payment to SBB by issuing a promissory note (the “**Promissory Note**”) and SBB shall be entitled to subscribe for shares by setting off the Promissory Note.

The board of directors therefore propose that the general meeting resolves to increase the Company’s share capital through a directed issue of 32,600,001 shares of series A and 74,997,402 shares of series B, entailing an increase in the share capital of SEK 5,379,870.15 on the following terms:

1. The total subscription amount to be paid is SEK 3,583,258,864, which means that the subscription price to be paid for each new share of series A and share of series B amounts to approximately SEK 33.30. The basis for the subscription price has been determined following arm’s length negotiations with SBB and corresponds to the share price attributed to the Company’s shares in the Merger Plan for the Merger, after the adjustments mentioned therein.
2. The right to subscribe for shares of series A and shares of series B shall, with deviation from the shareholders’ pre-emption right, be granted to SBB. The reason for the deviation from the shareholders’ pre-emption right is to enable payment in shares of series A and shares of series B in the Portfolio Transaction.
3. Subscription for shares of series A and shares of series B shall take place on a separate subscription list no later than 26 December 2026. The board of directors shall be entitled to extend the subscription period.

4. Payment for subscribed shares of series A and shares of series B shall be made no later than 26 December 2026 by setting off the Promissory Note.
5. The portion of the subscription price exceeding the quota value of the shares shall be transferred to the non-restricted share premium reserve.
6. The new shares shall be entitled to dividends for the first time on the record date for dividends occurring immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.
7. The completion of the issue of the shares, including the subscription for the shares and the effectuation of delivery of the shares, is conditional upon the completion of the Portfolio Transaction.
8. The new shares of series A are subject to a conversion clause incorporated in the articles of association as stated in Chapter 4, Section 6 of the Swedish Companies Act.
9. The board of directors, or such person as the board of directors may appoint, is authorised to make such minor adjustments to the resolution as may prove necessary for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

This resolution is conditional upon the general meeting resolving in accordance with the board of directors' proposals under items 6, 8 and 9 in the proposed agenda.

For a valid resolution, the resolution must be supported by not less than two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

Documents, including a copy of the Company's articles of association and relevant documents pursuant to the Swedish Companies Act, will be available at the Company's office at Hyllie Vattenparksgata 11A, SE-215 32 Malmö and on the Company's website, [www.klarabo.se](http://www.klarabo.se), not later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who request them and provide their postal address. The documents will also be available at the extraordinary general meeting.

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Malmö in May 2026

**KlaraBo Sverige AB**

*The board of directors*