



Notice of Annual General Meeting of Eastnine AB (publ)

This is an unofficial translation of the Swedish notice. In case of any discrepancies between the Swedish notice and this English translation, the Swedish notice shall prevail.

Shareholders of Eastnine AB (publ), 556693-7404, are hereby given notice to attend the Annual General Meeting (“AGM”) to be held on Wednesday 15 May 2019, at 15:00 CET at Näringslivets Hus, Storgatan 19 in Stockholm. Registration for the meeting will commence at 12:30.

Seminar on the development in our investment region

All shareholders are invited to attend a seminar and discussion, with representatives from Eastnine and external experts regarding the company’s development, our real estate and the Baltic real estate market.

Program (CET):

- 12:30 Registration for the AGM opens (registration is possible until 15:00)
- 13:00 Seminar regarding Eastnine and the Baltic real estate market
- 14:30 Coffee break
- 15:00 AGM

Notification of participation

In order to be entitled to participate at the AGM, shareholders must be recorded as shareholders in the printout of the share register maintained by Euroclear Sweden AB on Thursday 9 May 2019 and give notice of their intention to participate at the meeting not later than Thursday 9 May 2019.

Notice of participation at the AGM may be given either by telephone +46 8 402 90 46, on the website www.eastnine.com/agm, or by regular mail to Eastnine AB (publ), “AGM”; C/O Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden.

The name, personal identification number (or company registration number), address and telephone number of the shareholder, shareholding and, if applicable, attendance of any representatives or assistants should be provided in the notice of participation. No more than two assistants may attend and only if the number of assistants has been stated in advance.

Personal data collected from powers of attorney and the share register kept by Euroclear Sweden AB will be used for registration and preparation of the voting list for the AGM.

Nominee-registered shares

In order to be entitled to participate at the AGM, shareholders whose shares are registered in the name of a nominee must temporarily re-register the shares in their own name. Such registration must be effected at Euroclear Sweden AB on Thursday 9 May 2019. Thus, the nominee should be notified in due time prior to this date.

Proxies etc.

Shareholders who are represented by proxy shall issue a power of attorney for the representative. Power of attorney in original and, for legal entities, certificate of registration should be submitted to the company at the address above in due time prior to the AGM. The power of attorney and certificate

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of registration may not be older than one year, the power of attorney may however be older if it, according to its wording, is valid for a longer period, maximum five years. The company provides proxy forms on the website www.eastnine.com/agm. The proxy form may also be requested by telephone on +46 8 402 90 46.

Please note that shareholders who are represented by proxy must also give notice of participation in accordance with the instructions given above and be registered in their own name with Euroclear Sweden AB on Thursday 9 May 2019.

Number of shares and votes

At the time of issuing the notice to attend the AGM, the company has a total of 22,370,261 registered shares, with one vote per share. The company holds 1,221,200 own shares.

Right to request information

Shareholders present at the AGM have a right to request information regarding the matters on the agenda or the company's economic situation in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

Admission cards

Admission cards entitling the holder to participate at the AGM will be distributed prior to the AGM to those shareholders who have given notice of participation. It is expected that shareholders will receive admission cards not later than on Monday 13 May 2019. Any shareholder who has not received an admission card prior to the AGM may obtain an admission card at the information desk at the AGM.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Decision on whether the meeting has been duly convened
7. Presentation of the annual report and the auditors' report, as well as of the consolidated financial statements and the auditors' report for the Eastnine group. In connection therewith:
 - a) address by the chairman of the board of directors including a report on the work of the board of directors
 - b) address by the CEO
 - c) report by the auditor regarding the audit work
8. Resolutions regarding:
 - a) adoption of the income statement and balance sheet as well as of the consolidated income statement and the consolidated balance sheet for the Eastnine group

- b) disposition of the company's result in accordance with the adopted balance sheet
 - c) discharge from liability of the members of the board of directors and the CEO
9. Report regarding the work of the nomination committee
 10. Decision on the number of members of the board of directors, auditors and deputy auditors
 11. Decision on remuneration to the board of directors and the auditor
 12. Election of members of the board of directors and chairman of the board of directors
 13. Election of auditor
 14. Decision on guidelines for remuneration to senior management
 15. Resolution regarding authorization for the board of directors to transfer own shares
 16. Resolution regarding authorization for the board of directors to acquire own shares
 17. Resolution to amend the articles of association
 18. Closing of the meeting

The nomination committee's proposals

The nomination committee consists of Magnus Lekander, chairman of the committee (East Capital), David Bliss (Lazard Asset Management), Mathias Svensson (Keel Capital) and Liselotte Hjorth (chairman of the board of directors of Eastnine).

The nomination committee shall prepare proposals regarding; chairman of the meeting (item 2), number of members of the board of directors, auditors and deputy auditors (item 10), remuneration to the board of directors and the auditor (item 11), members of the board of directors and chairman of the board of directors (item 12), and auditor (item 13).

At the time of publication of the notice the Company has not received any proposals from the nomination committee. The nomination committee will continue their work and the proposals will be published as soon as the Company receives them.

The board of directors' proposals

8. b) Disposition of the company's result

The board of directors proposes a dividend to the shareholders corresponding to SEK 2.30 per share and that the remaining profits are carried forward. The board of directors proposes that the dividend is distributed on two payment occasions of SEK 1.15 per share and dividend occasion. As the first record date for the dividend, Friday 17 May 2019 is proposed and as the second record date, Monday 18 November 2019 is proposed. If the AGM resolves in accordance with the proposal, it is expected that Euroclear Sweden AB will distribute the dividend payment on Wednesday 22 May 2019 and Thursday 21 November 2019, respectively.

14. Guidelines for remuneration to senior management

"Senior Management" refers to the CEO and CFO. The company shall offer a total remuneration in line with market conditions which will enable the company to recruit and retain the most suitable



executives. The remuneration to the CEO and CFO shall consist of fixed and variable salary, pension and insurance benefits as well as other customary benefits subject to approval by the board of directors and, from time to time, long term incentive programs that are share-based or share-linked, approved by the general meeting. The board of directors decides in its discretion according to certain set targets, based on the Senior Management's performances, whether or not they shall receive any variable salary. The Senior Management may receive variable salary corresponding to a maximum 50 percent of the fixed salary. The Senior Management has individual premium-based pension plans, pursuant to which the company pays premiums corresponding to 4.5 percent of their respective fixed salaries up to 7.5 Swedish income base amounts and premiums corresponding to 30 percent of the fixed salaries on the portion of the fixed salaries that exceeds 7.5 Swedish income base amounts.

These guidelines shall apply to the current employment agreements and to employment agreements entered into after a decision is taken by the general meeting in respect of these guidelines. The board of directors shall have the right to deviate from the principles adopted by the AGM if special reasons are at hand in an individual case.

15. Authorization to transfer own shares

The board of directors proposes that the AGM resolves to authorize the board of directors to transfer own shares, under the following conditions:

1. The share may be transferred on Nasdaq Stockholm or otherwise.
2. Transfer may take place with or without deviation from the shareholders' preferential rights.
3. Transfer on Nasdaq Stockholm may take place at a price per share within the registered share price interval from time to time, which means the spread between the highest buying price and the lowest selling price prevailing from time to time on the exchange.
4. The authorization covers all shares held by the company from time to time.
5. Payment for the shares shall be made in cash, contributions in-kind or set-off.
6. The authorization may be utilized on one or more occasions, however not longer than until the next AGM.

The purpose of the authorization to transfer own shares and the reasons for any deviation from the shareholders' preferential rights is to enable the board of directors an opportunity to adjust the company's capital structure and to use repurchased owned shares as payment for or financing of acquisitions or investments in order to create increased value for the shareholders.

A resolution in accordance with item 15 above requires that shareholders representing no less than two thirds of the votes cast as well as the shares represented at the AGM approve the resolution.

16. Authorization to acquire own shares

board of directors proposes that the AGM resolves to authorize the board of directors to acquire the company's own shares, under the following conditions:

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1. The share purchases may take place on Nasdaq Stockholm at a price per share within the registered share price interval from time to time, which means the spread between the highest buying price and the lowest selling price prevailing from time to time on the exchange.
2. Purchases may also be made in accordance with an offer directed to all shareholders with a cash consideration not below the market price at the time of the offer and with a maximum upward deviation of 20 percent.
3. The company may only purchase so many shares that the company's holding of its own shares does not at any time exceed 10 percent of all the shares in the company.
4. Payment for the shares shall be made in cash.
5. The authorization may be utilized on one or more occasions, however not longer than until the next AGM.

The purpose of this authorization to acquire own shares in the company is to enable the board of directors to adjust the capital structure and thereby generate a higher value for the shareholders.

A resolution in accordance with item 16 above requires that shareholders representing no less than two thirds of the votes cast as well as the shares represented at the AGM approve the resolution.

17. Amendment of the articles of association

The board of directors proposes that the AGM resolves to amend § 7 of the articles of association in respect of the auditor's term, entailing that the auditor can be elected for an optional term of 1-4 years.

The proposed new wording of § 7:

The board of directors consist of 3-6 members without deputies. It is elected annually at the AGM for the period up until the outcome of the next AGM.

1-2 auditors with or without deputy auditors are elected at the AGM for the period until:

- (i) the outcome of the AGM held the first year after the election of the auditor;
- (ii) the outcome of the AGM held the second year after the election of the auditor;
- (iii) the outcome of the AGM held the third year after the election of the auditor; or
- (iv) the outcome of the AGM held the fourth year after the election of the auditor.

A resolution in accordance with item 17 above requires that shareholders representing no less than two thirds of the votes cast as well as the shares represented at the AGM approve the resolution.

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Available documents

Annual accounts including the auditor's report as well as the complete proposals and statements according to the Swedish Companies Act together with pertaining statements by the auditor will be available at the office of Eastnine on Kungsgatan 35 in Stockholm and on the website

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www.eastnine.com/agm no later than three weeks prior to the AGM. Copies of the documentation and the notice will be sent free of charge to shareholders who so request and state their postal address.

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Stockholm in April 2019
EASTNINE AB (publ)
Board of Directors