

## **Quartiers Properties AB (publ)**

### **PRESS RELEASE**

Stockholm, 29 April 2021

### **Notice convening the Annual General Meeting of Quartiers Properties AB (publ)**

The shareholders of Quartiers Properties AB (publ), corp. reg. no 556975-7684, are hereby invited to attend the Company's Annual General Meeting (AGM) on Friday 4 June 2021.

As a result of the COVID-19 pandemic and the restrictions introduced to prevent the spread of infection, the Board of Directors have decided that the AGM will be held without physical attendance and that the shareholders shall be able to exercise their voting rights only by advance voting (postal voting), pursuant to the provisions of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198).

The Company welcomes all shareholders to exercise their voting rights by advance voting (postal voting) according to the procedure described below. Information about the resolutions passed at the AGM will be published on Friday 4 June 2021 as soon as the results of the voting have been definitively collated.

#### **Registration etc.**

Shareholders wishing to attend the AGM must:

- (i) be entered in printout of the register of shareholders produced by Euroclear Sweden AB on Thursday 27 May 2021; and
- (ii) notify the Company of their intention to participate by no later than Thursday 3 June 2021, by having cast their vote in accordance with the instructions under the heading "Postal voting" below.

#### **Shares held by nominees**

Shareholders whose shares are registered in the name of a nominee must temporarily re-register them in their own name ("voting rights registration") to be entitled to participate in the AGM. Shareholders must therefore contact their nominee in good time in accordance with the nominee's procedures and request such re-registration. Voting rights registration effected by the nominee by no later than Monday 31 May 2021 will be included in the production of the share register.

#### **Postal voting**

The Board of Directors has decided that shareholders are to be able to exercise their voting rights only by postal voting in accordance with Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). For postal voting a special form shall be used which, along with further instructions for postal voting, will be available on the Company's website [www.quartiersproperties.com](http://www.quartiersproperties.com) as of Friday 7 May 2021. Separate notification is not required; a postal voting form submitted will be regarded as notification. Completed forms must be received by the Company by no later than Thursday 3 June 2021.

Shareholders may request on their postal voting form that a decision or decisions on any of the items on the proposed agenda shall be deferred until a "resumed AGM", which must not be a purely postal voting

AGM. Any such resumed AGM shall take place if a resolution to that effect is passed at the AGM, or if shareholders representing no less than one tenth of all shares in the Company so request.

### **Proxy voting**

Shareholders voting by post via a proxy must issue a signed and dated power of attorney, which must be appended to the postal voting form along with a registration certification or other authorisation document for shareholders that are legal entities. Proxy authorisation forms are available on the Company's website [www.quartiersproperties.com](http://www.quartiersproperties.com), and can be sent by post to shareholders who have requested them and have stated their postal address.

### **Shareholders' right to information**

Shareholders of the Company at the AGM are, provided that the Board deems that this may take place without material damage to the Company, entitled to be provided with information concerning circumstances that may impact their judgement on a matter on the agenda, or concerning the Company's financial situation (under the right to ask questions pursuant to Chapter 7, Section 32 of the Swedish Companies Act). Any request for such information shall be made in writing to the Company at the address Quartiers Properties AB (publ), Att. Marcus Johansson Prakt, Strandvägen 7 A, SE-114 56 Stockholm, Sweden, or via e-mail to [marcus.prakt@quartiersproperties.se](mailto:marcus.prakt@quartiersproperties.se), and shall be received by the Company no later than ten days before the AGM, that is, no later than Tuesday 25 May 2021.

This information will be available on the Company's website [www.quartiersproperties.com](http://www.quartiersproperties.com) by no later than Friday 28 May 2021, together with a prerecorded speech in which the Chief Executive Officer reflects on the year 2020. The information will also be available at the Company's offices at Strandvägen 7 A, Stockholm, Sweden, as of the same day. The information will also be sent by post to any shareholders who have requested information in this way and have provided their address.

### **Number of shares and votes**

At the time this notice was issued, the Company had 51,754,520 ordinary shares, each carrying 10 votes, corresponding to 517,545,200 votes, and 6,769,868 preference shares, each carrying one vote, corresponding to 6,769,868 votes. There are consequently a total of 58,524,388 shares and a total of 524,315,068 votes in the Company.

### **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to approve the minutes
5. Determination as to whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual accounts and auditors' report, along with the consolidated financial statements and auditors' report for the Group
8. Resolutions regarding:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. appropriation of the Company's profit or loss in accordance with the adopted balance sheet;
  - c. discharge from liability for the Board members and Chief Executive Officer;

9. Adoption of the number of Board members and auditors, and deputies for these posts where appropriate
10. Determination of the fees for the Board and auditors
11. Election of Board members and auditors, and deputies for these posts where appropriate
12. Resolution regarding Nomination Committee
13. Resolution regarding authorisation to issue shares
14. Resolution regarding amendment of the Articles of Association
15. Closing of the meeting

#### **Proposed resolutions:**

##### **Item 2 – Election of chairman of the meeting**

The Nomination Committee, which consists of Andreas Bonnier and Mats Lundberg, proposes that Anna-Maria Heidmark Green, Lawyer, of Advokatfirman Wåhlin, be elected to chair the meeting, or in the event that she is unable to attend, a person who is nominated by a representative of the Nomination Committee.

##### **Item 3 – Preparation and approval of the voting register**

The voting register proposed for approval is the voting register drawn up on the basis of the AGM register of shareholders and postal votes received and approved by the chairman of the AGM and verified by the person appointed to approve the minutes.

##### **Item 5 – Election of one or two persons to approve the minutes**

The Board of Directors proposes that Carl Rosenblad (Rocet AB) be appointed jointly with the chairman to check the minutes, or in the event that he is unable to attend, a person who is nominated by a representative of the Nomination Committee. The role of the checker of the minutes is also to check the voting register and that advance votes received are correctly reproduced in the minutes of the AGM.

##### **Item 9 – Adoption of the number of Board members and auditors, and deputies for these posts where appropriate**

The Nomination Committee proposes that, for the period until the end of the next AGM, the Board of Directors shall consist of four ordinary Board members, with no deputies.

The Nomination Committee proposes that the Company, for the period until the end of the next AGM, shall have one auditor, with no deputy auditor, in the form of a registered audit firm.

##### **Item 10 – Determination of the fees for the Board and auditors**

The Nomination Committee proposes that Board fees of SEK 290,000 shall continue, unchanged, to be paid to the chairman and SEK 150,000 to each of the other Board members elected by the AGM.

In addition, the Board shall continue, unchanged, to be entitled to make decisions on paying Board members (personally or via companies) market-based, reasonable compensation for consulting work carried out that is not part of the usual Board-related work.

The Nomination Committee proposes that fees to auditors shall be paid on an ongoing basis in accordance with invoices approved by the Company.

### **Item 11 – Election of Board members and auditors, and deputies for these posts where appropriate**

The Nominating Committee proposes re-election of Jörgen Cederholm, Sten Andersen, Jimmie Hall and Andreas Bonnier as Board members for the period until the end of the next AGM. It is proposed that Jörgen Cederholm continue as chairman of the Board.

Details of the Board members who are proposed for re-election are available on the Company's website, [www.quartiersproperties.com](http://www.quartiersproperties.com).

The Nomination Committee proposes re-election of registered audit firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the next AGM. If Öhrlings PricewaterhouseCoopers AB is elected as auditors, Authorised Public Accountant Henrik Boman shall serve as principal auditor.

### **Item 12 – Resolution regarding Nomination Committee**

The Nomination Committee proposes that, prior to the 2022 AGM, it shall consist of Andreas Bonnier (representing Egonomics AB) and Mats Lundberg (representing Fastighets Aktiebolag Bränneröd and Mats Invest AB). Mats Lundberg is proposed as chairman of the Nomination Committee. Should a member of the Nomination Committee leave their post before completion of their mandate, the chairman of the Nomination Committee (or the Chairman of the Board, should the chairman of the Nomination Committee leave their post) shall contact the largest shareholder in terms of voting rights that has not already appointed a member and ask them to appoint a member. Should this shareholder decline to appoint a member, the next largest shareholder shall be asked, and so on. Changes to the composition of the Nomination Committee shall be posted on the Company's website.

No fees will be paid to the members of the Nomination Committee. However, members of the Nomination Committee may claim expenses from the Company for reasonable costs arising from the nomination procedure.

The Nomination Committee shall prepare proposals for the following resolutions prior to the 2022 Annual General Meeting:

- 1) proposal for election of chairman of the meeting;
- 2) proposal regarding the number of Board members and auditors, and deputies for these posts where appropriate;
- 3) proposal regarding Board member fees and remuneration for the Company's auditors;
- 4) proposal for election of Board members, and deputies for these posts where appropriate;
- 5) proposal for the election of Chairman of the Board;
- 6) proposal regarding election of auditors, and deputies for these posts where appropriate; and
- 7) proposal for decision on Nomination Committee.

### Item 13 – Resolution regarding authorisation to issue shares

The Board proposes that the AGM authorise the Board of Directors, up until the next AGM and within the scope of the Articles of Association, on one or more occasions, with or without deviation from shareholders' preferential rights, to decide on the issue of ordinary shares, share warrants and/or convertibles. An issue may be made in exchange for cash payment, via assets contributed in kind and/or via offsetting, or otherwise according to conditions. Share warrants shall only be issued in conjunction with the issue of ordinary shares, i.e. as part of a unit or equivalent. Decisions regarding the issue of shares, based on such authorisation, may generate an increase of no more than 15 percent in the Company's share capital, based on the size of the share capital when such authorisation is first used. For private cash issues the subscription price must be set on a market basis.

Furthermore, the Board proposes that the Board, or person designated by the Board, shall be entitled to make any minor amendments to the AGM's decision that may be necessary in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

### Item 14 – Resolution regarding amendment of the Articles of Association

The Board of Directors proposes that items 13.2 and 14 (paragraph 8 c) be amended in accordance with the following proposal. The Board of Directors further proposes that a new item, 13.5, be introduced in the Articles of Association, with the wording shown below.

#### Current wording of item 13.2

13.2 Notice convening the Annual General Meeting shall be made by advertising in *Post- och Inrikes Tidningar* (the Official Swedish Gazette) and shall be posted on the Company's website. At the same time as issuing the notice, the Company shall advertise in either of the *Dagens Nyheter* or *Svenska Dagbladet* daily newspapers that the notice has been issued.

#### Proposed wording of item 13.2

13.2 Notice convening the Annual General Meeting shall be made by advertising in *Post- och Inrikes Tidningar* (the Official Swedish Gazette) and shall be posted on the Company's website. At the same time as issuing the notice, the Company shall advertise in the *Dagens Nyheter* daily newspaper that the notice has been issued.

#### Current wording of item 14 (paragraph 8 c)

c. discharge from liability for the Board members and deputy Board members

#### Proposed wording of item 14 (paragraph 8 c)

c. discharge from liability for the Board members and Chief Executive Officer

#### Proposed wording of new item 13.5

13.5 The Board of Directors may prior to an AGM resolve that the shareholders shall be able to exercise their voting rights by post prior to the meeting in accordance with Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

Furthermore, the Board proposes that the Board, or person designated by the Board, shall be entitled to make any minor amendments to the AGM's decision that may be necessary in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

#### **Particular requirements for majority vote**

In order to be valid, resolutions under items 13 and 14 on the agenda must be seconded by shareholders representing no less than two-thirds of the votes cast as well as of the shares represented at the AGM.

#### **Complete proposals and available documents**

The proposals for resolutions under items 2, 3, 5 and 9–14 are complete.

The annual accounts and auditor's report for 2020 (including *inter alia* the Board's proposal for distribution of the Company's unappropriated profit) will be available from the Company and on the Company's website at [www.quartiersproperties.com](http://www.quartiersproperties.com) as of Friday 7 May 2021 and will be sent by post to those shareholders who so request and who provide their postal address.

#### **Processing of personal data**

Quartiers Properties AB (publ) org.nr 556975-7684, with its registered office in Stockholm, is the personal data controller for the processing of personal data carried out by the Company or its service providers in relation to the AGM. For information about how personal data is processed, please refer to [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf) (in Swedish).

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April 2021

**Quartiers Properties AB (publ)**

*Board of Directors*