



Quartiers Properties AB (publ)

PRESS RELEASE

Stockholm May 15, 2023

NOTICE TO ANNUAL GENERAL MEETING IN QUARTIERS PROPERTIES AB (PUBL)

The shareholders of Quartiers Properties AB (publ), reg. no 556975-7684 (the "**Company**"), are hereby summoned to the annual general meeting on Thursday 15 June 2023 at 10.00 a.m. at Qap Legal Advisors' premises at Norrlandsgatan 7 in Stockholm, Sweden.

Right to attend and notification

Shareholders who wish to attend the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB no later than Wednesday 7 June 2023,
- notify the Company of their participation no later than Friday 9 June 2023.

Notice shall be made in writing via e-mail to info@qaplegal.com or by regular mail to Qap Legal Advisors AB, att: "AGM Quartiers Properties", Norrlandsgatan 7-9, 111 43 Stockholm, Sweden. The notification shall include name, personal identity no or corporate registration no, shareholding, address, telephone number and, when applicable, information about representatives, proxies and assistants (no more than 2). When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders whose shares are registered in the name of a nominee must, in order to be entitled to attend the Annual General Meeting, have their shares registered in their own name in the share register maintained by Euroclear Sweden AB. Such re-registration may be temporary (so-called voting rights registration) and must be completed no later than 7 June 2023. Shareholders must therefore contact their nominee in good time according to the nominee's procedures and request such voting rights registration. Voting rights registration made by the nominee no later than Friday 9 June 2023 will be taken into account in the preparation of the share register.

Proxy etc.

If shareholders are represented by a proxy, the proxy must have a written, dated, and signed (by the shareholder) power of attorney for the general meeting. The power of attorney may not be older than one (1) year. If the power of attorney is issued by a legal entity, the proxy shall bring a registration certificate or equivalent certificate of authority for the legal entity to the general meeting. A proxy form will be available on the Company's website no later than three (3) weeks before the annual general meeting and will be sent to shareholders who request it and submit their postal address.

No of shares and votes

At the time of this notice, the number of outstanding shares in the Company amounts to 6,769,868 preference shares, with a voting value of one (1) vote per preference share, and 57,697,005 ordinary shares, with a voting value of ten (10) votes per ordinary share. Thus, there are a total of 64,466,873 shares and a total of 583,739,918 votes in the Company. The Company holds no own shares.

Proposed agenda:

1. Opening of the meeting;
2. Election of a chairman of the meeting;
3. Preparation and approval of the voting register;
4. Election of one or two persons to attest the minutes;
5. Determination of whether the meeting has been duly convened;
6. Approval of the agenda;
7. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements;
8. Resolutions regarding
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b) dispositions in respect of the company's profit or loss pursuant to the adopted balance sheet,
 - c) discharge from liability for the members of the Board of Directors and the Managing Director,
9. Establishment of the number of board members of the Board of Directors and auditors;
10. Establishment of fees to the Board of Directors and the auditors;
11. Election of members of the Board of Directors and auditors;
12. Resolution regarding the Nomination Committee;
13. Resolution authorizing the Board of Directors to issue shares, convertibles and/or warrants;
14. Resolution authorizing the Board of Directors to make minor adjustments to the resolutions;
15. Closing of the meeting.

Proposed resolutions:

Election of chairman of the meeting (item 2)

The Nomination Committee, which consists of Andreas Bonnier (representing Egonomics AB) and Mats Lundberg (representing Fastighets Aktiefbolag Bränneröd and Mats Invest AB), proposes that Dennis Lundquist from Qap Legal Advisors is appointed chairman of the meeting or, if he is prevented from doing so, the person designated by a representative of the Nomination Committee.

Allocation of result (item 8b)

The Board of Directors proposes that no dividend shall be paid for the financial year 2022 and to allocate the Company's result in accordance with the Board's proposal in the annual report. The current interest rate market climate and uncertainty in the capital market have led the Board of Directors to decide to postpone the handling of dividends on preference shares until after this year's high season for hotels in Marbella.

Establishment of the number of board members of the Board of Directors and auditors (item 9)

The Nomination Committee proposes that the Board of Directors, for the period until the end of the next annual general meeting, shall consist of four (4) ordinary members without deputies.

The Nomination Committee proposes that the Company, for the period until the end of the next annual general meeting, shall have one auditor, without deputy auditor, in the form of a registered auditing firm.

Establishment of fees to the Board of Directors and the auditors (item 10)

The Nomination Committee proposes that remuneration for the Board of Directors, for the period until the next annual general meeting, shall be paid with an amount of SEK 290,000 to the chairman of the Board of Directors and

with SEK 150,000 each to the other members of the Board of Directors. Furthermore, the Board of Directors shall be entitled to resolve to pay market-based and reasonable remuneration to board members (personally or through a company) for consultancy work performed that is not covered by customary board work.

The Nomination Committee proposes that fees to the auditor shall be paid on an ongoing basis according to approved invoices.

Election of members of the Board of Directors and auditor (item 11)

The Nomination Committee proposes, for the period until the end of the next annual general meeting, to (i) re-elect the board members Jörgen Cederholm and Andreas Bonnier, (ii) elect Raouf Lotfi and Merja Rahkola as new board members and (iii) re-elect Jörgen Cederholm as chairman of the board. The Nomination Committee thanks Jimmie Hall and Sten Andersen for six years of well-executed and valuable board work during a time when the Company has been listed on Nasdaq First North, developed and sold apartment projects, acquired and launched Boho Club, and successfully managed Covid-19 and successfully secured financing for the Company in a challenging time.

More information on the new members of the Board of Directors proposed for election

Raouf Lotfi

Year of birth: 1968

Raouf Lotfi is a Spanish/Egyptian national with a bachelor's degree from AUC (American University) in Cairo. He has an impressive background in the hospitality industry with over 30 years of experience and has opened more than 26 different F&B and leisure concepts around the world. Raouf is currently a member of the Board of Directors of the Lustica Bay Town Association and of Bohoclub Marbella, of which he is one of the conceptual creators of the latter. He is also the founder and co-owner of the well-known Besaya Group in Marbella, which he also manages, and which includes well-known concepts such as Finca Besaya, Tikitano, Besaya Beach, Mamzel and Notablu. Currently acting as Chief Leisure and Hospitality Officer for Lustica Bay Montenegro. Raouf has also completed and achieved Full Diplomat at the French Culinary Institute, FCI.

Raouf Lotfi owns no shares in the Company.

Merja Rahkola

Year of birth: 1966

Merja Rahkola is a seasoned entrepreneur and board member with extensive experience in sales, marketing, branding and customer experience in retail, hospitality, franchise, and luxury goods and has won several awards for her outstanding achievements in entrepreneurship, such as the Stevie Award for Female Entrepreneur of the Year and the Stevie Award for Best Consumer Concept of the Year. She was also a finalist for the Ernst & Young Entrepreneur of the Year Award and has been named among the Financial Times 1000 fastest growing companies and RLI's best F&B concept. In addition, Merja is an honorary judge for the largest business competition in Finland, a judge for the respected international competition Stevie Awards and Best Restaurants in Finland. Currently, Merja works as a business coach and board member by helping companies achieve sustainable growth.

Merja Rahkola owns no shares in the Company.

Information on the members of the Board of Directors proposed for re-election is available on the Company's website.

The Nomination Committee proposes re-election of the registered auditog firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor for the period until the end of the next annual general meeting. If Öhrlings PricewaterhouseCoopers AB is elected as auditor, the authorised auditor Henrik Boman will be the auditor in charge.

Resolution regarding the Nomination Committee (item 12)

The Nomination Committee proposes that, prior to the 2024 annual general meeting, the Committee 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 2024 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.

Resolution authorizing the Board of Directors to issue shares, convertibles and/or warrants (item 13)

The Board of Directors proposes that the annual general meeting resolves to authorize the Company's Board of Directors to, on one or more occasions and with or without deviation from the shareholders' preferential rights, resolve to increase the Company's share capital by issuing new shares, convertibles and/or warrants. Payment may be made in cash, in kind, by set-off or otherwise with conditions.

Resolutions on issues under the authorization may result in an increase of the Company's share capital by a maximum of fifteen (15) percent, calculated on the basis of the size of the share capital the first time the authorization is used.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is to enable issues of securities to be made to meet the Company's capital requirements and to secure the Company's continued operations and development. In case of deviation from the shareholders' preferential rights, any issue of securities shall be made on market terms, but with the possibility of providing a market-based new issue discount. The authorization shall be valid until the next annual general meeting of the Company.

Resolution authorizing the Board of Directors to make minor adjustments to the resolutions (item 14)

The Board of Directors proposes that the annual general meeting authorizes the Board of Directors, the CEO or the person otherwise appointed by the Board of Directors, to make such minor adjustments and clarifications of the resolutions adopted at the meeting to the extent necessary for registration of the resolutions.

Particular requirements for majority vote

Resolution under item 13 is valid only if supported by shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the meeting.

Information at the general meeting

Shareholders present at the annual general meeting are entitled to request information regarding circumstances that may affect the assessment of an item on the agenda in accordance with Chapter 7, Section 32 of the Swedish

Companies Act (2005:551). Requests for such information must be submitted in writing to the Company at the following address: Quartiers Properties AB (publ), attn. Carl-Fredrik Morander, Strandvägen 7 A, 114 56 Stockholm or by e-mail to carl-fredrik@quartiersproperties.com and must be received by the Company no later than ten (10) days prior to the annual general meeting.

Availability of documents and complete proposals

The annual report and the auditor's report will be made available at the Company's office no later than three (3) weeks prior to the annual general meeting and be sent to shareholders who so request and inform the Company of their postal address. The documents will also be available on the Company's website, www.quartiersproperties.com.

Complete proposals for resolutions are included in the notice. Any other documents in accordance with the Swedish Companies Act (2005:551) relating to the proposed resolutions will be available at the Company's office no later than two (2) weeks prior to the annual general meeting and will be sent to shareholders who so request and inform the Company of their postal address. The documents will also be available on the Company's website, www.quartiersproperties.com.

Processing of personal data

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

May 2023

Quartiers Properties AB (publ)

Board of Directors