



Notice of Annual General Meeting Samhällsbyggnadsbolaget i Norden AB (publ)

The shareholders of Samhällsbyggnadsbolaget i Norden AB (publ), corp. id. no 556981-7660, (the “Company”) are hereby given notice to attend the Annual General Meeting on Wednesday 5 May 2021.

Due to the coronavirus, the Board of Directors has decided that the Annual General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post. Information on the resolutions passed at the meeting will be disclosed on 5 May 2021, as soon as the outcome of the postal voting has been finally confirmed.

Since the Annual General Meeting will be conducted without the physical presence of shareholders, representatives or third parties, there will not be any speech by the CEO. However, a pre-recorded speech will be made available on the company’s website, sbbnorden.se, in connection with the Annual General Meeting.

Shareholders are welcome to submit questions to the CEO and the Board before the meeting in accordance with instructions under the heading Shareholders’ right to receive information. Questions are answered and commented on by the CEO and / or the Board of Directors on the Company’s website, sbbnorden.se, no later than 30 April 2021.

Registration and notification

Shareholders who wish to participate in the Annual General Meeting by postal voting must

- be recorded in the share register kept by Euroclear Sweden AB on 27 April 2021, and
- give notice of their intention to participate no later than 4 May 2021, by casting their postal votes in accordance with the instructions under the heading Postal voting below so that the postal voting form is received by Computershare no later than that day. Please note that the notification to the Annual General Meeting can only be made by postal voting.

For shareholders who have their shares registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to giving notice of participation by submitting its postal vote, such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date, 27 April 2021. Such registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee’s routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than 29 April 2021 will be

taken into account in the preparation of the share register.

Postal Voting

The Board of Directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and associations. A special form must be used for the postal vote. The form for postal voting is available on the company's website sbbnorden.se. Completed and signed forms for postal voting can be sent by mail to Computershare AB, "Samhällsbyggnadsbolaget i Norden AB:s årsstämma", Box 5267, 102 46 Stockholm or by e-mail to info@computershare.se. Completed forms must be received by Computershare no later than 4 May 2021. Shareholders who are natural persons may also cast their votes electronically through verification with BankID via a link provided on the Company's website sbbnorden.se. Such electronic votes must be submitted no later than 4 May 2021. The Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions or conditions can be found on the postal voting form and at the Company's website, sbbnorden.se.

Power of attorney

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the company's website sbbnorden.se. If the shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders' right to receive information

The board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda and any circumstances which may affect the assessment of the Company's and the group's financial position. A request for such information shall be made in writing to the company no later than 26 April 2021, at the address Samhällsbyggnadsbolaget i Norden AB (publ), Att: Marika Dimming, Strandvägen 1, 114 51 Stockholm, or by e-mail to ir@sbbnorden.se. The questions and responses will be made available on the company's website sbbnorden.se, and the company's head office Strandvägen 1, Stockholm, no later than 30 April 2021. The information is also sent to shareholders who request it and state their address.

Proposed Agenda

1. Election of the Chair of the Annual General Meeting
2. Preparation and approval of the voting list
3. Approval of the Agenda
4. Election of person to verify the minutes
5. Determination of whether the Annual General Meeting has been duly convened
6. Presentation of annual report and auditor's report as well as of the consolidated financial statements and the auditor's report for the group
7. Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
8. Resolution regarding appropriation of the Company's results in accordance with the adopted balance sheet
9. Resolution regarding discharge from liability of the Members of the Board of Directors and the CEO
10. Determination of the number of Members of the Board of Directors

11. Determination of fees to be paid to the Members of the Board of Directors and the Auditors
12. Election of Board of Directors, Chair of the Board of Directors and Auditor
13. Resolution on approval of the remuneration report
14. Determination on guidelines regarding composition and instructions for the Nomination Committee
15. Resolution regarding authorisation for the Board of Directors to resolve on issue of new shares etc.
16. Resolution regarding authorisation for the Board of Directors to resolve for the Company of transfer and acquisition of the Company's own shares

Proposals for resolutions

Election of the Chair of the Annual General Meeting (item 1)

The nomination committee proposes that the Chairman of the Board, Lennart Schuss, or the person appointed by the Board of Directors if he has an impediment to attend, is elected Chairman of the Annual General Meeting and that Fredrik Råsberg, Wistrand Advokatbyrå, or the person appointed by the Board of Directors if he has an impediment to attend, is elected keeper of the minutes of the Annual General Meeting.

Preparation and approval of the voting list (item 2)

The voting list proposed for approval is the voting list drawn up by the Chairman at the Annual General Meeting on behalf of the company, based on the general meeting's share register and advance votes received, as verified and recommended by the person approving the minutes.

Approval of the agenda (item 3)

The Board of Directors proposes that the agenda, which is included in this notice to the Annual General Meeting, be approved as the agenda at the Annual General Meeting.

Election of person to verify the minutes (item 4)

Johannes Wingborg, representing Länsförsäkringar Fonder, or the person appointed by the Board of Directors if he has an impediment to attend, is proposed to be elected to approve the minutes of the Annual General Meeting together with the Chairman. The task of approving the minutes of the Annual general Meeting also includes verifying the voting list and that the advanced votes received are correct stated in the minutes of the Annual General Meeting.

Determination of whether the Annual General Meeting has been duly convened (item 5)

It is proposed that the general meeting approve the convening of the Annual General Meeting.

Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet (item 7)

It is proposed that the general meeting approve the income statement and balance sheet included in the annual report provided, as well as the consolidated income statement and consolidated balance sheet.

Appropriation of the Company's results (item 8)

The Board of Directors proposes that dividend is distributed to the common shareholders with SEK 1 per Class A and Class B share and SEK 2 per Class D share. Payment shall be made quarterly.

Record dates for dividend distribution to Class A shares, Class B shares and Class D shares shall be 30 June 2021, 30 September 2021, 30 December 2021 and 31 March 2022 with an amount of 0.25 SEK per disbursement date for Class A shares and Class B shares and 0.50 SEK per disbursement date for Class D shares. Distribution of dividends is expected to be made by Euroclear Sweden AB three banking days after each record date.

Election of Members of the Board of Directors, Auditor etc. (items 10-12)

The Nomination Committee for the 2021 Annual General Meeting consists of Mia Batljan (Chairman, appointed by Ilija Batljan and Ilija Batljan Invest AB), Rikard Svensson (AB Arvid Svensson), Sven-Olof Johansson (Compactor Fastigheter AB) and Lennart Schuss (Chairman of the Board).

The Nomination Committee proposes that the Board of Directors shall consist of seven Members.

The Nomination Committee proposes that Lennart Schuss, Ilija Batljan, Sven-Olof Johansson, Hans Runesten, Anne-Grete Strøm-Erichsen, Fredrik Svensson and Eva Swartz Grimaldi are re-elected as Members of the Board of Directors.

The Nomination Committee proposes that Lennart Schuss is re-elected as Chair of the Board of Directors.

The Nomination Committee proposes that the registered auditing company Ernst & Young AB is re-elected as Auditor. Ernst & Young AB has announced that, subject to the approval of the proposal from the Nomination Committee, the Authorized Public Accountant Mikael Ikonen will be appointed as auditor-in-charge. The Nomination Committee furthermore proposes that Ingemar Rindstig is re-elected as individually elected auditor with Gabriel Novella as deputy.

The Nomination Committee's proposal corresponds with the Audit Committee's recommendation. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation of auditors have been subject to influence of third parties or been forced by any contractual terms limiting the freedom of choice in the selection of auditors.

The Nomination Committee proposes that the fees paid to the Board of Directors shall amount to SEK 1,950,000, of which SEK 450,000 shall be paid to the Chair of the Board of Directors and SEK 300,000 shall be paid to other non-employee Members of the Board of Directors elected by the Annual General Meeting. For committee work in the Remuneration Committee, a total fee of SEK 40,000 is proposed to be distributed with SEK 20,000 per member. For committee work in the Sustainability Committee, a total fee of SEK 60,000 is proposed to be distributed with SEK 20,000 per member. For the Audit Committee, which consists of Members of the Board of Directors, fees for participation are proposed to be included in the ordinary Board of Directors fees. Fees to the auditors are proposed to be paid in accordance with approved invoice.

Resolution on approval of the remuneration report (item 13)

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

Determination on guidelines regarding composition and instructions for the Nomination Committee (item 14)

It is proposed that the Annual General Meeting resolves that the following principles and instructions shall apply to the appointment of the Nomination Committee.

The Nomination Committee shall consist of representatives of up to three major shareholders and the Chair of the Board of Directors.

The Chair of the Board of Directors is charged with asking the three largest registered shareholders according to number of votes represented per 30 September 2021, to appoint one member each to the Nomination Committee. If any of these shareholders do not wish to appoint a member, further shareholders in order of number of votes represented are asked to appoint a member. The Chair of the Nomination Committee shall, unless the members of the Nomination Committee agree otherwise, be the member who represents the largest shareholder in number of votes. The Chair of the Nomination Committee shall have the casting vote. The names of the members of the Nomination Committee shall be published in the Company's interim report for the first three quarters of the year.

The term of office for the appointed Nomination Committee shall run until a new Nomination Committee takes office. If a significant change occurs in the ownership structure after the election of the Nomination Committee, the composition of the Nomination Committee must be changed in accordance with the principles above. The Nomination Committee shall prepare and submit proposals to the Annual General Meeting regarding the election of the Chair of the Annual General Meeting, the election of the Chair of the Board of Directors and the other Members of the Board of Directors, determination of fees for the Board of Directors and how the fees shall be divided between the Chair and the other Members as well as principles regarding remuneration for committee work, election and determination of fees regarding auditor and deputy auditor (if applicable), and determination on guidelines regarding appointment of a new Nomination Committee. The Nomination Committee shall be entitled to charge the Company with costs for recruitment consultants and other costs which may be required in order for the Nomination Committee to be able to fulfil its assignment. Remuneration shall not be paid for the work of the Nomination Committee.

Resolution regarding authorization for the Board of Directors to resolve on issue of new shares etc. (item 15)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up until the next Annual General Meeting and on one or more occasions, with or without deviation from preferential rights for the shareholders, to resolve to issue new shares of all types of shares present in the Articles of Association and subscription warrants and/or convertibles with the right to subscribe/convert to all types of shares present in the Articles of Association. Such a resolution may be made with the provision that payment must be made in cash and/or by set-off and/or consideration in kind and/or combined with other terms. The number of common shares and/or preference shares, subscription warrants or convertibles that may be issued due to the authorization shall not be limited in any other aspect than what follows from the limits regarding share capital and number of shares according to the Articles of Association that are valid at the time of issue.

The purpose of the authorization and, where applicable, the reason for the deviation from the shareholders' preferential right is to enable the acquisition of capital for expansion, company acquisitions and the Company's operations.

The issue price shall be determined in accordance with prevailing market conditions.

The Board of Directors or a person appointed by the Board of Directors shall have the right to make the minor adjustments to this resolution that may prove necessary in conjunction with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

This resolution regarding authorization for the Board of Directors to resolve on issue of new shares etc. is valid if it has been supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Resolution regarding authorisation for the Board of Directors to resolve for the Company of transfer and acquisition of the Company's own shares (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up to the next Annual General Meeting, to resolve upon transfer and acquisition of Series B shares and Series D shares in the Company as the Board of Directors deem appropriate, whereupon the following conditions shall apply:

1. Acquisition of shares in the Company may only take place through trading on Nasdaq Stockholm, or through an offer of acquisition for cash remuneration to all the Company's shareholders.
2. Acquisitions may only be made by a maximum of so many shares that, at any given time, the Company's own holdings does not exceed ten (10) percent of all shares in the Company.
3. Acquisition of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.
4. Acquisition of shares in accordance with an acquisition offer for cash considerations to all the Company's shareholders may only take place at a price which at the time of the acquisition offer does not fall below the market value of the shares and which exceeds the market value by a maximum of 30 percent.
5. Transfer of shares according to the authorization may be of all own shares held by the Company at the time of the Board of Directors' resolution.
6. Transfer of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.
7. Transfer of shares may also take place outside Nasdaq Stockholm in conjunction with company acquisitions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in-kind or set-off rights. The price for such a transfer may be in cash or value of property obtained that corresponds to the market price at the time of the transfer of the shares transferred, with the deviation deemed appropriate by the Board of Directors.
8. The authorization may be exercised on one or more occasions during the period up until the 2022 Annual General Meeting.

The purpose of the authorization for the Board to resolve on the acquisition of own shares is to give the Board of Directors increased scope for action and the opportunity to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value, as well as to exploit attractive business opportunities by fully or partially financing corporate acquisitions with the Company's own shares.

The reason for the allowance to deviate from the shareholders' preferential rights in conjunction with the transfer of the Company's own shares is that such a transfer can be done with greater speed and flexibility, and is more cost-effective than a transfer to all shareholders. If the Company's own shares are transferred for remuneration other than cash in conjunction with an agreement on acquisition of assets, the Company is not able to give the shareholders the opportunity to exercise any preferential right.

For a valid resolution in accordance with this item of the agenda, the proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Number of shares and votes

The total amount of shares in the Company is 1,522,207,334, divided into 209,977,491 Class A shares, 1,119,504,867 Class B shares and 192,724,976 Class D shares. Class A shares carry one vote while Class B shares and Class D shares carry 1/10 vote. The total number of votes in the Company is 341,200,475.3. This information pertains to the circumstances as per the time of issue of this notice. It can be noted that the Extraordinary General Meeting of the Company on 23 February 2021 decided to redeem all 30,713 Preference Shares with a record date for redemption on 23 April 2021.

Documents and further information

Accounting documents and the Audit Report, the remuneration report and as well as other necessary documents will be available at the Company website, www.sbbnorden.se no later than 14 April 2021. The documents will also be available at the Company, at the address Samhällsbyggnadsbolaget i Norden AB, Strandvägen 1, 114 51 Stockholm. Copies of these documents will be sent, free of charge, to shareholders upon request and notification of postal address.

Processing of personal data

For information on how your personal data is processed due to the Annual General Meeting, please see the website of Euroclear Sweden AB (<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>).

Stockholm, March 2021

Samhällsbyggnadsbolaget i Norden AB (publ)

The Board of Directors

For further information, please contact:

Ilija Batljan, CEO and Founder of Samhällsbyggnadsbolaget i Norden AB, ilija@sbbnorden.se

The information was submitted for publication, through the agency of the contact person set out above on 29 March 2021, at 13:00 CET.

Samhällsbyggnadsbolaget i Norden AB (publ) (SBB) is the Nordic region's leading property company in social infrastructure. The Company's strategy is to long term own and manage social infrastructure properties in the Nordics and rent regulated residential properties in Sweden, and to actively work with property development. Through SBB's commitment and engagement in community participation and social responsibility, municipalities and other stakeholders find the Company an attractive long-term partner. The Company's series B shares (ticker SBB B) and D shares (ticker SBB D) are listed on Nasdaq Stockholm, Large Cap. The Company's preference shares (ticker SBB PREF) are listed on Nasdaq First North Premier Growth Market. Certified Adviser is Erik Penser Bank (contact: certifiedadviser@penser.se / +46 84638300). Further information about SBB is available at www.sbbnorden.se.