

# Notice to attend the Annual General Meeting of Wallenstam AB (publ)

**The shareholders of Wallenstam AB (publ) corporate id. no. 556072-1523 (registered office: Gothenburg), are called to attend the Annual General Meeting (AGM) on Tuesday, April 29, 2025, at 4.00 p.m. at the Elite Park Avenue Hotel, Kungsportsavenyen 36–38 in Gothenburg. The venue opens for registration at 2.30 p.m. Light refreshments will be served before the AGM.**

**Please note that no bags are allowed in the meeting room. Bag storage will be offered in the cloakroom. Exceptions will be made for people who need to bring a bag for medical reasons and for people in the company of small children who need a diaper bag. Bags, that are permitted, will be checked before entering the meeting room.**

## Notification etc.

### **a. Attending the meeting venue in person**

Shareholders who wish to attend the meeting venue in person or by proxy must be registered as a shareholder in the share register kept by Euroclear Sweden AB by April 17, 2025, and must also notify the company of their intention to participate in the AGM no later than April 23, 2025.

Notice of participation at the AGM can be made in the following ways:

- by phone +46 31 743 95 91
- by post to Wallenstam AB (publ), FAO: Louise Wingstrand, SE- 401 84 Gothenburg, Sweden
- on Wallenstam's website at [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma)

During notification, the shareholder must state:

- name (business name)
- social security number (company registration number)
- address and telephone number
- the name and social security number of any proxy
- the number of any accompanying assistants (no more than two)

For those who wish to be represented by a proxy, a written and dated power of attorney signed by the shareholder must be attached to the notification and presented at the meeting. A form of proxy is available on Wallenstam's website, [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma). If the shareholder is a legal person, a registration certificate, or if such document does not exist, other corresponding authorization documentation must be attached.

### **b. Participation by postal voting**

Shareholders who wish to participate in the AGM by postal voting must be registered as a shareholder in the share register kept by Euroclear Sweden AB by April 17, 2025, and must



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also notify the company of their intention to participate in the AGM by submitting a postal voting form in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than April 23, 2025.

A special form shall be used for postal voting. The form is available on Wallenstam's website, [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma). The completed and signed form may be sent by post to Wallenstam AB (publ), Annual General Meeting, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm or by e-mail to [generalmeetingsservice@euroclear.com](mailto:generalmeetingsservice@euroclear.com) stating Wallenstam in the subject line. The completed and signed form must be received by Euroclear Sweden AB no later than April 23, 2025. Shareholders may also submit the postal vote electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/euroclearproxy>.

Shareholders may not provide specific instructions or conditions in the voting form. If so, the vote (i.e. the postal vote, in its entirety), is invalid.

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the form. A form of proxy is available on Wallenstam's website, [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma). If the shareholder is a legal person, a registration certificate or other corresponding authorization document must be attached to the form.

Further instructions and conditions are provided in the postal voting form.

A person who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions stated under a) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

### **Nominee-registered shares**

In order to be entitled to participate in the AGM, a shareholder whose shares are registered in the name of a nominee, must, in addition to giving notice of participation in the AGM, register its shares in its own name so that it is registered as a shareholder in the share register kept by Euroclear Sweden AB by April 17, 2025. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time as decided by the nominee. Voting rights registrations that have been made no later than April 23, 2025, will be taken into account in the presentation of the share register.

### **Questions about the AGM**

For questions about the AGM, please contact Euroclear Sweden AB by telephone +46 8 402 91 33 (Monday–Friday 9.00 a.m.–4.00 p.m.) or Louise Wingstrand at Wallenstam AB by telephone +46 31 743 95 91.

### **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
6. Determination of whether the meeting has been duly convened
7. Statements by the Chairman of the Board of Directors and the Managing Director
8. Presentation of the annual accounts and consolidated annual accounts as well as the audit report for the parent company and the Group
9. Resolution regarding the adoption of the income statement and balance sheet and also the consolidated income statement and consolidated balance sheet
10. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet
11. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
12. Resolution regarding the number of members of the Board of Directors and the number of auditors
13. Resolution regarding the fees to be paid to the members of the Board of Directors and the auditor
14. Election of the Chairman of the Board of Directors and other members of the Board of Directors
15. Election of the auditor
16. Election of the Nomination Committee
17. Presentation of the Board of Director's remuneration report for approval
18. Resolution regarding authorization for the Board of Directors to decide on acquisitions of the company's own shares
19. Resolution regarding authorization for the Board of Directors to decide on transfers of the company's own shares
20. Closing of the AGM

### **Motions**

Item 2: The Nomination Committee proposes that Lars-Åke Bokenberger be elected as chairman of the meeting.

Item 10: The Board of Directors proposes that a dividend of SEK 0.50 per share shall be paid for the 2024 financial year, spread over two payment dates of SEK 0.25 each per share. The record day for the first payment is proposed to be May 2, 2025, and November 3, 2025, for the second payment. If the AGM resolves in accordance with the proposal, Euroclear Sweden AB is expected to execute the first payment on May 7, 2025, and the second payment on November 6, 2025.

Item 12: The Nomination Committee proposes that six members of the Board of Directors be appointed, and that one auditor be appointed.

Item 13: The Nomination Committee proposes that remuneration to the members of the Board of Directors should be paid as follows (resolution for year 2024 in parenthesis):

Chairman of the Board of Directors	SEK 1,100,000	(1,050,000)
Vice Chairman	SEK 310,000	(295,000)
Other members, who are not employed by the company	SEK 200,000	(190,000)



The sums include compensation for committee work. It is noted that Rebecka Wallenstam is employed by the company and therefore will not receive compensation for Board work.

Furthermore, it is proposed that SEK 1,000,000 (1,000,000) should be paid in extra directors' fees to the Chairman of the Board of Directors. The intention, like the preceding year, is that Lars-Åke Bokenberger in his chairmanship position shall assist the company management to a significant extent during the year.

The proposed compensation to the members of the Board of Directors thus amounts to SEK 2,010,000 (1,725,000) plus SEK 1,000,000 (1,000,000), which will be SEK 3,010,000 (2,725,000) in total.

The Nomination Committee proposes that fees be paid to the auditor according to approved invoice.

Item 14: The Nomination Committee proposes the re-election of Lars-Åke Bokenberger, Karin Mattsson, Agneta Wallenstam, Mikael Söderlund and Rebecka Wallenstam as well as the new election of Karl Engelbrektson. It is proposed to re-elect Lars-Åke Bokenberger as the Chairman of the Board of Directors.

A presentation of the individuals proposed by the Nomination Committee for election to the Board of Directors, as well as the Nomination Committee's reasoned statement regarding the proposed Board of Directors, are available on Wallenstam's website, [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma).

Karl Engelbrektson, who is proposed for new election, has a solid background in defense and security, with experience as the Chief of the Swedish Army and as Sweden's representative in the EU and NATO, as well as several years of experience from the Swedish Government Offices and the Headquarters of the Swedish Armed Forces. He is, *inter alia*, Chairman of Sparc Group AB and a member of the Royal Swedish Academy of War Sciences and the Swedish Society for International Affairs, as well as an advisor to the Stockholm School of Economics, Volvo AB and Ramudden Global.

Item 15: The Nomination Committee proposes that KPMG be elected as Wallenstam's auditor for the period until the end of the 2026 AGM. KPMG has advised that Mathias Arvidsson will be the chief auditor if the AGM elects KPMG as auditor. The Nomination Committee's proposal is in line with the Audit Committee's recommendation concerning election of the auditor.

Item 16: The Nomination Committee proposes that a new Nomination Committee be appointed for the 2026 AGM in accordance with the following:

If the AGM approves the Nomination Committee's proposal with regard to the Chairman of the Board of Directors, Lars-Åke Bokenberger is proposed for election as a member of the Nomination Committee in his capacity as Chairman of the Board of Directors, otherwise the individual elected as Chairman. It is further proposed that Hans Wallenstam (principal shareholder) and Dick Bergqvist (AMF) be elected as members of the Nomination Committee.



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Dick Bergqvist is proposed for election as chairman of the Nomination Committee. It is noted that Dick Brenner has declined re-election.

Should a member resign prematurely, the remaining members shall if necessary appoint a new member in line with what is stated above, to serve on the Nomination Committee until a new Nomination Committee is appointed.

The Nomination Committee shall fulfil the duties that arise under the Swedish Corporate Governance Code.

Item 18: The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the next AGM, to take decisions regarding the acquisition of as many of its own B shares on Nasdaq Stockholm or another regulated market, such that the company's holding at any one time does not exceed 10 percent of all shares in the company. Such acquisitions shall take place at the best available price for the company. The restrictions on the highest and lowest price arising under applicable stock exchange rules must be observed. The purpose of the authorization to acquire the company's own shares is to provide the Board of Directors with the freedom of action to adjust the company's capital structure and create value for the company's shareholders.

Item 19: The Board of Directors proposes that the AGM resolves to authorize the Board of Directors, on one or more occasions until the date of the next AGM, to take decisions on the transfer of the company's own shares, as follows:

The Board of Directors may decide to transfer the company's own shares on Nasdaq Stockholm or another regulated market. The Board of Directors may also – with or without preferential rights for shareholders – take decisions regarding the transfer of the company's own shares by other means than through Nasdaq Stockholm or another regulated market. Transfer may take place against cash payment, for valuable consideration in other assets than cash or by offsetting debt through the company's transfer of shares in exchange for a claim against the company. The Board of Director's decision regarding transfer must be executed within the time period determined by the Board of Directors. Transfers shall take place at the best available price for the company and may not exceed the number of shares held by the company at the time of transfer. The restrictions on the highest and lowest price arising under applicable stock exchange rules must be observed.

The purpose of the proposed authorization is to:

- promote a more efficient capital structure in the company, which is anticipated to have a positive effect on the price of the company's shares and thus contribute to creating the largest possible return for the shareholders,
- create flexibility in the company's ability to distribute capital to the shareholders,
- continually adapt the company's capital structure to its capital requirements at any given time in order to contribute to increased shareholder value, and
- enable the financing of acquisitions through payment with the company's own shares.



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

At the time of issue of this convening notice, the number of shares in the company totalled 660,000,000, distributed among 69,000,000 A shares, which carry ten votes each and 591,000,000 B shares, which carry one vote each. Thus, the number of votes in the company totalled 1,281,000,000.

### **Documents**

The Nomination Committee's and Board of Directors' proposals and reasoned statements are available on the company's website at [www.wallenstam.se/arsstamma](http://www.wallenstam.se/arsstamma) and at the company's office at Kungsportsavenyen 2, Gothenburg. The Remuneration Report, Annual Report, Audit Report and the Auditor's Statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) and other complete decision data will all be available no later than April 8, 2025.

The above documents will also be sent to shareholders who so request and who provide their mail address or e-mail address. To have the documents sent, please contact Louise Wingstrand by telephone +46 31 743 95 91.

### **Disclosures**

The Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors considers that it may occur without material harm to the company, disclose information at the AGM about circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relationship with other Group companies.

### **Processing of personal data**

For information about how your personal data are processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammar-engelska.pdf>

If you have any questions regarding our processing of personal data you are welcome to contact us by e-mail [dataskydd@wallenstam.se](mailto:dataskydd@wallenstam.se).

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Gothenburg, March 2025  
Wallenstam AB (publ)  
Board of Directors

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#### **For further information, please contact:**

Susann Linde, CFO and Head of Investor Relations Wallenstam AB, tel. +46 31 20 00 00 or +46 705 17 11 34  
[www.wallenstam.se](http://www.wallenstam.se)

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Wallenstam is a property company that manages, builds and develops properties for sustainable living and enterprise in Gothenburg, Stockholm and Uppsala. The property holdings are valued at around SEK 66 billion and the customer base consists of around 12,200 households and 1,000 enterprises. The total lettable area is around 1.4 million sq m. Wallenstam is self-sufficient in renewable electrical energy through its own wind turbines in operation. The company's B shares have been listed on Nasdaq Stockholm since 1984.