



Press release

April 21, 2021

Report from Nyfosa AB's Annual General Meeting on April 21, 2021

Nyfosa AB's Annual General Meeting was held today on Wednesday April 21, 2021. Due to the Covid-19 pandemic, the meeting was held only through advance postal voting pursuant to temporary legislation, and thus without the physical presence of shareholders, proxies or external parties. The main resolutions adopted were the following.

Adoption of balance sheets and income statements

The meeting resolved to adopt the balance sheet and the consolidated balance sheet as per December 31, 2020 as well as the income statement and the consolidated income statement for the financial year 2020.

Disposition of the company's earnings

The meeting resolved, in accordance with the Board of Directors' proposal, on an ordinary dividend to the shareholders until the next Annual General Meeting, of a total of SEK 3.00 per share with a quarterly payment of SEK 0.75 per share, and an extra dividend of SEK 1.00 per share. Record days for the ordinary quarterly dividend was set for Friday April 23, 2021, Wednesday June 30, 2021, Thursday September 30, 2021 and Thursday December 30, 2021, and record day for the extra dividend was set for Friday April 23, 2021. The balance of SEK 7,627,354,214 is carried forward. Dividend is estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

Discharge from liability

The meeting resolved to discharge the Board of Directors and the CEO from liability for the management of the company's business during the financial year 2020.

Remuneration report

The meeting resolved, in accordance with the Board of Directors' proposal, to approve the report regarding remuneration to the CEO and the Board of Directors for the financial year 2020.

Board of Directors and auditors

The meeting resolved that the Board of Directors shall consist of seven directors elected by the meeting with no deputies. Johan Ericsson, Mats Andersson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall, Per Lindblad and Jenny Wärmé were re-elected as directors. The meeting re-elected Johan Ericsson as chairman of the Board of Directors. For further information about the Board of Directors, please visit the company's website www.nyfosa.se.

The registered accounting firm KPMG AB was re-elected as the company's auditor for the period until the end of the next Annual General Meeting. Mattias Johansson will continue as the auditor in charge.

The meeting resolved that a remuneration to the directors of SEK 500,000 shall be paid to the chairman of the Board of Directors and SEK 200,000 shall be paid to each other director elected by the meeting who is not employed by the company. Further, for work in the audit committee, remuneration of SEK 70,000 shall be paid to the chairman of the audit committee and SEK 35,000 to each other member of the audit committee. In addition, for work in the remuneration committee,

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remuneration of SEK 40,000 shall be paid to the chairman of the remuneration committee, and SEK 20,000 to each other member of the remuneration committee.

The meeting resolved that remuneration to the auditor will be paid in accordance with approved invoices.

The resolutions were adopted in accordance with the nomination committee's proposals.

Directed issue of warrants and approval of transfer of warrants (LTIP 2021)

In accordance with the Board of Director's proposal, the meeting resolved to implement a long-term incentive program for employees in the Nyfosa Group. In order to implement the program, the meeting resolved on a directed issue of not more than 1,098,000 warrants divided into two different series. A maximum of 549,000 warrants shall be issued in Series I and a maximum of 549,000 warrants shall be issued in Series II. The warrants shall be issued free of charge to the company's wholly owned subsidiary Nyfosa LTIP AB, which shall transfer the warrants to employees. The reason for not applying the shareholders' pre-emption rights is to introduce an incentive program and thereby a competitive remuneration structure, to provide alignment for the management team with company strategy, to create focus amongst employees on delivering exceptional performance which contributes to value creation for shareholders and to give employees the opportunity to take part in the company's success.

The subsidiary shall transfer the warrants to employees in the Group (divided in certain categories) on market terms at a price (premium) established on the basis of a calculated market value by an independent valuation institute. Warrants of Series I and Series II are transferred to the participants in so-called units consisting of one warrant of Series I and one warrant of Series II, i.e. acquisitions may only be made of an equal number of warrants of each series. Under Series I, the subscription price per share upon exercise of the warrants shall be an amount corresponding to 122.5 percent of the average share price at the time of the issue of the warrants. Under Series II, the subscription price per share upon exercise of the warrants shall be the volume weighted average share price on the trading day Nyfosa publishes the interim report for the period January-March, 2024 reduced by an amount corresponding to the highest of (i) an amount corresponding to the average share price at the time of the issue of the warrants, multiplied with (a) the average total return index value for Nyfosa at the time of the issue of the warrants (starting index value 100) in comparison with the index value for the trading day that Nyfosa publishes the interim report for the period January-March, 2024, (b) reduced by the average total return index value for real estate companies listed on Nasdaq Stockholm during the same period (starting index value 100), and (ii) SEK 0.

Subscription of shares in accordance with the terms and conditions for the warrants as a result of exercising the warrants may be exercised during a two-week period from the day following the announcement of the company's interim report for the period January-March, 2024, the period January-June, 2024, and the period January-September, 2024. Upon full subscription of all 1,098,000 warrants, a maximum of 1,098,000 new shares may be issued, which corresponds to a maximum dilution of approximately 0.60 percent of the total number of shares and the total number of votes in the company upon full subscription of all warrants. The participants shall have the right to, upon subscription for shares using the warrants, request that an alternative exercise model shall be applied in accordance with the complete terms and conditions.

The warrants shall be subject to an obligation for participants who wish to transfer or otherwise dispose of his or her warrants, to first offer the warrants to the company or its subsidiaries to the lowest of the acquisition value and the market value. Should a participant's employment with or assignments for the company be terminated during the program, a corresponding right of first refusal

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shall apply. The company will by means of a cash bonus subsidize part of the participant's premium. The bonus corresponds to the amount that the participant chooses to invest in the incentive program, up to guaranteed level. The bonus consists of two payments, each representing 50 percent, during the term of the warrant program.

Issue authorisation

The meeting authorised the Board of Directors to resolve to issue new shares on one or several occasions for the period up to the next Annual General Meeting, to the extent that such new issue can be carried out without amending the articles of association. An issue may be carried out with or without deviation from the shareholders' preferential rights. Based on the authorisation, the Board of Directors may resolve to issue a number of new shares corresponding to a maximum of ten percent of the total number of outstanding shares in the company at the time of the Annual General Meeting.

Amendments to the articles of association

The meeting resolved in accordance with the Board of Directors' proposal to amend the articles of association so that a new section 11 is introduced which allows for the Board of Directors to collect powers of attorney in accordance with the procedure described in chapter 7, section 4, of the Swedish Companies Act and for the Board of Directors to decide that the shareholders shall be able to exercise their right to vote by post before the general meeting.

For more information, please contact:

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The information was submitted for publication through the agency of the contact person set out above on April 21, 2021 at 11.00 a.m. CEST.

About Nyfosa

Nyfosa is a transaction-based property company that creates value by accumulating sustainable cash flows and continuously evaluating new business opportunities. Our opportunistic investment strategy enables acquisitions in various geographies and categories, but we prioritize commercial properties in high-growth municipalities. We manage and develop our properties in close collaboration with tenants and the surrounding community, with the perspective that sustainability and profitability go hand in hand. As of March 31, 2020, Nyfosa's property value amounted to approximately SEK 30.6 billion. Nyfosa's share has been listed on Nasdaq Stockholm Large Cap since 2018. Read more at www.nyfosa.se.

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