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Press release
18 April 2023

Notice of annual general meeting in Stendörren Fastigheter AB (publ)

Stendörren Fastigheter AB (publ), Reg. No. 556825-4741, with its registered office in Stockholm, summons to the annual general meeting to be held on 23 May 2023, at 2.00 p.m. CEST, at Garnisonen, conference room Humlegården, at Karlavägen 100 in Stockholm, Sweden.

Right to participate in the annual general meeting and notice of participation

A shareholder who wishes to participate in the annual general meeting must

- firstly* be recorded in the shareholders' register maintained by Euroclear Sweden AB relating to the circumstances on 12 May 2023,
- secondly* no later than 16 May 2023 give notice via e-mail to bolagsstamma@stendorren.se or by post to Stendörren Fastigheter AB (publ), Bolagsstamma, Linnégatan 87B, SE-115 23 Stockholm, Sweden. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as of any proxy.

Proxies

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.stendorren.se. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority must be enclosed. To facilitate the registration at the general meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 22 May 2023.

Nominee registered shares

To be entitled to participate at the annual general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the shareholders' register relating to the circumstances on 12 May 2023. Such registration may be temporary (so called "voting rights registration") and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than 16 May 2023 are taken into account when preparing the shareholders' register.

Proposed agenda

1. Opening of the general meeting
2. Election of chairman at the sha general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons who shall approve the minutes
6. Determination of whether the general meeting has been duly convened
7. Presentation by the CEO
8. Presentation of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report for the group for the financial year of 2022

9. Resolution regarding
 - a. the adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet for the financial year of 2022
 - b. the allocation of the company's profits or losses in accordance with the adopted balance sheet
 - c. the discharge from liability of the members of the board of directors and the CEO
10. Resolution regarding
 - a. the number of members of the board of directors
 - b. the number of auditors and deputy auditors
11. Resolution regarding
 - a. fees for the board of directors
 - b. fees for the auditor
12. Election of the members of the board of directors and chairman of the board of directors
13. Election of auditors and deputy auditors
14. Resolution regarding principles for appointing the nomination committee for the annual general meeting in 2024
15. Presentation of the board of directors' remuneration report for approval
16. Resolution regarding long-term incentive programme in the form of warrants
17. Resolution to authorize the board of directors to issue shares, warrants and/or convertibles
18. Closing of the general meeting

Resolution proposals

Election of chair at the general meeting (item 2)

The nomination committee proposes that the chair of the board Andreas Philipson is elected chairman of the general meeting.

Resolution regarding the allocation of the company's profits or losses in accordance with the adopted balance sheet (item 9b)

The funds available to the annual general meeting consist of the results for the year of SEK 40,811,717, as well as the company's balanced non-restricted equity of SEK 1,634,000,355, a total of SEK 1,674,811,717.

The board of directors proposes that the funds of SEK 1,674,811,717 available to the annual general meeting are carried forward and thus that no dividend shall be paid to the shareholders.

Resolution regarding the number of members of the board of directors (item 10a)

The nomination committee proposes that the number of members of the board of directors shall be six.

Resolution regarding the number of auditors and deputy auditors (item 10b)

The nomination committee proposes that the company shall have one auditor which shall be a registered accounting firm.

Resolution regarding fees for the board of directors (item 11a)

The nomination committee proposes that the fees for the board of directors remain unchanged, meaning that the chairman of the board of directors receives SEK 500,000 and each other member of the board of directors receives SEK 250,000, the chairman of the audit committee receives SEK 80,000 and each other member of the audit committee receives SEK 30,000 and the chairman of the remuneration committee receives SEK 60,000 and each other member of the remuneration committee receives SEK 20,000, up until the end of the next annual general meeting.

Resolution regarding fees for the auditor (item 11b)

The nomination committee proposes that the fee to the auditor shall be paid in accordance with the continuously approved invoice.

Election of the members of the board of directors and chairman of the board of directors (item 12)

The nomination committee proposes that Seth Lieberman, Helena Levander, Andreas Philipson, Carl Mörk, Henrik Orrbeck and Nisha Raghavan are re-elected as members of the board of directors, and that Andreas Philipson is re-elected as chairman of the board, for the time up until the end of the next annual general meeting.

A presentation of the persons proposed by the nomination committee for election to the board of directors can be found on the company's website, www.stendorren.se.

The board member Henrik Orrbeck, who is employed by EQT, has informed the company that he, if the annual general meeting resolves in accordance with the proposal from the nomination committee to elect him as member of the board of directors, will refrain from his board fee for the time until the next annual general meeting.

Election of auditors and deputy auditors (item 13)

The nomination committee proposes re-election of the registered accounting firm BDO Mälardalen AB, in accordance with the audit committee's recommendation, for the time until the end of the next annual general meeting. BDO Mälardalen AB has informed the company that Johan Pharmanson will be auditor in charge if the annual general meeting resolves in accordance with the nomination committee's proposal.

Resolution regarding principles for appointing the nomination committee for the annual general meeting in 2024 (item 14)

The nomination committee proposes that the annual general meeting resolves on unchanged principles for the appointment of a nomination committee in accordance with the following.

Prior to each annual general meeting the nomination committee shall consist of the chairman of the board of directors and representatives for each of the three largest shareholders in terms of voting rights as of 31 August the preceding year based on the share register kept by Euroclear Sweden AB. Should one or several of these three shareholders choose to refrain from appointing a representative to the nomination committee, such right shall transfer to the shareholder(s) who in turn after these three shareholders has the largest shareholding in the company. The chairman of the board of directors shall convene the first meeting of the nomination committee. The nomination committee shall appoint one of its members as chairman, which shall not be the chairman of the board of directors or any other member of the board of directors.

If one or more of the shareholders that have appointed representatives to the nomination committee no longer are among the three largest shareholders at a time of more than two months prior to the relevant annual general meeting, representatives appointed by these shareholders shall resign and new representatives shall be appointed by the new shareholders who are then among the three largest shareholders. Should a member resign from the nomination committee before the work of the nomination committee is completed, and if considered necessary, the same shareholder who appointed the resigned representative has the right to appoint a new member. However, if this shareholder is no longer one of the three largest shareholders, a new member shall be appointed by the largest shareholder in turn. Changes to the nomination committee shall be disclosed immediately. The composition of the nomination committee for annual general meetings must be disclosed no later than six months prior to the general meeting.

Remuneration shall not be paid to the members of the nomination committee. The company shall pay any necessary expenses that the nomination committee may incur in the course of its work.

The term of office for the nomination committee ends when a new nomination committee has been disclosed.

Resolution regarding long-term incentive programme in the form of warrants (item 16)

The board of directors proposes that the general meeting resolves to issue a maximum of 180,000 warrants as part of a long-term incentive programme to employees in accordance with the terms and conditions set out below (“LTI 2023”). In total, LTI 2023 is proposed to include no more than 65 employees within the Stendörren Fastigheter group, including all senior executives. The maximum number of employees eligible to participate in LTI 2023 includes both current and future employees within the Stendörren Fastigheter group.

The incentive programme offers employees, who have entered into agreements with, *inter alia*, pre-emption rights, with the company, the opportunity to acquire warrants at market value determined by using the Black & Scholes valuation formulae.

Each warrant entitles the holder, during a period of two weeks from the date of publication of the interim report for the period 1 January – 31 March 2028, to subscribe for one new ordinary share of class B in Stendörren Fastigheter AB (publ) at an exercise price of SEK 285.

The company and participants of LTI 2023 may enter into an agreement for the company to repurchase the participant’s warrants in exchange for cash payment at the end of LTI 2023 instead of the participant exercising the warrants to subscribe for new class B ordinary shares in the company.

The warrants shall otherwise be subject to the terms and conditions determined by the board of directors and held available for the shareholders in accordance with below.

Transfer of warrants

The right to subscribe for all warrants shall, with deviation from the shareholder’s preferential right, accrue to Stendörren Fastigheter AB (publ). The warrants shall be issued free of charge to Stendörren Fastigheter AB (publ) and thereafter be transferred to the participants of LTI 2023. The following terms and conditions shall apply upon transfer of the warrants.

Transfer of the warrants to the participants shall be made to a price equivalent to the warrants’ market value at the time of the transfer (the price per warrant) which shall be calculated using the Black & Scholes valuation formulae. The valuation of the warrants shall be carried out by an independent valuation institute or an accounting firm. In connection with the transfer of warrants to the participants the company and the participants shall enter into an agreement which, *inter alia*, regulates a so-called vesting model, meaning that five percent of each participant’s warrants are vested each quarter from the day of the transfer of the warrants to the participant and that any remaining unvested warrants will be vested at the end of the vesting period. The agreement will also stipulate that the company reserves the right to repurchase warrants should the participant’s employment or assignment for the Stendörren Fastigheter group end or if the participant wishes to transfer the warrants. The company’s right to repurchase warrants will vary depending on whether or not the participant’s warrants have been vested.

Distribution of warrants

A right to acquire warrants shall be granted to not more than 65 employees within the Stendörren Fastigheter group, including all senior executives, provided that they have entered into agreements with, *inter alia*, pre-emption rights, with the company, up to the maximum number of warrants set out in the table below.

Category	Maximum number of employees	Maximum number of warrants per employee	Total maximum amount of warrants
CEO and deputy CEO	2	20,000	40,000
Senior executives and Head of Strategy	7	8,000	56,000
Other employees	56	1,500	84,000
Total	65	N/A	180,000

The members of the board of directors of the company shall not be included in LTI 2023.

The maximum number of employees that can be included in the programme also includes future employees within the Stendörren Fastigheter group. Warrants may therefore also be acquired by and allocated to future employees within the Stendörren Fastigheter group. Such acquisitions and allocations shall be subject to terms and conditions equivalent to those set out in this proposal.

Dilution and costs

Based on the number of shares and votes in the company as of the day of the notice of the general meeting, the proposed incentive programme will, upon exercise of all 180,000 warrants, correspond to a dilution per year of approximately 0.1 percent of the total number of shares and approximately 0.1 percent of the total number of votes in the company, and a dilution over the entire duration of the programme corresponding to approximately 0.6 percent of the total number of outstanding shares and approximately 0.4 percent of the total number of votes in the company. The terms of the company's other outstanding incentive programme ("LTI 2020") has the corresponding possibility for the company to repurchase participants' warrants as for LTI 2023. If LTI 2020 is included in the calculation, the maximum dilution, provided that the company does not repurchase warrants under either LTI 2020 or LTI 2023, amounts to approximately 1.5 percent of the total number of outstanding shares and approximately 0.9 percent of the total number of votes in the company after the programmes have lapsed.

Transfer of the warrants shall be made at a price equivalent to the market value of the warrants at the time of the transfer, which means that there shall be no social security costs for the group in connection with the issue and the transfer of the warrants.

The total costs of LTI 2023, including other costs such as fees to external advisors and costs of the administration of the programme, is calculated to amount to less than SEK one million over the duration of the programme.

If the warrants are repurchased at the end of the programme

In the event the company and the participants reach an agreement regarding repurchase of the participants warrants in exchange for cash payment by the end of LTI 2023 instead of the participants exercising the warrants to subscribe for shares in the company, the dilution effect is reduced correspondingly.

In the event that the company reaches an agreement with all participants to repurchase all of their warrants, LTI 2023 will not result in any dilution.

Any agreement regarding repurchase of warrants between the company and the participants will also affect the company's costs for the programme. The future cost for the company will depend on the development of the value of the company's share price and on the number of warrants repurchased by the company. Calculation examples based on the company's share price at the end of LTI 2023 are presented in the table below. The calculation examples below are based on the assumption that all 180,000 warrants are acquired by participants of LTI 2023 and that the company reaches agreements with all participants to repurchase all their warrants. The calculation examples also include a preliminary price per warrant of approximately SEK 37, in total SEK 6.7 million for all 180,000 warrants. The price per warrant has been calculated according to the Black & Scholes valuation formulae, based on a market value of the underlying share of SEK 203 and assuming a risk-free interest rate of 2.33 percent and a volatility of 30 percent.

The company's share price at the end of LTI 2023	Cost of repurchase LTI 2023 (net after deducting the option premium)
SEK 285	SEK 0 (The company receives an income corresponding to the option premium of a total of SEK 6.7 million)
SEK 325	SEK 0.5 million

SEK 350	SEK 5.0 million
SEK 375	SEK 9.5 million

Regardless of whether or not the company reaches agreements to repurchase the participants' warrants in exchange for cash at the end of LTI 2023 instead of the participants exercising the warrants to subscribe for shares in the company, LTI 2023 is expected to have a marginal impact on the Stendörren Fastigheter group's key figures.

The company is not planning to undertake any hedging measures in connection with the programme.

Background and motives

The board of directors' reasons for proposing LTI 2023 and the deviation from the shareholders' preferential rights is that a personal long-term ownership commitment among the employees can be expected to encourage an increased interest in the business and the development of results, increase motivation and a sense of belonging to the company as well as that the company will be able to keep and attract competent and committed employees.

In light of the terms and conditions, the size of the allocation and other circumstances, the board of directors considers LTI 2023 to be reasonable and beneficial for the company and its shareholders.

Preparation of the proposal

LTI 2023 has been prepared by the board of directors of the company and its remuneration committee in consultation with external advisors and has been prepared at board meetings at the end of 2022 and the beginning of 2023.

Other incentive programmes

Information regarding the company's other long-term incentive programmes is available in the company's annual report for 2022 as well as on the company's website, www.stendorren.se.

Resolution to authorize the board of directors to issue shares, warrants and/or convertibles (item 17)

The board of directors proposes that the annual general meeting authorizes the board of directors to, up until the next annual general meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, with cash payment or payment through set-off or in kind, or otherwise with conditions, resolve to issue shares of class A or B, convertibles for shares of class A or B or warrants for shares of class A or B, as well as preferential shares. However, a share issue with deviation from the shareholders' preferential rights may not result in an increase of the number of shares in the company by more than a total of 10 percent calculated on the basis of the number of shares when the board of directors exercises the issuance authorisation for the first time.

If the board of directors resolves on a share issue without preferential rights for the shareholders, the reason shall be to be able to broaden the ownership circle, to acquire or to enable the acquisition of working capital, to increase the liquidity of the share, to carry out company acquisitions or to acquire or to enable the acquisition of capital for company acquisitions. In the event of such deviation from the shareholders' preferential rights, the issue must be carried out on market terms and conditions.

The board of directors or the CEO shall be authorized to make such adjustments to this resolution by the annual general meeting that may be necessary in connection with the registration of the authorization at the Swedish Companies Registration office.

Number of shares and votes

There are a total of 28,428,265 shares, of which 2,500,000 are ordinary shares of class A, entitled to ten votes per share at the general meeting, and 25,928,265 are ordinary shares of class B, entitled to one vote per share at the general meeting, in the company as of the date of this notice. Thus, there are a total of 28,428,265 shares and 50,928,265 votes in the company. As of the date of this notice, the company holds no treasury shares.

Specific majority requirements

A valid resolution under item 16 above requires the approval of not less than nine-tenths (9/10) of both the votes cast and the shares represented at the meeting. A valid resolution under item 17 above requires the approval of not less than two thirds (2/3) of both the votes cast and the shares represented at the meeting.

Complete proposals etc.

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act. The annual report together with the auditor's report and the remuneration report for the financial year 2022 and other documents are held available at the company's office on Linnégatan 87B, SE-115 23 Stockholm, Sweden and on the company's website, www.stendorren.se, at least three weeks before the general meeting. The nomination committee's motivated statement will be available at the company on the address and website stated above from the date of this notice. Copies of the documents will be sent to the shareholders who so requests and informs the company of their postal address.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

This notice is a translation of a Swedish notice and in case of any deviations between the both language versions, the Swedish version shall prevail.

Stockholm, April 2023
Stendörren Fastigheter AB (publ)
The board of directors

Stendörren Fastigheter AB (publ)

Stendörren Fastigheter AB (publ) is an expansive property company listed on Nasdaq Stockholm Mid Cap. Our business concept is to create profitable growth in net asset value by managing, developing and acquiring properties and building rights within logistics, warehouse and light industry in Nordic growth regions. When commercially viable, we rezone such existing properties and thereby create residential building rights for further in-house development and management, mainly in Greater Stockholm and the rest of the Mälardalen region.

For more information about Stendörren Fastigheter AB (publ), see: www.stendorren.se/en/.