

Press release  
19 April 2024

## **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 2024, 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 15 May 2024,
- secondly* no later than 17 May 2024 give notice via e-mail to [bolagsstamma@stendorren.se](mailto:bolagsstamma@stendorren.se) or by post to Stendörren Fastigheter AB (publ), Bolagsstämma, 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](http://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 2024.

### **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 15 May 2024. 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 17 May 2024 are taken into account when preparing the shareholders' register.

### **Proposed agenda**

1. Opening of the general meeting
2. Election of chairman at the 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 2023
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 2023
  - 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 2025
15. Presentation of the board of directors' remuneration report for approval
16. Resolution to authorize the board of directors to issue shares, warrants and/or convertibles
17. 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 -19,447,753, as well as the company's balanced non-restricted equity of SEK 1,330,185,633, a total of SEK 1,310,737,881.

The board of directors proposes that the funds of SEK 1,310,737,881 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 (6).

### **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 chairman of the board of directors receives SEK 520,000 (500,000) and each other member of the board of directors receives SEK 260,000 (250,000), the chairman of the audit committee receives SEK 80,000 (80,000) and each other member of the audit committee receives SEK 30,000 (30,000) and the chairman of the remuneration committee

receives SEK 60,000 (60,000) and each other member of the remuneration committee receives SEK 20,000 (20,000), up until the end of the next annual general meeting.

The proposed board members Roniek Bannink and Joakim Rubin, who are employed by EQT, have informed the company that they, if the annual general meeting resolves in accordance with the proposal from the nomination committee to elect them as members of the board of directors, will refrain from their board fee for the time until 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 and Carl Mörk are re-elected and Roniek Bannink and Joakim Rubin are newly 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. Henrik Orrbeck and Nisha Raghavan have declined re-election.

*Roniek Bannink* is a Dutch citizen, born in 1979. Roniek Bannink holds a BA (Hons) in Business Administration from Greenwich University, London. Roniek Bannink is Senior Director at EQT Exeter and is based in Amsterdam, the Netherlands. She has 19 years of experience in the real estate sector and has invested in and managed property portfolios for global institutional investors. Roniek Bannink joined EQT Exeter in 2016. During the period 2013 – 2016, she was Investment Manager for Northern Europe at SEGRO in Düsseldorf, Germany. Prior to that, she worked at Cushman & Wakefield in London. *Roniek Bannink does not currently have any significant board assignments.* Neither Roniek Bannink nor anyone closely related to her currently holds any shares or other financial instruments in Stendörren Fastigheter.

*Joakim Rubin* is a Swedish citizen, born in 1960. Joakim Rubin holds a Master of Science in Engineering from the Institute of Technology at Linköping University. Joakim Rubin has been a partner at EQT Partners AB, Public Value, since 2018 and has extensive experience in the capital markets and of working in a listed environment. Joakim Rubin has previously been a partner at Zeres Capital, which he founded in 2013. Prior to Zeres Capital, Joakim Rubin was a Senior Partner at CapMan and Head of its Public Market Fund. During the period 1995 – 2008, Joakim Rubin held several managing positions at the Investment Banking division at Handelsbanken Capital markets, most recent as Head of Corporate Finance. Joakim Rubin is a member of the board of directors of Storytel AB (publ) and AFRY AB. He has previously been a board member of Nobia, Intrum Justitia, Proffice, B&B Tools, Sanitec, Capiro, Hoist Finance, Cramo and Adapteo. Neither Joakim Rubin nor anyone closely related to him currently holds any shares or other financial instruments in Stendörren Fastigheter.

A presentation of all persons proposed by the nomination committee for election to the board of directors can be found on the company's website, [www.stendorren.se](http://www.stendorren.se).

#### **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 2025 (item 14)**

The nomination committee proposes that the annual general meeting resolves to adopt adjusted 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 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, whereby a group of shareholders grouped in the Euroclear Sweden system in this context is considered as one shareholder. 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 be a co-opted member of the nomination committee.

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 a 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 to authorize the board of directors to issue shares, warrants and/or convertibles (item 16)**

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 20 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 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 2023 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](http://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 language versions, the Swedish version shall prevail.*

Stockholm, April 2024  
**Stendörren Fastigheter AB (publ)**  
The board of directors

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

Erik Ranje, CEO, +46 (0)70-308 52 09, [erik.ranje@stendorren.se](mailto:erik.ranje@stendorren.se) or  
Per-Henrik Karlsson, CFO, +46 (0)72-158 70 92, [per-henrik.karlsson@stendorren.se](mailto:per-henrik.karlsson@stendorren.se)

### **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 development and management, mainly in Greater Stockholm and the rest of the Mälardalen region.*

For more information about Stendörren Fastigheter AB (publ), see:

<http://www.stendorren.se/en/>