



## **DOCUMENTS FOR THE ANNUAL GENERAL MEETING ON TUESDAY 25 APRIL 2017**

### **HEMFOSA FASTIGHETER AB (PUBL)**

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**1. THE PROPOSALS BY THE NOMINATION COMMITTEE TO THE ANNUAL GENERAL MEETING, REPORT ON ITS WORK AND REASONED STATEMENT IN RELATION TO THE PROPOSAL REGARDING ELECTION OF BOARD OF DIRECTORS**

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The nomination committee of the company has been appointed in accordance with the principles resolved by a previous Annual General Meeting. The nomination committee has, prior to the Annual General Meeting 2017, consisted of Thomas Ehlin, appointed by Fjärde AP-fonden, Lennart Francke, appointed by Swedbank Robur fonder, Eva Gottfridsdotter-Nilsson, appointed by Länsförsäkringar Fondförvaltning AB, Gunnar Balsvik, appointed by Kåpan Pensioner, and Bengt Kjell, Chairman of the Board of Directors in the company.

The nomination committee proposes the following to the Annual General Meeting.

- The lawyer Wilhelm Lüning shall be elected Chairman of the meeting.
- The Board of Directors shall consist of seven members, an increase by one board member.
- The nomination committee proposes that the following Board members shall be re-elected until the end of the next Annual General Meeting: Bengt Kjell, Jens Engwall, Anneli Lindblom, Per-Ingemar Persson, Caroline Sundewall and Ulrika Valassi. It is also proposed that Gunilla Högbom shall be elected as a new Board member. No deputy directors are proposed. Information regarding the proposed Board members is available at the company's website, [www.hemfosa.se](http://www.hemfosa.se).
- Bengt Kjell shall be re-elected as the Chairman of the Board of Directors.
- An annual remuneration of SEK 450,000 (previously SEK 400,000) shall be paid to the Chairman of the Board of Directors and SEK 200,000 (previously SEK 180,000) shall be paid to each of the other Board members elected by the Annual General Meeting who are not employed by the company. The nomination committee has further proposed that an annual remuneration of SEK 60,000 (unchanged) shall be paid to the Chairman of the audit committee and SEK 35,000 (unchanged) to each of the other members of the audit committee. No remuneration will be paid for work in the remuneration committee. Provided that it is cost neutral for the company, remuneration may be invoiced by a Board member through a wholly-owned company.
- In accordance with the audit committee's recommendation, the registered accounting firm KPMG AB shall be re-elected as auditor until the end of the next Annual General Meeting. KPMG have informed that Björn Flink will continue to be the auditor in charge. The auditors shall be paid in accordance with approved invoices.

It is noted that the principles for the nomination committee's composition and work that was resolved by a previous Annual General Meeting shall remain in force until the general meeting resolves otherwise.

## **The nomination committee's report of its work and its statement regarding its proposal regarding election of Board of Directors**

In accordance to section 2.6 and 4.1 of the Swedish Corporate Governance Code, the nomination committee gives the following statement prior to the Annual General Meeting's election of the Board of Directors.

The composition of the nomination committee was published on 28 September 2016. The nomination committee has had, according to a resolution by the previous Annual General Meeting, the assignment to present proposals to the Annual General Meeting regarding the number of Board members and the composition of Board of Directors including the Chairman of the Board of Directors, and to propose remuneration to the Board of Directors. The nomination committee has further had the assignment to propose Chairman of the meeting, auditors and their remuneration, as well as to propose changes in the applicable rules for the nomination committee, if considered necessary.

Information has been available on the company's website how shareholders have been able to submit proposals to the nomination committee. Proposals should have been submitted to the nomination committee not later than 30 November 2016 to be treated as constructive as possible. No proposals have been submitted to the nomination committee.

The nomination committee has held four meetings with additional contacts in between. In its work, the nomination committee has taken part of the evaluation of the Board of Directors and also interviewed all Board members, including the company's CEO. Based on these contacts, the nomination committee considers that the Board of Directors' work is carried out well. The nomination committee has discussed the demands that will be required by the Board of Directors due to the company's operation, development stage and other circumstances, as well as governance and control in order to assess the Board of Directors' size and appropriate composition. In performing its duties, the nomination committee has taken into account the requirements set by the Swedish Corporate Governance Code regarding the breadth and diversity of the Board of Directors and to strive for gender balance. The nomination committee has in its proposal for election of the Board of Directors applied section 4.1 of the Swedish Corporate Governance Code as its diversity policy.

The nomination committee was informed shortly prior to publication of the notice to the 2016 Annual General Meeting, that Magnus Ericsson had declined re-election as a Board member in Hemfosa. The nomination committee considered at the time that six Board members constituted a requisite number of members, even if the nomination committee deemed it appropriate to aim at having seven Board members in the future.

The nomination committee has made the same assessment for the 2017 Annual General Meeting as the previous nomination committee; i.e. that it is appropriate to aim at having seven Board members. The nomination committee has also deemed it desirable to strengthen the Board with additional expertise and experience with regards to community service properties, property management etc. The nomination committee has cooperated with an external recruitment agency to secure a wide selection of candidates. Through the proposed member Gunilla Högbom, the board receives the competence and experience in the abovementioned areas. Gunilla Högbom has a master of

engineering from KTH Royal Institute of Technology, land survey section, specializing in real estate economics. Today she is working as the CEO for Virtuosen Holding AB and has recently been Chef Project at AFA Fastigheter. Gunilla has had several senior positions within the real estate sector specializing in commercial properties, community service properties and residential properties.

The nomination committee is of the opinion that the proposed Board of Directors has the diversity and breadth with respect to qualifications, experience and background that is necessary in order to understand the company's business. The proposal means that the Board of Directors will consist of four women and three men. As the proportion of men amounts to 43 per cent, the nomination committee concludes that the Swedish Corporate Governance Board's target of approximately 40 per cent of the least represented gender is fulfilled.

Following an assessment of the independency of the Board members, the nomination committee has found that the proposed Board of Directors complies with the independence requirements in the Swedish Corporate Governance Code.

The nomination committee has not found it necessary to propose any change in the principles of the nomination committee's composition and work.

## 2. INFORMATION ABOUT THE PROPOSED BOARD MEMBERS<sup>1</sup>

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### Bengt Kjell, f 1954

Chairman of the Board of Directors in the company since 2013 and chairman of the remuneration committee. Chairman of the Board of Directors within the group since 2009.

**Education:** Master of Business Administration, Stockholm School of Economics.

**Other engagements:** Chairman of the Board of Directors in SSAB and Expasum AB as well as deputy Chairman of the Board of Directors in Indutrade AB. Member of the Board of Directors in AB Industrivärden, ICA Gruppen AB and Pandox AB among others.

**Shares in the company (incl. holdings of related persons):**  
2,468,339 ordinary shares and 10,000 preference shares.

*Independent in relation to the company, the group management and the major shareholders of the company.*



### Jens Engwall, f 1956

Member of the Board of Directors and CEO of the company since 2013. Directorships within the group since 2009.

**Education:** Master of Engineering, KTH, Stockholm.

**Other engagements:** Member of the Board of Directors in Bonnier Fastigheter AB, IKANO S.A., Quanta fuel AS, Hemfosa Gård AB among others.

**Shares in the company (incl. holdings of related persons):**  
3,445,275 ordinary shares.

*Not independent in relation to the company and the group management. Independent in relation to the major shareholders of the company.*




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<sup>1</sup> The information regarding other engagements and holdings of shares in the company is based on the information as of 1 March 2017.

### Anneli Lindblom, f 1967

Member of the Board of Directors since 2013 and chairman of the auditing committee. No previous engagement within the group.

**Education:** Master of Finance, Frans Schartau Business Institute, Stockholm.

**Other engagements:** CFO for Acando AB (publ), Chairman of the Board of Directors in NoClds AB and directorships within the Acando group.

**Shares in the company (incl. holdings of related persons):**  
2,400 ordinary shares.

*Independent in relation to the company, the group management and the major shareholders of the company.*



### Caroline Sundewall, f 1958

Member of the Board of Directors since 2013 and member of the auditing committee. No previous engagements within the group.

**Education:** Master of Business Administration, Stockholm School of Economics

**Other engagements:** Chairman of the Board of Directors in the foundation Streber Cup. Member of the Board of Directors and CEO in Caroline Sundewall AB. Member of the Board of Directors in Cramo Oy (Finland), Elanders AB och Mertzig Asset Management.

**Shares in the company (incl. holdings of related persons):**  
6,000 ordinary shares and 2,000 preference shares.

*Independent in relation to the company, the group management and the major shareholders of the company.*



### Ulrika Valassi, f 1967

Member of the Board of Directors since 2013 and member of the auditing committee. No previous engagements within the group.

**Education:** Master of Business Administration, Uppsala University.

**Other engagements:** Member and chairman of the auditing committee for Ålandsbanken Abp and member of the Board of Directors in Intrum Justitia AB. Member of the Board of Directors and CEO for AU Management.

**Shares in the company (incl. holdings of related persons):**  
4,800 ordinary shares.

*Independent in relation to the company, the group management and the major shareholders of the company.*



### Per-Ingemar Persson, f 1956

Member of the Board of Directors since 2016 and member of the remuneration committee. No previous engagements within the group.

**Education:** Master of Engineering, LTH, Lund.

**Other engagements:** Member of the Board of Directors in News and ELU Konsult AB. Member and deputy Chairman of the Board of Directors in Wihlborgs Fastigheter AB. Member of the Board of Directors in a number of fully owned companies or associated companies within the Veidekke Group, PEKE konsult AB and member of the Board of Directors in the foundation Botildenborg.

**Shares in the company (incl. holdings of related persons):**  
2,400 ordinary shares.

*Independent in relation to the company, the group management and the major shareholders of the company.*



**Gunilla Högbom, f 1958**

Proposed member of the Board of Directors for the Annual General Meeting 2017.

**Education:** Master of Engineering, KTH, Stockholm.

**Other engagements:** CEO in AB Virtuosen, member of the Board of Directors in Sydholmarna Kapitalförvaltning AB, Archus AB and the foundation Danvikshem.

**Shares in the company (incl. holdings of related persons):**

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*Independent in relation to the company, the group management and the major shareholders of the company.*





### 3. THE PROPOSAL BY THE BOARD OF DIRECTORS REGARDING DISPOSITION OF THE COMPANY'S RESULT

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In the parent company Hemfosa Fastigheter AB (publ), the following funds are available for distribution by the Annual General Meeting.

#### Unrestricted equity 31 December 2016

|                                  |                           |
|----------------------------------|---------------------------|
| Premium reserve                  | SEK 9,791,873,796         |
| Retained earnings                | SEK 171,679,627           |
| Profit for the year              | SEK 1,068,947,571         |
| <b>Total unrestricted equity</b> | <b>SEK 11,032,500,994</b> |

#### Funds available for distribution by the Annual General Meeting

|   |                           |
|---|---------------------------|
| Dividend payable to holders of ordinary shares SEK 4.40 per ordinary share      | SEK 694,004,296           |
| Dividend payable to holders of preference shares SEK 10.00 per preference share | SEK 109,999,990           |
| To be carried forward   | SEK 10,228,496,708        |
| <b>Total</b>  | <b>SEK 11,032,500,994</b> |

The Board of Directors proposes that the meeting resolves that, until the next Annual General Meeting, a dividend to the shareholders of ordinary shares shall be paid in a total amount of SEK 4.40 per ordinary share, with quarterly payments of SEK 1.10 per ordinary share. Proposed record days for the quarterly dividends on the ordinary shares are 27 April 2017, 10 July 2017, 10 October 2017 and 10 January 2018. In the event that such day is not a banking day, the record day shall be the immediate preceding banking day. The dividend payments on the ordinary shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

The Board of Directors further proposes that the meeting resolves that, until the next Annual General Meeting, a dividend to the shareholders of preference shares shall be paid in a total amount of SEK 10.00 per preference share, with quarterly payments of SEK 2.50 per preference share. Proposed record days for the quarterly dividends for the preference shares are 10 July 2017, 10 October 2017, 10 January 2018 and 10 April 2018. In the event that such day is not a banking day, the record day shall be the immediately preceding banking day. The dividend payments on the preference shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

The Board of Directors' proposal regarding dividend to the holders of preference shares are in accordance with the articles of association, which stipulates the conditions for preference shares.

In aggregate, the proposed dividend as set out above amounts to SEK 804,004,286.

The Board of Directors has furthermore proposed that the Annual General Meeting authorises the Board of Directors to resolve upon new issues of ordinary shares (item 14 on the agenda). The Board of Directors proposes that the new ordinary shares that may be issued pursuant to the authorisation shall entitle to dividend as set out above as of the day on which they are entered in the share register maintained by Euroclear Sweden AB. At a maximum use of the authorisation, the dividend for the new ordinary shares may amount to SEK 69,400,430.

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Nacka, March 2017

Hemfosa Fastigheter AB (publ)

*Board of Directors*

#### **4. THE REASONED STATEMENT OF THE BOARD OF DIRECTORS PURSUANT TO CHAPTER 18 SECTION 4 AND CHAPTER 19 SECTION 22 OF THE SWEDISH COMPANIES ACT**

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As a result of the proposals by the Board of Directors to the Annual General Meeting to pay a dividend in respect of the company's ordinary shares and preference shares for the financial year 2016 and to authorise the Board of Directors to resolve on acquisitions of ordinary shares in the company, the Board of Directors hereby submits the following reasoned statement pursuant to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act.

##### **Proposals regarding dividend and authorisation of the Board of Directors to resolve on acquisitions of ordinary shares in the company**

As set out in the proposal regarding disposition of the company's result, the Board of Directors proposes a dividend in respect of ordinary shares and preference shares as follows.

Until the next Annual General Meeting, a dividend to the shareholders of ordinary shares shall be paid in a total amount of SEK 4.40 per ordinary share, with quarterly payments of SEK 1.10 per ordinary share. Proposed record days for the quarterly dividends on the ordinary shares are 27 April 2017, 10 July 2017, 10 October 2017 and 10 January 2018. In the event that such day is not a banking day, the record day shall be the immediate preceding banking day. The dividend payments on the ordinary shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

Until the next Annual General Meeting, a dividend to the shareholders of preference shares shall be paid in a total amount of SEK 10.00 per preference share, with quarterly payments of SEK 2.50 per preference share. Proposed record days for the quarterly dividends for the preference shares are 10 July 2017, 10 October 2017, 10 January 2018 and 10 April 2018. In the event that such day is not a banking day, the record day shall be the immediately preceding banking day. The dividend payments on the preference shares are estimated to be distributed by Euroclear Sweden AB on the third banking day after each record day.

The Board of Directors' proposal regarding dividend to the holders of preference shares are in accordance with the articles of association, which stipulates the conditions for preference shares.

In aggregate, the proposed dividend as set out above amounts to SEK 804,004,286.

The Board of Directors has furthermore proposed that the Annual General Meeting authorises the Board of Directors to resolve upon new issues of ordinary shares (item 14 on the agenda). The Board of Directors proposes that the new ordinary shares that may be issued pursuant to the authorisation shall entitle to dividend as set out above as of the day on which they are entered in the share register maintained by Euroclear Sweden AB. At a maximum use of the authorisation, the dividend on the new ordinary shares may amount to SEK 69,400,430.

The proposed dividend amounts to approximately 7.2 per cent of the parent company's equity and approximately 5.2 per cent of the group's equity at 31 December 2016. Should the maximum dividend be paid on new ordinary shares as well, as a consequence of new issues of ordinary shares with exercise

of the authorisation, the dividend will instead amount to not more than 7.9 per cent of the parent company's equity and not more than 5.6 per cent of the group's equity as of 31 December 2016.

The Board of Directors has also proposed that the Annual General Meeting authorises the Board of Directors to, at on one or more occasions for the period until the end of the next Annual General Meeting, resolve on acquisitions of ordinary shares in the company so that, as a maximum, the company's holding following the acquisition does not exceed 10 per cent of all the shares in Hemfosa at any time.

### **Nature, scope and risks of the business**

The nature and scope of the business are specified in the articles of association and in the published annual reports that have been issued. The business that is conducted by the company and the group does not entail any risks other than those that arise, or can be anticipated to arise, within the industry concerned, or those risks that are generally associated with operating a business. In addition, there are no events that have occurred which have affected the company's ability to distribute funds to the shareholders negatively. The company's dependency on economic conditions does not deviate from what is otherwise prevalent in the industry concerned.

### **The financial position of the company and the group**

The financial position of the company and the group on 31 December 2016 is described in the latest annual report. The annual report also specifies the accounting policies that have been applied in valuating assets, provisions and liabilities.

The Annual General Meeting has SEK 11,032,500,994 available for distribution. The company's equity/assets ratio is 72.4 per cent and the group's equity/assets ratio is 41.2 per cent. Including committed lines of credit, the company has access to considerable liquid funds. Unrealised gains account for a small portion of the company's and the group's equity.

The company's and the group's financial position is strong. The proposed value transfer will not jeopardize fulfilment of the investments deemed necessary. Nor will the value transfer impact the company's and the group's ability to meet its payment obligations in a timely manner. The company's and the group's liquidity forecasts encompass preparedness to manage variations in the continuous payment obligations.

The company's and the group's financial position does not give rise to an assessment other than that the company and the group will be able to continue its business and that the company and the group can be expected to satisfy its obligations in the short term and the long term.

The Board of Directors is of the opinion that the size of the equity as reported in the latest annual report is in reasonable proportion to the scope of the company's business and the risks that are associated with carrying on the business, taking the proposed value transfer into account.

**The justification of the proposals on dividend and authorisation of the Board of Directors to resolve on acquisitions of ordinary shares in the company**

With reference to the above and to other information that has been brought to the Board of Directors' attention, the Board of Directors considers that the company's and the group's financial position entails that the proposed dividend and the proposed authorisation to resolve on acquisitions of ordinary shares in the company is justified in view of the requirements that the nature, scope and risks of the business, including effects of the general economic situation, place on the size of the company's and the group's equity as well as the company's and the group's funding requirements, liquidity and position in general.

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Nacka, March 2017

Hemfosa Fastigheter AB (publ)

*Board of Directors*

## 5. AUDITOR'S OPINION PURSUANT TO CHAPTER 8 SECTION 54 OF THE SWEDISH COMPANIES ACT

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Translation from the Swedish original

### Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Hemfosa Fastigheter AB (publ.), Corporate identity No 556917-4377

#### Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Hemfosa Fastigheter AB (publ.) during the year 2016 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 7 May 2014 and the annual general meeting on 19 April 2016.

#### Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

#### Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The audit firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Hemfosa Fastigheter AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

#### Opinion

We consider that the Board of Directors and Chief Executive Officer of Hemfosa Fastigheter AB (publ.) during 2016 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 7 May 2014 and the annual general meeting on 19 April 2016.

Stockholm 10 March 2017

KPMG AB

Björn Flink

Authorized Public Accountant

## **6. THE REPORT BY THE BOARD OF DIRECTORS ON THE REMUNERATION COMMITTEE'S EVALUATION OF REMUNERATION TO SENIOR EXECUTIVES**

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The Board of Directors has previously established a remuneration committee which prepares the resolutions of the Board of Directors on issues concerning principles for remuneration, remunerations and other terms of employment for the senior executives. Guidelines for remuneration to the senior executives are presented by the remuneration committee to the Board of Directors, which submits a proposal on such guidelines to the Annual General Meeting for approval.

The remuneration committee is also entrusted with the task of monitoring and evaluating plans for variable remuneration for the senior executives, the application of the guidelines for remuneration that the Annual General Meeting has adopted as well as the current remuneration structures and levels in the company.

Pursuant to section 10.3 of the Swedish Corporate Governance Code, the Board of Directors hereby presents the following report on the results of the remuneration committee's evaluation.

### **Evaluation of programme for variable remuneration to senior executives**

According to the current guidelines for remuneration to the senior executives, the variable part of the remuneration shall reward clear target-related results and improvements in simple and transparent constructions as well as being maximized. An outcome shall be related to the fulfilment of targets regarding results, cash flow and growth set in advance. Variable remuneration to respective senior executive shall not exceed four months salary and shall not be pensionable. The variable remuneration for the entire group of senior executives can amount to a maximum of SEK three million. Regarding right and opportunity to obtain variable remuneration the CEO and CFO of the group is excluded for which no variable remuneration shall be paid. The remuneration committee has evaluated the goals for the variable remuneration and the results for 2016 and is of the opinion that the variable remuneration is still well balanced and is in line with the shareholders' interests and that the variable remuneration is important to motivate and retain senior executives.

### **Evaluation of the application of the guidelines for remuneration to senior executives and current remuneration structures and remuneration levels**

According to the current guidelines for remuneration to the senior executives the company shall apply the remuneration levels and employment terms that are required in order to recruit and retain senior executives with high competence and capacity to reach specified goals. The remuneration committee is of the opinion that the guidelines follow their purpose to motivate the senior executives to secure the shareholders' interest as well as to promote the company's long term value creation. The evaluation of the Board of Directors has also shown that the guidelines have been applied but that the assessment of achieved outcome has been conducted discretionary. The auditor of the company has given a statement to the Board of Directors to the effect that the company has not deviated from the guidelines to the senior executives that were resolved on by the Annual General Meeting 2016.

The remuneration committee has, based on conducted market surveys, determined that the remuneration structures and remuneration levels of the company are on market terms

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Nacka, March 2017

Hemfosa Fastigheter AB (publ)

*Board of Directors*



## 7. TERMS AND CONDITIONS OF WARRANTS OF SERIES 2017:1 TO SUBSCRIBE FOR NEW SHARES IN HEMFOSA FASTIGHETER AB (PUBL)

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### § 1 Definitions

In these terms and conditions, the following terms shall have the meanings stated below.

|  |  |
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| <b>“Share”</b>                                 | a common share in the Company;   |
| <b>“Central Securities Depository Company”</b> | a company whose articles of association contain an article stating that the company’s shares must be registered in a central securities depository register and whose shares are registered through Euroclear; |
| <b>“Central Securities Depository Account”</b> | an account with Euroclear for registering such financial instruments as referred to in the Swedish Financial Instruments Accounting Act (1998:1479);   |
| <b>“Banking Day”</b>                           | any day in Sweden which is not a Sunday or other public holiday, or which, with respect to payment of notes, is not equated with a public holiday in Sweden;   |
| <b>“Company”</b>                               | Hemfosa Fastigheter AB, reg. no. 556917-4377;  |
| <b>“Euroclear”</b>                             | Euroclear Sweden AB;   |
| <b>“Marketplace”</b>                           | Nasdaq Stockholm or another equivalent regulated or non-regulated market;  |
| <b>“Warrant Holder”</b>                        | any person who is a Holder of a Warrant Certificate entitling to Subscription for new Shares;  |
| <b>“Warrant”</b>                               | the right to subscribe for new Shares in exchange for payment in cash;   |
| <b>“Subscription”</b>                          | such Subscription for new Shares exercised through a Warrant;  |
| <b>“Subscription Price”</b>                    | the price at which Subscription for new Shares may take place; and   |
| <b>“Warrant Certificate”</b>                   | a certificate which is linked to a certain number of Warrants in accordance with these terms and conditions.   |

## **§ 2 Warrants**

The total number of Warrants shall be not more than 1 450 000. The Warrants are represented by Warrant Certificates. Warrant Certificates are issued to a certain person or to order.

In the event the Company is a Central Securities Depository Company, the board of directors of the Company shall be entitled to resolve that the Warrants be registered on a Central Securities Depository Account. In the event such resolution is adopted, no Warrant Certificates or other securities shall be issued. At the request of the Company, Warrant Holders shall be obliged to surrender immediately to the Company or Euroclear all Warrant Certificates representing Warrants and to provide the Company with the requisite details of the securities account on which the Warrant Holder's Warrants are to be registered.

In the event the board of directors of the Company adopts a resolution in accordance with the second paragraph above, subject to any applicable statutory or regulatory limitations, the board of directors shall thereafter be at liberty to resolve that the Warrants are no longer to be registered on a Central Securities Depository Account.

## **§ 3 Right to subscribe for new Shares**

The Warrant Holder shall be entitled to subscribe for one new Share for each Warrant during the period commencing 1 May 2022 up to and including 31 May 2022, and 1 August 2022 up to and including 31 August 2022, or up to and including such earlier or latter date as may follow from section 8 below. The subscription price (strike price) shall correspond to 115 per cent of the volume weighted average rate of the common share according the official list of NASDAQ Stockholm during the period between 2 May 2017 up until and including 15 May 2017. The Subscription Price, as well as the number of new Shares to which each Warrant entitles the Holder to Subscribe, may be recalculated in the cases set forth in section 8 below.

Upon demand by a Warrant Holder during the period stated above, the Company shall be obliged to issue the number of Shares to which an application for Subscription relates.

## **§ 4 Subscription of Shares**

The following shall apply in the event the Company is a Central Securities Depository Company and the Warrants are registered on a Central Securities Depository Account. The Warrants may be exercised through a written application for Subscription to the Company or to the designated Central Securities Depository Company.

In the event the Company is not a Central Securities Depository Company or if the Warrants are not registered on a Central Securities Depository Account, the Warrants may be exercised through a written application for Subscription to the Company, stating the number of Warrants which are to be exercised. In conjunction with a Subscription, the Warrant Holder shall, where applicable, surrender corresponding Warrant Certificates to the Company.

## **§ 5 Payment**

Simultaneously with the Subscription, payment in cash shall be made for the number of Shares to which the Subscription relates.

## **§ 6 Entry in the share register, etc.**

In the event the Company is a Central Securities Depository Company at the time of Subscription, Subscription shall be effected through the Company ensuring the interim registration of the new Shares on a Central Securities Depository Account. Following registration at the Swedish Companies Registration Office, the registration on a Central Securities Depository Account shall become final. As stated in section 8 below, in certain cases the date of such final registration on a Central Securities Depository Account may be postponed.

In the event the Company is not a Central Securities Depository Company at the time of Subscription, Subscription shall be effected by the new Shares being entered as Shares in the Company's share register and subsequently being registered at the Swedish Companies Registration Office.

## **§ 7 Entitlement to dividends**

In the event the Company is a Central Securities Depository Company, Shares which are newly issued following Subscription shall carry an entitlement to participate in dividends for the first time on the next record date for dividends which occurs after Subscription is effected.

In the event the Company is not a Central Securities Depository Company, Shares which are newly issued following Subscription shall entitle the holder to a dividend at the first general meeting following the date which occurs after Subscription is effected.

## **§ 8 Recalculation of Subscription Price, etc.**

In the following situations, the following shall apply with respect to the rights which shall vest in Warrant Holders.

Recalculation according to the provisions in this section 8 shall under no circumstances cause the Subscription Price to be less than the quotient value of the Company's Shares.

### **A. Bonus issue**

In the event the Company carries out a bonus issue, where Subscription is made in such time that it cannot be effected by no later than three weeks prior to the general meeting at which a bonus issue resolution is to be adopted, Subscription may be effected only after such a general meeting has adopted a resolution thereon. Shares which vest as a consequence of Subscription effected following the bonus issue resolution shall be the subject of interim registration on a Central Securities Depository Account, and accordingly shall not be entitled to participate in the bonus issue. Final registration on a Central Securities Depository Account shall take place only after the record date for the bonus issue.

In the event the Company is not a Central Securities Depository Company at the time a new issue resolution is adopted by the general meeting, Shares which vest as a consequence of Subscription

effected through the new Shares being entered in the Company's share register as interim shares on the date of the general meeting's resolution, shall be entitled to participate in the new issue.

In the case of Subscription which is effected following a bonus issue resolution, a recalculated Subscription Price shall be applied, as well as a recalculation of the number of Shares to which each Warrant provides an entitlement to Subscribe.

The recalculations shall be made by the Company based on the following formulae:

$$\text{recalculated Subscription Price} = \frac{\text{previous Subscription Price} \times \text{number of Shares prior to the bonus issue}}{\text{number of Shares after the bonus issue}}$$

$$\text{recalculated number of Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{previous number of Shares to which each Warrant provides an entitlement to subscribe} \times \text{the number of Shares after the bonus issue}}{\text{number of Shares prior to the bonus issue}}$$

A recalculated Subscription Price and recalculated number of Shares in accordance with the provisions above shall be determined as soon as possible after the general meeting has adopted a bonus issue resolution but, where applicable, shall be applied only after the record date for the bonus issue.

## **B. Reverse share split or share split**

In the case of a reverse share split or share split of the Company's existing Shares, the provisions in subsection A shall apply mutatis mutandis whereupon, where appropriate, the record date shall be deemed to be the day on which a reverse share split or share split takes place at Euroclear, upon request by the Company.

## **C. New issue of Shares**

In the case of a new issue with pre-emption rights for the shareholders to subscribe for new Shares in exchange for cash payment or payment by way of set-off, the following shall apply with respect to the right to participate in the new issue by virtue of Shares which have vested as a consequence of Subscription through the exercise of Warrants:

1. Where a new issue resolution is adopted by the Company's board of directors subject to approval by the general meeting or pursuant to authorisation granted by the general meeting, the resolution, and where applicable, the notification to the shareholders in

accordance with Chapter 13 Section 12 of the Companies Act, shall state the date by which Subscription must be effected in order that Shares which vest as a consequence of Subscription shall carry an entitlement to participate in the new issue.

2. Where the general meeting adopts a new issue resolution, in the event an application for Subscription is made at such a time that the Subscription cannot be effected no later than three weeks prior to the general meeting which adopts the new issue resolution, Subscription shall only be effected after the Company has carried out recalculations. Shares which vest as a consequence of such Subscription shall be the subject of interim registration on a Central Securities Depository Account, and consequently shall not be entitled to participate in the new issue. Final registration on a Central Securities Depository Account shall take place only after the record date for the issue.

In the event of Subscription which is effected at such time that a right to participate in the new issue does not vest, a recalculated Subscription Price shall be applied, as well as a recalculation of the number of Shares to which each Warrant provides an entitlement to Subscribe.

The recalculations shall be made by the Company based on the following formulae:

$$\text{recalculated Subscription Price} = \frac{\text{previous Subscription Price} \times \text{the Share's average listed price during the subscription period established in the new issue resolution (the Share's average price)}}{\text{the Share's average price increased by the theoretical value of the Warrant calculated on the basis thereof}}$$

$$\text{recalculated number of Shares to which each Warrant provides an entitlement to subscribe} = \frac{\text{previous number Shares to which each Warrant provides an entitlement to subscribe} \times \text{the Share's average price increased by the theoretical value of the Warrant calculated on the basis thereof}}{\text{the Share's average price}}$$

The Share's average price shall be deemed to correspond to the average of the calculated mean values, for each trading day during the Subscription Period, of the highest and lowest transaction prices listed during the day in accordance with the official quotations on the Marketplace. In the event no transaction price is quoted, the bid price which is quoted as the closing price shall instead be included in the calculation. Days on which neither a transaction price nor a bid price is quoted shall not be included in the calculation.

The theoretical value of the subscription right shall be calculated in accordance with the following formula:

$$\text{value of the subscription right} = \frac{\text{the maximum number of new Shares which may be issued pursuant to the new issue resolution} \times \text{the Share's average price less the subscription price for the new Share}}{\text{the number of Shares prior to adoption of the new issue resolution}}$$

In the event a negative value is thereupon obtained, the theoretical value of the subscription right shall be set at zero.

The recalculated Subscription Price and the recalculated number of Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the subscription period and shall be applied to Subscription for Shares effected thereafter.

In the event the Company's Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Shares shall be determined in accordance with this subsection C. In lieu of the provisions regarding the Share's average price, the value of the Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event the Company is a Central Securities Depository Company the following shall apply. During the period pending determination of a recalculated Subscription Price and recalculated number of Shares to which each Warrant provides an entitlement to subscribe, Subscription for Shares shall be effected only on a preliminary basis, whereupon the number of Shares to which each Warrant provides an entitlement to subscribe prior to the recalculation shall be registered on an interim basis on a Central Securities Depository Account. In addition, it is specifically noted that, following recalculations, each Warrant may carry an entitlement to additional Shares pursuant to section 3 above. Final registration on the Central Securities Depository Account shall take place after the recalculations have been determined.

In the event the Company is not a Central Securities Depository Company, Subscription shall be effected through the new Shares being entered in the share register as interim shares. After the recalculations have been determined, the new Shares shall be entered in the share register as shares.

#### **D. Issue of convertible debentures or warrants**

In the event of an issue of convertible debentures or warrants with pre-emption rights for the shareholders and in exchange for cash payment or payment by way of set-off or, with respect to warrants, without payment, the provisions of subsection C, first paragraph, subparagraphs 1 and 2 regarding the right to participate in a new issue by virtue of Shares which vest through Subscription shall apply mutatis mutandis.

In the event of Subscription for Shares which is exercised at such a time that Subscription is effected after adoption of the issue resolution, a recalculated Subscription Price and recalculated number of Shares provided by each Warrant shall be applied.

The recalculation shall be made by the Company in accordance with the following formulae:

$$\begin{aligned} \text{recalculated} &= \text{previous Subscription Price x the Share's average listed price} \\ \text{Subscription Price} &= \text{during the subscription period established in the resolution} \\ &= \text{regarding the issue (the Share's average price)} \\ &= \frac{\text{the Share's average price increased by the value of the}}{\text{subscription right}} \end{aligned}$$
  

$$\begin{aligned} \text{recalculated number of} &= \text{previous number of Shares to which each Warrant provides an} \\ \text{Shares to which each} &= \text{entitlement to subscribe x the Share's average price increased by} \\ \text{Warrant provides an} &= \text{the value of the subscription right} \\ \text{entitlement to subscribe} &= \frac{\text{the Share's average price}}{\text{the Share's average price}} \end{aligned}$$

The Share's average price shall be calculated in accordance with subsection C above.

The value of the subscription right shall be deemed to correspond to the calculated value with adjustments for the new share issue and the market value calculated in accordance with subsection C above.

The recalculated Subscription Price and the recalculated number of Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the subscription period and shall be applied to Subscription for Shares effected thereafter.

In the event the Company's Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Shares shall be determined in accordance with this subsection D. In lieu of the provisions regarding the Share's average price, the value of the Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event of Subscription for Shares which is effected before the recalculated Subscription Price and the recalculated number of Shares provided by each Warrant have been determined, the provisions of subsection C last paragraph above shall be applied.

#### **E. Offer to the shareholders in circumstances other than those set forth in subsections A-D**

In the event the Company, in circumstances other than those set forth in subsections A-D above, extends an offer to the shareholders, subject to shareholders' pre-emption rights pursuant to the principles set forth in the Companies Act, to acquire securities or rights of any kind from the

Company, in the event of Subscription which is demanded at such time that the Shares thereby received do not carry an entitlement to participate in the offer, a recalculated Subscription Price and recalculated number of Shares to which each Warrant provides an entitlement to subscribe shall be applied. The aforesaid shall also apply where the Company resolves, in accordance with the aforementioned principles, to distribute securities or rights to the shareholders without consideration.

The recalculations shall be carried out by the Company in accordance with the following formulae:

|                                    |   |   |
|------------------------------------|---|---|
| recalculated<br>Subscription Price | = | previous Subscription Price x the Share's average listed price<br>during the application period established in the offer (the Share's<br>average price) |
|------------------------------------|---|---|

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the Share's average price increased by the value of the right to  
participate in the offer (the purchase right value)

|   |   |  |
|---|---|--|
| recalculated number of<br>Shares to which each<br>Warrant provides an<br>entitlement to subscribe | = | previous number of Shares to which each Warrant provides an<br>entitlement to subscribe x the Share's average price increased by<br>the purchase right value |
|---|---|--|

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the Share's average price

The Share's average price shall be calculated in accordance with subsection C above.

In the event the shareholders have received purchase rights and trading has taken place in such rights, the value of the right to participate in the offer shall be deemed to correspond to the purchase right value. The purchase right value shall, as far as possible, be determined on basis of the changed market value of the Company's Shares which can be deemed have occurred due to the offer.

In the event the shareholders have not received purchase rights, or trading in purchase rights has otherwise not taken place, the recalculation of the Subscription Price shall take place applying, as far as possible, the principles stated above. The purchase right value shall, as far as possible, be determined on basis of the changed market value of the Company's Shares which can be deemed have occurred due to the offer.

The recalculated Subscription Price shall be determined by the Company as soon as possible after expiry of the offer period and applied in conjunction with Subscriptions effected after the recalculated price has been determined.

In the event the Company's Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Shares shall be determined. In lieu of the provisions



regarding the Share's average price, the value of the Share shall thereupon be determined by an independent valuer appointed by the Company.

In the event of Subscription for Shares which is effected before the recalculated Subscription Price and the recalculated number of Shares provided by each Warrant have been determined, the provisions of subsection C last paragraph above shall be applied.

#### **F. New issue or issue of convertible debentures or warrants**

In the event of a new issue or issue of convertible debentures or warrants with pre-emption rights for the shareholders, in exchange for cash payment or payment by way of set-off or, with respect to warrants, without payment, the Company may decide to grant all Warrant Holders the same pre-emption rights as vest in the shareholders pursuant to the resolution. Notwithstanding that Subscription for Shares pursuant to Warrants has not been effected, each Warrant Holder shall thereupon be deemed to be the owner of the number of Shares which the Warrant Holder would have received had Subscription for Shares been effected at the Subscription Price and the number of Shares to which each Warrant provided an entitlement to subscribe, as applicable on the date on which the resolution regarding the offer was adopted.

In the event the Company resolves to extend to the shareholders such an offer as referred to in subsection E above, the provisions of the preceding paragraph shall apply mutatis mutandis. The number of Shares which Warrant Holders shall be deemed to own shall thereupon be determined based on the Subscription Price and the number of Shares to which each Warrant provided an entitlement to subscribe, as applicable on the date on which the resolution regarding the offer was adopted.

In the event the Company decides to grant the Warrant Holders pre-emption rights in accordance with the provisions of this subsection F, no recalculation of the Subscription Price shall take place pursuant to subsections C, D or E.

#### **G. Cash dividend to the shareholders**

In the event of a cash dividend to the shareholders no recalculated Subscription Price or a recalculated number of Shares to which each Warrant provides an entitlement to subscribe shall be applied.

#### **H. Reduction in the share capital with repayment to the shareholders**

In the event of a reduction in the share capital with repayment to the holders of Shares, a recalculated Subscription Price and a recalculated number of Shares provided by each Warrant shall be applied.

The recalculation shall be carried out by the Company in accordance with the following formulae:

$$\begin{array}{lcl} \text{recalculated} & = & \text{previous Subscription Price x the Share's average listed price} \\ \text{Subscription Price} = & & \text{during a period of 25 trading days calculated commencing the day} \\ & & \text{on which the Shares were listed without the right to participate in} \\ & & \text{the repayment (the Share's average price)} \end{array}$$

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the Share's average price increase by the amount repaid per Share

|   |   |  |
|---|---|--|
| recalculated number of<br>Shares to which each<br>Warrant provides an<br>entitlement to subscribe | = | previous number of Shares to which each Warrant provides an<br>entitlement to Subscribe x the Share's average price increase by<br>the amount repaid per Share |
|   |   | <hr/> the Share's average price  |

The Share's average price shall be calculated in accordance with subsection C above.

In making a recalculation pursuant to the above where the reduction takes place through redemption of Shares, instead of using the actual amount which is repaid per Share a calculated repayment amount shall be used as follows:

|  |   |   |
|--|---|---|
| calculated repayment<br>amount per Share | = | the actual amount repaid per redeemed Share less the Share's<br>market value during a period of 25 trading days immediately<br>preceding the day on which the Shares do not carry an entitlement<br>to participate in the reduction (the Share's average price) |
|  |   | <hr/> the number of Shares in the Company which form the basis of<br>redemption of a Share less 1   |

The Share's average price shall be calculated in accordance with subsection C above.

The recalculated Subscription Price and the recalculated number of Shares provided by each Warrant shall be determined by the Company two Banking Days after the expiry of the stated period of 25 trading days and shall be applied to Subscriptions effected thereafter.

In conjunction with Subscriptions which are effected during the period pending determination of a recalculated Subscription Price and recalculated number of Shares to which each Warrant provides an entitlement to Subscribe, the provisions of subsection C, final paragraph above, shall apply mutatis mutandis.

In the event the Company's Shares are not listed or traded on a Marketplace, a recalculated Subscription Price and recalculated number of Shares shall be determined. In lieu of the provisions regarding the Share's average price, the value of the Shares shall thereupon be determined by an independent valuer appointed by the Company.

In the event of the Company's share capital is to be reduced through redemption of Shares with repayment to the shareholders and such reduction is not mandatory, or where the Company is to carry out a buyback of its Shares – without a reduction in the share capital being involved – but where, in the Company's opinion, in light of the technical structure and economic effects thereof the measure is comparable to a mandatory reduction, a recalculation of the Subscription Price and number of Shares to which each Warrant provides an entitlement to Subscribe shall be carried out applying, as far as possible, the principles stated above.

#### **I. Appropriate recalculation**

In the event of the Company carries out any measure as referred to in subsections A-E, G, H or M and where, in the Company's board's opinion, in light of the technical structure of the measure or for any other reason, application of the prescribed recalculation formulae cannot take place or results in the financial compensation received by the Warrant Holders being unreasonable compared with the shareholders, the board of directors shall carry out the recalculation of the Subscription Price and the number of Shares provided by each Warrant in such manner as the board deems appropriate in order to obtain a reasonable result.

#### **J. Rounding off**

In the determination of a recalculated Subscription Price, the Subscription Price shall not be rounded off.

#### **K. Liquidation**

In the event of liquidation pursuant to Chapter 25 of the Companies Act, no further Subscription may be effected. The aforesaid shall apply irrespective of the reasons for the liquidation and irrespective of whether or not the order that the Company be placed into liquidation has become final.

Simultaneously with the notice convening the general meeting and prior to the general meeting is to considers the issue of whether the Company is to be placed into voluntary liquidation pursuant to Chapter 25, section 1 of the Companies Act, the Warrant Holders shall be given notice thereof by the Company in accordance with section 9 below. The notice shall inform the Warrant Holders that Subscription may not be effected after the general meeting has adopted a resolution regarding liquidation.

In the event the Company gives notice that it is considering entering into voluntary liquidation, notwithstanding the provisions of section 3 regarding the earliest date for demanding Subscription, the Warrant Holders shall be entitled to apply for Subscription for Shares through exercise of Warrants commencing the day on which notice is given. However, the aforesaid shall apply only where Subscription can be effected not later than the tenth calendar day prior to the general meeting at which the issue of the Company's liquidation is to be addressed.

#### **L. Merger**

In the event the general meeting approves a merger plan pursuant to Chapter 23, section 15 of the Companies Act whereby the Company is to be merged in another company, Subscription may thereafter not be demanded.

Not later than two months prior the general meeting which is to consider the issue of approving the above merger, the Warrant Holders shall be given notice thereof in accordance with section 9 below. The notice shall contain information about the merger plan and information that Subscription may not be effected after the general meeting has adopted a resolution regarding the merger in accordance with the paragraph above.

In the event the Company gives notice of a proposed merger in accordance with the above, Warrant Holders shall be entitled to apply for Subscription commencing the date on which notice of the proposed merger was given, provided that Subscription can be effected not later than three weeks prior to the date of the general meeting at which the merger plan whereby the Company is to be merged in another company is to be approved.

The following shall apply if the Company's board of directors prepares a merger plan pursuant to Chapter 23, section 28 of the Companies Act, whereby the Company is to be merged in another company, or if the Company's Shares are subject to a buy-out procedure pursuant to Chapter 22 of the same Act.

In the event a Swedish parent company owns all of the shares in the Company, and the Company's board of directors announces its intention to prepare a merger plan pursuant to the statutory provision referred to in the preceding paragraph, in the event the final date for demanding Subscription pursuant to section 3 above falls on a day after such announcement, the Company shall establish a new final date for demanding Subscription (the Expiry Date). The Expiry Date shall be a day within 60 days of the announcement.

#### **M. Demerger**

In the event the general meeting approves a demerger plan pursuant to Chapter 24, section 17 of the Companies Act whereby the Company shall be demerged through part of the Company's assets and liabilities being taken over by one or more limited companies in exchange for consideration to the Company's shareholders, a recalculated Subscription Price and a recalculated number of Shares to which each Warrant provides an entitlement to subscribe shall be applied in accordance with the principles set forth in subsection E above. The recalculation shall be based on the part of the Company's assets and liabilities assumed by the takeover company.

In the event all of the Company's assets and liabilities are taken over by one or more limited companies in exchange for consideration to the Company's shareholders, the provisions regarding liquidation as set forth in subsection K above shall apply mutatis mutandis, entailing inter alia that the right to request Subscription shall terminate simultaneously with registration pursuant to Chapter 24, section 27 of the Companies Act and that Warrant Holders must be given notice thereof not later than two months prior to the date on which the demerger plan is submitted to the general meeting.

#### **N. Buy-out of minority shareholders**

In the event a Swedish parent company, on its own or together with a subsidiary, owns more than 90 per cent of the shares and more than 90 per cent of the voting rights in respect of all of the shares in

the Company, and where the parent company announces its intention to commence a buy-out procedure, the provisions of the final paragraph of subsection L regarding the Expiry Date shall apply *mutatis mutandis*.

If the announcement has been made in accordance with the provisions above in this subsection, Warrant Holders shall be entitled to demand Subscription until the Expiry Date. The Company must give notice to the Warrant Holders in accordance with section 9 below, not later than five weeks prior to the Expiry Date, informing them of this right and the fact that they may not demand Subscription after the Expiry Date.

If the majority shareholder, pursuant to Chapter 22, section 6 of the Companies Act, has submitted a request that a buy-out dispute be resolved by arbitrators, the Warrants may not be exercised for Subscription until the buy-out dispute has been settled by an award or decision that has become final. If the period within which Subscription may take place expires prior thereto, or within three months thereafter, a Warrant Holder nevertheless has the right to exercise the Warrant within three months after the date on which the ruling became final.

**O. Cease or lapse of liquidation, merger or demerger**

Notwithstanding the provisions of subsections K, L, and M that Subscription may not be effected following a resolution regarding liquidation or approval of a merger plan or demerger plan, the right to Subscription shall be reinstated in the event the liquidation ceases or the issue of a merger or demerger lapses.

**P. Bankruptcy or company reorganisation order**

In the event of the Company's bankruptcy or where a decision is taken that the Company shall be the subject of a company reorganisation order, Subscription may not take place through exercise of Warrants. Where the bankruptcy order or the Company reorganisation order is set aside by a higher court, the entitlement to Subscribe shall be reinstated.

**Q. Change in accounting currency**

In the event the Company effects a change in the accounting currency, entailing that the Company's share capital shall be established in a currency other than Swedish crowns, the Subscription Price shall be recalculated in the same currency as the share capital. Such currency recalculation shall take place applying the exchange rate which was used to recalculate the share capital in conjunction with the change in currency.

A recalculated Subscription Price in accordance with the provisions above shall be determined by the Company and shall be applied to Subscriptions effected commencing the day on which the change in the accounting currency takes effect.

**R. Equivalent terms and conditions for companies that are not Central Securities Depository Companies**

In cases where the provisions concerning recalculation refer to the record date and, at the time of the recalculation, the Company is not a Central Securities Depository Company, a comparable date

used in equivalent terms and conditions for companies that are not Central Securities Depository Companies shall apply instead of the record date.

### **§ 9 Notices**

Notices relating to the Warrants must be provided in writing to each Warrant Holder to an address which is known to the Company.

### **§ 10 Amendments to the terms and conditions**

The Company's board of directors shall be entitled, on behalf of the Warrant Holders, to amend these terms and conditions to the extent that any legislation, court decision or public authority decision renders necessary such amendment or where, in the board's opinion, for practical reasons it is otherwise appropriate or necessary to amend the terms and conditions, and the rights of the Warrant Holders are thereupon not prejudiced in any respect.

### **§ 11 Confidentiality**

None of the Company, the institution maintaining a Warrant Holder's account or Euroclear may disclose information about a Warrant Holder to any third party without authorisation. The Company shall be entitled to obtain the following information from Euroclear regarding a Warrant Holder's account in the Company's central securities depository register:

- (i) the Warrant Holder's name, personal identification number or other identification number, and postal address;
- (ii) the number of Warrants.

### **§ 12 Governing law**

These Warrants and legal issues relating thereto shall be governed by Swedish law. Proceedings arising from this agreement shall be brought in the district court where the registered office of the Company is situated or any other forum whose authority is accepted in writing by the Company.

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Nacka, March 2017

Hemfosa Fastigheter AB (publ)

*Board of Directors*