

**Minutes** kept at the Extraordinary General Meeting in Samhällsbyggnadsbolaget i Norden AB (publ), corp. id. no. 556981-7660, 14 June 2023

## **§ 1**

The meeting was opened by Jesper Schönbeck, Vinge law firm, on behalf of the Board of Directors.

## **§ 2**

Jesper Schönbeck was elected Chairman of the meeting. Rikard Lindahl, Vinge law firm, was assigned to keep today's minutes.

## **§ 3**

A list was established of present shareholders, proxies and assistants in accordance with Appendix 1. The list was approved as a voting list at the meeting.

## **§ 4**

The meeting approved the proposed agenda in the notice, Appendix 2.

## **§ 5**

Oskar Börjesson, representing Livförsäkringsbolaget Skandia, ömsesidigt, was appointed to verify the minutes together with the Chairman.

## **§ 6**

The meeting was deemed to have been duly convened since the notice of the meeting was published in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on 17 May 2023 and was available on the company's website from 15 May 2023. Advertisement regarding publication of the notice was published in Dagens Nyheter on 17 May 2023.

**§ 7**

The meeting resolved, in accordance with the Board of Directors' proposal, to amend the Articles of Association regarding the record date for dividends, Appendix 3. It was noted the resolution was unanimous.

**§ 8**

The meeting resolved, in accordance with the Board of Directors' proposal, to authorize the Board of Directors to determine the record days, Appendix 4. It was noted the resolution was unanimous.

It was noted, in connection with the resolution, that a shareholder asked whether it was possible to offer the dividend in shares instead of cash. The Chairman of the Board of Directors responded that the Board of Directors would take the question for further analysis.

**§ 9**

The meeting was declared closed.

---

At the minutes:

---

Rikard Lindahl

Verified:

---

Jesper Schönbeck

---

Oskar Börjesson

[This page has been intentionally left blank]

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN SAMHÄLLSBYGGNADSBOLAGET I NORDEN AB (PUBL)**

**The shareholders of Samhällsbyggnadsbolaget i Norden AB (publ), Reg. No. 556981-7660, ("SBB") are hereby given notice to attend the Extraordinary General Meeting on Wednesday 14 June 2023, at 15:00. The Extraordinary General Meeting will be held in the premises of Advokatfirman Vinge at Smålandsgatan 20, SE-111 46 Stockholm, Sweden. Entrance and registration take place from 14:30.**

### **Exercise of the right to vote**

Shareholders who wish to exercise their voting rights at the Extraordinary General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Monday 5 June 2023, and
- notify their intention to participate in the Extraordinary General Meeting according to the instructions under the heading "*Notification of participation*" no later than Thursday 8 June 2023.

To be entitled to participate in the 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 share register as of 5 June 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed no later than the second banking day after 5 June 2023 are taken into account when preparing the register of shareholders.

### **Notification of participation**

Anyone wishing to attend the meeting must no later than Thursday 8 June 2023 give notice in one of the following ways:

- by post to Samhällsbyggnadsbolaget i Norden AB, "Extraordinary General Meeting", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden
- by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com)
- by phone, +46 8 402 90 46, weekdays at 09.00-16.00

When notifying, shareholders must state their name, personal or registration number, shareholding, address and telephone number and, where applicable, the number of assistants (maximum two).

Anyone who does not wish to attend in person may exercise their right at the meeting by proxy with a written, signed and dated power of attorney. A form of proxy is available on SBB's website <https://corporate.sbbnorden.se/en/section/corporate-governance/general-meetings/>. If

the power of attorney has been issued by a legal entity, a copy of the registration certificate or equivalent authorization document for the legal entity must be attached.

To facilitate access to the meeting, proxies, registration certificates and other authorization documents should be sent to SBB at the address Samhällsbyggnadsbolaget i Norden AB, "Extraordinary General Meeting", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm, Sweden, no later than Thursday 8 June 2023.

Please note that notification of participation in the meeting must be made even if the shareholder wishes to exercise his or her voting rights at the meeting through a proxy. A submitted power of attorney does not apply as notification to the meeting.

### **Proposed agenda**

1. Opening of the meeting;
2. Election of the chairman of the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination of whether the meeting has been duly convened;
7. Resolution regarding amendment of the company's Articles of Association;
8. Resolution regarding authorization for the Board of Directors to determine record dates; and
9. Closing of the meeting.

### **Proposals for resolutions**

#### **Election of the chairman of the meeting (item 2)**

The Board of Directors proposes that Jesper Schönbeck, member of the Swedish Bar Association, Advokatfirman Vinge, is elected chairman of the meeting.

#### **Resolution regarding amendment of the company's Articles of Association (item 7)**

In order to enable for the Board of Directors to resolve on postponement of record date for dividends, it is proposed that item 5 of the company's Articles of Association is amended as follows:

##### Current wording

"Disbursement of dividends relating to Class A and Class B common shares shall be made in a single instalment, in four (4) equal instalments or in twelve (12) equal instalments. For four instalments, the record dates for payment of dividends shall be the last business day in June, September, December and March. For twelve instalments, the record dates for payment of

dividends shall be the last business day in each calendar month, or such other date as proposed by the Board of Directors and resolved on by the General Meeting.

Disbursement of any dividend relating to Class D common shares shall be made in four (4) equal instalments. Record dates for payment of dividends shall be the last business day in June, September, December and March with the first record date for payment of dividends relating to Class D common shares to be the last business day in March 2019."

Proposed wording

"Disbursement of dividends relating to Class A and Class B common shares shall be made in a single instalment, in four (4) equal instalments or in twelve (12) equal instalments. For four instalments, the record dates for payment of dividends shall be the last business day in June, September, December and March. For twelve instalments, the record dates for payment of dividends shall be the last business day in each calendar month, or such other date as proposed by the Board of Directors and resolved on by the General Meeting.

Disbursement of any dividend relating to Class D common shares shall be made in four (4) equal instalments. Record dates for payment of dividends shall be the last business day in June, September, December and March with the first record date for payment of dividends relating to Class D common shares to be the last business day in March 2019.

*Notwithstanding the above, the Board of Directors is entitled to determine the number of record dates and the dates on which these shall occur for all classes of common shares provided that the General Meeting has authorized the Board of Directors to do so."*

This resolution regarding an amendment to the company's Articles of Association is valid if it has been supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

**Resolution regarding authorization for the Board of Directors to determine record dates (item 8)**

The Board of Directors proposes that the Extraordinary General Meeting authorizes the Board of Directors to determine the number of record dates and the dates on which these shall occur in relation to the resolution on dividend resolved on by the company's Annual General Meeting 2023. This proposed resolution shall apply in relation to such record dates for resolved dividends that take place after the Extraordinary General Meeting.

The background to the authorization for the Board of Directors to determine record dates is to enable postponement of the payment date for the dividend resolved on by the Annual General Meeting 2023 in order to strengthen the liquidity of the company and thereby the company's financial position.

The resolution is conditional upon the Extraordinary General Meeting resolving to amend the Articles of Association in accordance with item 7 above.

If the Extraordinary General Meeting resolves in accordance with the above, it will affect the record dates that occur after the resolution of the Extraordinary General Meeting. The record

date of 31 May 2023 for A and B shares, as resolved by the Annual General Meeting, is not affected by the resolution under this item and will thereby occur as planned.

## **Miscellaneous**

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

The total amount of shares in SBB is 1,648,007,803, divided into 209,977,491 ordinary Class A shares, 1,244,164,407 ordinary Class B shares and 193,865,905 ordinary Class D shares. Ordinary Class A shares carry one vote while ordinary Class B shares and ordinary Class D shares carry 1/10 vote. The total number of votes in SBB is 353,780,522.2. This information pertains to the circumstances as per the time of issue of this notice. SBB does not hold any own shares.

### **Documents and further information**

The Annual Report 2022 including the auditor's report are available on SBB's website, <https://corporate.sbbnorden.se/en/reports-and-presentations/>. Other relevant documents will be available on the company's website [www.sbbnorden.se](http://www.sbbnorden.se) and at the address Samhällsbyggnadsbolaget i Norden AB, Strandvägen 1, SE-114 51 Stockholm, Sweden no later than 24 May 2023. Copies of these documents can be sent to shareholders upon request and who provide their mail or email address.

The Board of Directors and the CEO shall, if requested by a shareholder and if the Board of Directors believes that it can be done without material harm to SBB, provide information regarding circumstances that may affect the assessment of a matter on the agenda.

### **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>.

---

Stockholm, May 2023  
Samhällsbyggnadsbolaget i Norden AB (publ)  
The Board of Directors



## **The Board of Directors' proposal to resolution regarding amendment of the company's Articles of Association**

In order to enable for the Board of Directors to resolve on postponement of record date for dividends, it is proposed that item 5 of the company's Articles of Association is amended as follows:

### Current wording

Disbursement of dividends relating to Class A and Class B common shares shall be made in a single instalment, in four (4) equal instalments or in twelve (12) equal instalments. For four instalments, the record dates for payment of dividends shall be the last business day in June, September, December and March. For twelve instalments, the record dates for payment of dividends shall be the last business day in each calendar month, or such other date as proposed by the Board of Directors and resolved on by the General Meeting.

Disbursement of any dividend relating to Class D common shares shall be made in four (4) equal instalments. Record dates for payment of dividends shall be the last business day in June, September, December and March with the first record date for payment of dividends relating to Class D common shares to be the last business day in March 2019.

### Proposed wording

Disbursement of dividends relating to Class A and Class B common shares shall be made in a single instalment, in four (4) equal instalments or in twelve (12) equal instalments. For four instalments, the record dates for payment of dividends shall be the last business day in June, September, December and March. For twelve instalments, the record dates for payment of dividends shall be the last business day in each calendar month, or such other date as proposed by the Board of Directors and resolved on by the General Meeting.

Disbursement of any dividend relating to Class D common shares shall be made in four (4) equal instalments. Record dates for payment of dividends shall be the last business day in June, September, December and March with the first record date for payment of dividends relating to Class D common shares to be the last business day in March 2019.

Notwithstanding the above, the Board of Directors is entitled to determine the number of record dates and the dates on which these shall occur for all classes of common shares provided that the General Meeting has authorized the Board of Directors to do so.

The proposed Articles of Association are set out in full in Appendix A.

This resolution regarding an amendment to the company's Articles of Association is valid if it has been supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

---

Stockholm, June 2023  
Samhällsbyggnadsbolaget i Norden AB (publ)  
The Board of Directors

## Articles of Association

adopted at the Extraordinary General Meeting on 14 June 2023

### § 1 Business name

The business name of the company is Samhällsbyggnadsbolaget i Norden AB (publ).

### § 2 Registered office of the Board

The registered office of the Board of directors is in the municipality of Stockholm, Stockholm County.

### § 3 Objects of the company

The company shall, directly or indirectly, own and manage real property and/or shares, along with activities related to such operations.

### § 4 Share capital

The share capital shall be not less than SEK 150,000,000 and not more than SEK 600,000,000.

### § 5 Shares

The number of shares shall be not less than 1,500,000,000 and not more than 6,000,000,000.

Shares may be issued in four classes, Class A, Class B, Class D and Preference Shares. Shares of class Class A, Class B and Class D will hereafter jointly be referred to as Common Shares. Each Class A share entitles the holder to one (1) vote. Each Class B, Class D and Preference Share entitles the holder to one-tenth (1/10) of a vote. Each class of shares may be issued at an amount corresponding to a maximum of 100 per cent of the share capital.

### Common share profit distribution

All Common Shares shall have the same rights to dividend without preferential rights in relation to each other. If any dividend is declared, the following shall apply:

- Class A and Class B common shares are entitled to the same dividend per share.
- Class D common shares are entitled to five (5) times the total dividend on Class A and Class B common shares, however, no more than SEK two (2) per share and year.

If the dividend on Class D common share is less than SEK two (2), the maximum permitted dividend of SEK two (2) shall be increased so that the shortfall of up to SEK two (2) per year may be distributed later if sufficient dividends on common shares are declared subsequently, whereupon the maximum permitted dividend shall once again be SEK two (2).

Disbursement of dividends relating to Class A and Class B common shares shall be made in a single instalment, in four (4) equal instalments or in twelve (12) equal instalments. For four instalments, the record dates for payment of dividends shall be the last business day in June, September, December and March. For twelve instalments, the record dates for payment of dividends shall be the last business day in each calendar month, or such other date as proposed by the Board of Directors and resolved on by the General Meeting.

Disbursement of any dividend relating to Class D common shares shall be made in four (4) equal instalments. Record dates for payment of dividends shall be the last business day in June, September,

December and March with the first record date for payment of dividends relating to Class D common shares to be the last business day in March 2019.

Notwithstanding the above, the Board of Directors is entitled to determine the number of record dates and the dates on which these shall occur for all classes of common shares provided that the General Meeting has authorized the Board of Directors to do so.

### **Preference share profit distribution**

*The Preference Shares shall have preferential rights to dividend*

If the shareholders meeting resolves on dividend distribution, the Preference Shares shall have preferential rights over the Common Shares to dividend, as per the below.

*Calculation of Preference Share distribution*

Preference Shares shall give preferential rights over common Shares to an annual distribution of dividends per Preferential Share of SEK thirty-five (35) ("Preference Share Distribution"), with quarterly payments of SEK eight point seventy-five (8.75) per Preference Share, with payment dates as per the below.

*Payment of profit dividend*

The payment of profit dividend for Preference Shares shall be made quarterly in arrears in SEK, with a quarter of the Preference Share Distribution being paid at each payment date. The payment dates for payment of dividends shall be on 10 January, 10 April, 10 July, and 10 October. In which case such date is not a banking day, the payment date shall be the previous banking day. "Banking day" refers to a day which is not a Sunday, other public holiday or a day which, when paying for debentures, is equivalent to a public holiday (such equivalent days are at the time for adopting these articles of association Saturday, Midsummer Eve, Christmas Eve and New Year's Eve).

*Calculation of Outstanding Sum*

If no dividend has been paid to Preference Shares, or if only dividends less than the Preference Share Distribution has been paid, the Preference Shares shall entitle to, in addition to future Preference Share Distribution, also receive an amount, evenly distributed on each Preference Share, corresponding to the difference between what should have been paid as above and the actually paid amount ("Outstanding Sum"), before dividends to holders of Common Shares may occur. The Outstanding Sum will be indexed with an annual interest rate of ten (10) percent accrued. Indexation shall start with the quarter when the part of the dividend was paid (or should have been paid, if no dividend at all was been paid). The distribution of the Outstanding Sum also requires a decision on distribution of profits from the general meeting of shareholders.

*Conversion at certain corporate actions*

If the number of Preference Shares is changed by way of reverse share split, share split or other similar corporate actions, the amounts to which the Preference Share is entitled shall be recalculated to reflect this change.

*Dissolution of the company*

If the company is dissolved, the Preference Shares will entail preferential rights over Common Shares to the company's assets in an amount corresponding to the amount received if the shares would have been redeemed as per below before any distributions are made to owners of Common Shares.

Upon dissolution of the company, all Common Shares will have the same right to distribution of the company's assets. However, Class D common shares will be entitled to no more than SEK thirty one (31) per share.

### *Other*

The Preference Shares shall otherwise not entitle to any distribution of dividends or liquidation proceeds.

### **Share conversion**

Class A common shares shall, upon request by the owner of such shares, be converted to Class B common shares. The conversion request must be submitted in writing to the Board of Directors and it must state the number of Class A common shares that are to be converted and, if the request does not apply to the holder's entire stock of Class A common shares, which shares the conversion pertains to. The Board of Directors shall immediately notify the Swedish Companies Registration Office so that the conversion can be registered in the Company Register. The conversion is completed once registration has occurred and is recorded in the CSD register.

Preference Shares shall, upon request by an owner of such shares, be converted to Class D common shares. The conversion shall only be possible under the provision that no increase of the permitted dividend related to Class D common shares is effective. The conversion request, must be submitted in writing to the Board of Directors and it must state the number of Preference Shares that are to be converted to Class D common shares and, if the request does not apply to the entire holding, which Preference Shares the conversion pertains to. The conversion is completed once registration has occurred and is recorded in the CSD register.

### **Redemption of Preference Shares**

A reduction of the share capital, however not below the minimum amount, may be made by way of redemption of a certain number or all Preference Shares subsequent to a resolution with ordinary majority by the general meeting of shareholders.

The distribution of Preference Shares to be redeemed shall be proportional to the number of Preference Shares held by each Preference Share holder at the time of the resolution of the Shareholders' Meeting on redemption. If the above distribution is not even, the Board shall decide on the allocation of excess Preference Shares to be redeemed. However, if the decision is approved by all holders of Preference Shares, the General Meeting may decide which Preference Shares will be redeemed. The amount of redemption for each redeemed Preference Share shall be an amount calculated as follows:

- (i) Until 2020-10-05, an amount of SEK 750, together with any Outstanding Sum, plus an amount corresponding to the annual interest rate for the Outstanding Sum due above.
- (ii) From 2020-10-05 through 2024-10-05, an amount of SEK 650, together with any Outstanding Sum, plus an amount corresponding to the annual interest rate for the Outstanding Sum due above.
- (iii) From 2024-10-05 and for the time thereafter, an amount of SEK 600 together with any Outstanding Sum, plus an amount corresponding to the annual interest rate for the Outstanding Sum above.

From the day when payment of the redemption amount falls due, all calculations of interest shall cease thereafter. However, the amount of redemption for each redeemed Preference Share shall never be less than the share's quota value.

### **Shareholder pre-emption rights**

Where the company resolves to issue new shares by way of a cash issue or a set-off issue, holders of Common Shares and Preference Shares shall be entitled to pre-emption rights to one new share of the same class pro rata to the number of shares previously owned by the holder (primary pre-emption rights). Shares

that are not subscribed for pursuant to primary pre-emption rights shall be offered to all shareholders for subscription (subsidiary pre-emption rights). Unless shares offered in such manner are sufficient for the subscription that takes place pursuant to subsidiary pre-emption rights, the shares shall be allotted among the subscribers pro rata to the total number of shares previously owned irrespective of their shares being Common Shares or Preference Shares. Where this is not possible with respect to a particular share(s), shares shall be allotted through drawing of lots.

Where the company resolves to issue only Class A, Class B, Class D common shares or Preference Shares by way of a cash issue or set-off issue, all of the shareholders, irrespective of their shares being Common Shares or Preference Shares, shall hold pre-emption rights to subscribe for new shares pro rata to the number of shares previously owned.

Where the company resolves to issue warrants or convertible debentures by way of a cash issue or set-off issue, all of the shareholders shall hold pre-emption rights to subscribe for warrants as if the issue referred to the shares that may be subscribed for following exercise of the warrants and pre-emption rights to subscribe for convertible debentures as if the issue referred to the shares the convertible debentures may be converted to respectively.

The provisions above shall not entail any restrictions on the possibility for the company to adopt a resolution regarding a cash issue or set-off issue without regard to shareholders' pre-emption rights.

Upon an increase in the share capital by way of a bonus issue, only Class A common shares and Class B common shares may be issued.

In relation thereto, only holders of Class A common shares and Class B common shares shall have pre-emption rights to new common shares at which old shares of Class A common shares and Class B common shares respectively shall entitle to new shares of the same class. The aforementioned shall not entail any restrictions on the possibility for the company to issue shares of a new class through a bonus issue, following any necessary amendments to the articles of association.

## **§ 6 Board of directors and auditors**

The Board of Directors shall comprise 3 - 10 members, with no deputy members.

The company shall have 1 - 2 auditors with a maximum of 2 deputy auditor(s).

## **§ 7 Notice of general meetings of shareholders**

Notice of a general meeting of shareholders shall be published in Post- och Inrikes Tidningar (the Official Swedish Gazette) as well as on the company's website. The fact that notice has been published shall be advertised in Dagens Nyheter newspaper.

Notice to annual general meetings and notice to extraordinary general meetings, where amendment of the articles of association shall be resolved upon, shall be published not earlier than six weeks and not later than four weeks prior to the general meeting. Notice to other extraordinary general meetings shall be published not earlier than six weeks and not later than three weeks prior to the general meeting.

Shareholders who wish to participate in a general meeting must notify the company of their intention to attend no later than the day stipulated in the notice of the meeting. The latter mentioned day may not fall on a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve and New Year's Eve, nor may it fall earlier than the fifth weekday prior to the meeting.

### **§ 8 Opening of the general meeting**

The chairperson of the board of directors or a person appointed by the board of directors for this purpose opens the general meeting and presides over the proceedings until a chairperson of the meeting is elected.

### **§ 9 Annual general meeting**

The annual general meeting is held each year within 6 months of the end of the fiscal year.

The following matters shall be dealt with at the annual general meeting of shareholders.

1. Election of Chairperson of the Meeting
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Presentation of the annual accounts and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group
7. Decisions
  - a) on adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet
  - b) on allocation of the company's profit or loss according to the adopted balance sheet
  - c) on the discharge from liability for Board members and the Managing Director
8. Determination of remuneration for Board members and auditors
9. Election of Board of Directors and auditing firm or auditors, as well as any deputy auditor(s)
10. Other matters to be addressed at the Meeting in accordance with the Swedish Companies Act or the articles of association.

### **§ 10 Fiscal year**

The company's fiscal year shall be 0101-1231 (the calendar year).

### **§ 11 Record date provision**

The company's shares shall be registered in a CSD register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

### **§ 12 Collection of proxy forms and voting by post**

The Board of Directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

## **The Board of Directors' proposal to resolution regarding authorization for the Board of Directors to determine record dates**

The Board of Directors proposes that the Extraordinary General Meeting authorizes the Board of Directors to determine the number of record dates and the dates on which these shall occur in relation to the resolution on dividend resolved on by the company's Annual General Meeting 2023. This proposed resolution shall apply in relation to such record dates for resolved dividends that take place after the Extraordinary General Meeting.

The background to the authorization for the Board of Directors to determine record dates is to enable postponement of the payment date for the dividend resolved on by the Annual General Meeting 2023 in order to strengthen the liquidity of the company and thereby the company's financial position.

The resolution is conditional upon the Extraordinary General Meeting resolving to amend the Articles of Association in accordance with item 7 above.

If the Extraordinary General Meeting resolves in accordance with the above, it will affect the record dates that occur after the resolution of the Extraordinary General Meeting. The record date of 31 May 2023 for A and B shares, as resolved by the Annual General Meeting, is not affected by the resolution under this item and will thereby occur as planned.

---

Stockholm, June 2023  
Samhällsbyggnadsbolaget i Norden AB (publ)  
The Board of Directors