



PRESS RELEASE
24 March 2024

Notice of the Annual General Meeting of Fastighets AB Balder (publ)

The shareholders of Fastighets AB Balder (publ), corporate identity no. 556525–6905, (the "Company") are hereby invited to attend the Annual General Meeting (AGM) to be held on Friday, May 3, 2024 at 4 p.m. CET, at The West Sweden Chamber of Commerce, Parkgatan 49, Gothenburg. Registration for the AGM begins at 3 pm.

The English text is an unauthorized translation solely for convenience purposes. In case of inconsistencies between the Swedish and the English text, the Swedish text shall prevail.

Right to participate in the Annual General Meeting

Shareholders who wish to participate in the AGM shall

- be listed as shareholders (not trustee-registered) in the share register held by Euroclear Sweden AB as of Wednesday, April 24, 2024,
- and must also give notice of participation no later than Friday April 26, 2024. Shareholders shall notify the number of accompanying assistants (maximum two) within the same time.

Notification

Notification of participation at the AGM shall be made by letter to Computershare AB, Balder's AGM 2024, Box 5267, 102 46 Stockholm, Sweden, by email to proxy@computershare.se, by telephone +46 771 24 64 00, or [this website](#).

When giving notice of participation, the shareholder shall state his or her name or firm, personal ID/corporate registration number, address and telephone number, and information of representative or proxy, if any.

A shareholder who is exercising his or her rights through a proxy shall provide a written proxy form, valid for a period not exceeding five years calculated from the date of issuance to the day of the AGM. A proxy form is available at the [Company's website](#). A proxy who is representing a legal entity shall submit a certificate of registration or corresponding legitimacy papers showing authorised signatories. The original power of attorney and certified copy of certificate of registration or corresponding legitimacy papers should be sent to Computershare AB at the above address in good time prior to the AGM.

Trustee Registered Shares

A shareholder who has nominee-registered its shares must, in order to have a right to participate on the AGM, through the trustee's care register the shares in its own name, so the person in question is registered in the share register kept by Euroclear Sweden AB on the record date on April 24, 2024. Such register can be temporary ("rösträtsregistrering"). A shareholder who wishes to register the shares in its own name must, in accordance with the trustee's guidelines, ask the trustee to make such a registration ("rösträtsregistrering"). A registration made by the shareholder within such time that the registration has been made by the relevant trustee no later than April 26, 2024, will be considered at the presentation of the share register.

Proposed agenda

1. Opening of the AGM.
2. Election of chairman of the AGM.
3. Drafting and approval of the voting list.
4. Election of one person to verify the minutes.
5. Review as to whether the AGM has been duly convened.
6. Approval of the agenda for the AGM.
7. Presentation of
 - a) the annual account and the audit report and the consolidated accounts and the audit report for the group,
 - b) the auditor's statement regarding the Company's compliance with the guidelines for remuneration to members of the executive management in effect since the previous Annual General Meeting.
In connection thereto, presentations by the Managing Director.
8. Resolutions regarding
 - a) to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet,
 - b) the allocation of the Company's profit in accordance with the adopted balance sheet,
 - c) discharge from liability towards the Company in respect of the members of the Board of Directors and the Managing Director.
9. Determination of the number of members of the Board of Directors.
10. Determination of remuneration to be paid to the members of the Board of Directors and auditors.
11. Election of members of the Board of Directors.
12. Resolution regarding appointment of members to the Nomination Committee.
13. Resolution on approval of the remuneration report.
14. Resolution regarding authorisation for the board to resolve upon new issue of shares.
15. Resolution regarding authorisation for the board to resolve on acquisition and sale of the Company's own shares.
16. Closing of the AGM.

Proposals for resolution

The Nomination Committee, whose members have been appointed in accordance with the instructions that were decided at the AGM 2023 has been composed of Jesper Mårtensson (appointed by Erik Selin Fastigheter AB), Rikard Svensson (appointed by Arvid Svensson Invest AB), Patricia Hedelius (appointed by AMF Tjänstepension och Fonder), who together represent 66,6% of the total number of votes in the Company, and by Christina Rogestam, chairman of the Board of Directors. Jesper Mårtensson has been acting chair in the Nomination Committee.

Election of the chairman of the AGM (item 2)

The Nomination Committee proposes the chair of the Board of Directors, Christina Rogestam, to be appointed as the chairman of the AGM.

Resolution regarding allocation of the Company's profit in accordance with the adopted balance sheet (item 8 b)

The Board of Directors proposes that no dividend is distributed to the shareholders.

Determination of the number of members of the Board of Directors (item 9)

The Nomination Committee proposes that the board of directors shall consist of five board members and no deputies.

Determination of remuneration to the members of the Board of Directors and auditors (item 10)

The Nomination Committee proposes fixed directors' fees in the total of SEK 635,000 to be paid and distributed as follows: SEK 230,000 to the chairman of the Board of Directors and SEK 135,000 to each of the other board members elected by the AGM and who are not employed by the Company. The directors' fees has been raised compared to 2023. The nomination committee proposes that auditor's fees shall be paid against approved account.

Election of board members (item 11)

The nomination committee proposes re-election, for the time until the next AGM,

of re-election of

- a) Sten Dunér,
- b) Erik Selin,
- c) Fredrik Svensson,
- d) Anders Wennergren

new election of

- e) Carin Kindbom

Carin Kindbom, born in 1968, has a Bachelor of Science, Business Administration from University of Gothenburg School of Business, Economics and Law.

CEO and President at Svenska Mässan Gothia Towers, since 2010. Beyond the proposed Board of Director in Fastighets AB Balder, Carin Kindbom is also Director of the Board in

Svenska Mässan Stiftelse, in UFI (The Global Association of the Exhibition Industry) and in Almega Tjänsteföretagen. Earlier Director of the Board in Göteborg & Co AB, Börssällskapet i Göteborg, Handelsbanken Västra Sverige, Sten A Olssons Stiftelse för forskning och kultur samt Moment Group AB.

Sten Dunér is proposed to be re-elected as chair of the Board of Directors.

Resolution regarding appointment of members to the Nomination Committee (item 12)

The Nomination Committee proposes that the AGM approves the following instructions for the Nomination Committee.

The instructions for the Nomination Committee shall remain in force until resolutions concerning changes regarding the Nomination Committee's instructions is made by the AGM.

1. The Nomination Committee, which represents the Company's shareholders and is the General Meeting's body for the preparation of certain decisions concerning appointments to be made by the General Meeting, shall carry out its duties in accordance with the Swedish Corporate Governance Code.
2. The Company shall have a Nomination Committee consisting of one member for each of the four largest shareholders in terms of voting rights in accordance with item 3 below, who wishes to appoint a director. If any of the four largest shareholders in terms of voting rights waive their right to appoint a member to the Nomination Committee, the next shareholder in order of size shall be given the opportunity to appoint a member.
3. The Nomination Committee for next year's Annual General Meeting shall be constituted based on the shareholders who, as of the last banking day in September, have been registered in the share register maintained by Euroclear Sweden AB, as well as other reliable information about shareholdings that has been provided to the Company at this time.
4. The Chairman of the Board shall, as soon as information about ownership as described above is available, contact a representative of each of the four largest shareholders in the Company, who then has the right to appoint one member each to the Nomination Committee. The members of the Nomination Committee shall be announced no later than six months before each Annual General Meeting. If a member is appointed by a certain owner, the name of the owner must be indicated.
5. The Nomination Committee shall appoint the Chairman of the Nomination Committee from among its members. The Chairman shall not be a director of the Company.
6. If one or more of the shareholders who have appointed members to the Nomination Committee no longer belong to the four largest shareholders earlier than two months before the Annual General Meeting, members appointed by these shareholders shall make their seats available and the shareholder or shareholders who have become one of the four largest shareholders in terms of voting rights shall, after contact with the Chairman of the Nomination Committee, appoint their members.

7. Shareholders who have become one of the four largest shareholders later than two months before the Annual General Meeting shall, instead of being part of the Nomination Committee, have the right to appoint a representative who shall be temporarily admitted as a member to the Nomination Committee and thus participate without voting rights.
8. Shareholders who have appointed a member of the Nomination Committee have the right to dismiss such member and appoint a new member. Changes regarding the composition of the Nomination Committee shall be announced as soon as they have taken place.
9. The Nomination Committee shall submit proposals for resolutions regarding the following items to the Annual General Meeting (including, where applicable, the Extraordinary General Meeting):
 - a) a proposal for Chairman of the Annual General Meeting,
 - b) a proposal on the number of directors on the board,
 - c) a proposal regarding the director's fees divided between the chairman and other directors of the board,
 - d) the fees for the Company's auditors,
 - e) a proposal for directors,
 - f) a proposal for Chairman of the Board of Directors,
 - g) the election of an auditor, and
 - h) where appropriate, proposals for decisions on instructions for the Nomination Committee.
10. The mandate of the current Nomination Committee shall remain in force until the new Nomination Committee is appointed according to the criteria above.
11. No remuneration shall be paid to the members of the Nomination Committee.

Resolution on the approval of the remuneration report (item 13)

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' remuneration report.

Resolution regarding authorisation for the board to resolve upon new issue of shares (item 14)

The Board of Directors proposes that the AGM authorise the board during the period until the next annual general meeting, on one or more occasions, with or without the preferential rights of the shareholders, to have the power to resolve on a new issue of Class B shares, warrants, or convertibles vesting the right to subscribed for or convert to shares of Class B. The Board of Directors cannot, by virtue of authorization, resolve to issue shares, warrants or convertibles that together correspond to more than 10% of all shares in the company. The proposal further denotes that subscription for the issued instrument can be paid for in cash, in kind or by right of set-off. Shares shall, in case of deviation from the preferential rights of shareholders, be issued to market price. If the authorization is combined with authorization regarding acquisition or sale of own shares (item 15), the number of acquired own shares, shares of Class B, warrants or convertibles, that are transferred or issued in connection with

the same purchase, shall not correspond to more than 10% of all shares in the company.

The purpose of the authorization and the potential deviation from shareholders' preferential right is to enable the company, partly or wholly, to fund potential future real estate purchases or purchases of shares or interests in other legal entities, by issuing shares as payment of such purchases or to capitalize the company.

A resolution by the AGM is valid only were supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Resolution regarding authorisation for the board to resolve on acquisition and sale of the Company's own shares (item 15)

The Board of Directors proposes that the AGM resolve to authorise the board, during the period until the next annual general meeting, on one or more occasions, to acquire its own Class B shares. The company may not acquire its own shares to the extent that the company's holding of its own shares following the acquisition would exceed one-tenth of all shares in the company.

Acquisition of shares shall take place (i) on NASDAQ Stockholm and may only take place at a price within the registered price range at each time, which is deemed as the range between the highest price paid and lowest selling price or (ii) via a take-over bid directed to all holders of each class of shares, when the acquisition shall take place at a price that at the time of the resolution corresponds to not less than the current market price and not more than 150% of the current market price. Payment for the shares shall be paid in cash.

In addition, the Board of Directors proposes that the AGM authorise the board during the period until the next annual general meeting, on one or more occasions, to sell all shares of class B or part of all shares class B that the company holds at each point in time, (i) on NASDAQ Stockholm or (ii) in connection with acquisition of companies, operations or properties on market-related terms. Sale of shares on NASDAQ Stockholm may only take place at a price that is within the registered price range at each time. The authorisation includes the right to resolve on deviations from the shareholders' preferential rights and that payment may be made through set-off or contribution in kind.

If the exercise of the authorization to acquire or transfer own shares of class B is combined with the exercise of the authorization to issue new shares of class B, warrants or convertibles with the right to subscribe for shares of Class B (item 14) with the purpose of financing the acquisition of the entire or the part of properties, shares or participations in legal entities, the number of shares that have been transferred and issued and the warrants and convertibles that have been issued in connection with the acquisition, together can correspond to a maximum of 10% of all shares in the company.

The authorization will give the board the possibility to plan for action and the possibility to continually adapt the company's capital structure and thereby contribute to increase the shareholder value and also have the possibility to finance future acquisitions.

For a resolution by the AGM, shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting shall support the proposal.

Other information

Number of shares and votes

On the date this notice is being published, the total number of shares in the company amounted to 1,172,000,000, divided into 67,376,592 shares of Class A, and 1,104,623,408 shares of Class B. Shares of Class A carry one vote while shares of Class B carry 1/10 vote. The company does not own any of the outstanding shares.

Majority rules

Resolutions in accordance with the Board of Directors' proposals regarding items 14 and 15 of the agenda are only valid if supported by shareholders holding at least two thirds (2/3) of both the votes cast as well as the shares represented at the AGM.

Documents

The Annual and Sustainability report, the audit report and the Board of Directors' remuneration report pursuant to Chapter 8, Section 53a of the Swedish Companies Act will be available at the Company's head office at Parkgatan 49, Gothenburg, and on the Company's website, www.balder.se, in connection with the disclosure of the Company's Annual and Sustainability report on April 8, 2024. The auditor's statement according to item 7 b), as well as other proposals, and related documents, regarding item 14 and 15 will be available at the Company's head office, Parkgatan 49, Gothenburg, and on the Company's website, www.balder.se, no later than April 12, 2024. As to other proposals, complete proposals can be found under each item in this notice. The documents will be sent to shareholders who request it and who provide their postal address. The documents will also be submitted at the AGM.

The Nomination Committee's complete proposal for resolutions, including a proposal for updated instructions for the Nomination Committee, information regarding the proposed board members, its statement concerning the Nomination Committee's proposal regarding the Board of Directors and report on the Nomination Committee's work can be found on the Company's website, en.balder.se/agm-2024.

Information at the meeting

The Board of Directors or the Managing Director may, at the request of any shareholder, and if the board does not consider it to have a negative impact on the Company, provide information about conditions that can affect the assessment of matters on the agenda, conditions that can affect assessment of the Company's or subsidiaries' financial situation, or the Company's relationship to other group companies.

Processing of personal data

For information on how your personal data is processed see www.euroclear.com.

Gothenburg, March 2024
Fastighets AB Balder (publ)
The Board of Directors

[Fastighets AB Balder](#) (publ) is a listed property company that owns, manages and develops residential and commercial properties in Sweden, Denmark, Finland, Norway, Germany and the United Kingdom. The head office is located in Gothenburg. As of 31 December 2023, the property portfolio had a value of SEK 211.7 billion. The Balder share is listed on Nasdaq Stockholm, Large Cap.