



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 notified of the Annual General Meeting (AGM) to be held on Thursday, May 11, 2023 at 4 p.m. CET, at Filmstaden Bergakungen, Skånegatan 16B, Gothenburg.

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 wishing 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, May 3, 2023,
- and have notified of their intention to attend by no later than Friday May 5, 2023. The shareholder shall notify the number of advisors (maximum two) that the shareholder wishes to bring on the AGM within the same time.

Notification

Notification of participation at the AGM shall be made by letter to Computershare AB, "Balder's AGM 2023" Box 5267, 102 46 Stockholm, Sweden, by email to proxy@computershare.se, by telephone +46 771 24 64 00, or [on this page](#).

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 Wednesday May 3, 2023. Such register can be temporary ("rösträttsregistrering"). 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 ("rösträttsregistrering"). A registration made by the shareholder within such time that the registration has been made by the relevant trustee no later than May 5, 2023, 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. Election of auditor.
13. Resolution regarding appointment of members to the Nomination Committee.
14. Resolution on approval of the remuneration report.
15. Resolution regarding guidelines for remuneration to senior executives.
16. Resolution regarding authorisation for the board to resolve upon new issue of shares.
17. Resolution regarding authorisation for the board to resolve on acquisition and sale of the Company's own shares.
18. 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 2022 has been composed of Jesper Mårtensson (appointed by Erik Selin Fastigheter AB) and Rikard Svensson (appointed by Arvid Svensson Invest AB), who together represent approximately 62 percent of the total number of votes in the Company, and Lars Rasin, chair of 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 Board of Directors is proposed to 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 an unaltered fixed directors' fees in the total of SEK 560 000 to be paid and distributed as follows: SEK 200 000 to the chairman of the Board of

Directors and SEK 120 000 to each of the other board members elected by the AGM and who are not employed by the Company.

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

- a. Christina Rogestam (chair of the Board of Directors),
- b. Erik Selin,
- c. Fredrik Svensson,
- d. Sten Dunér and
- e. Anders Wennergren.

Christina Rogestam is proposed to be re-elected as chair of the Board of Directors.

Election of auditor (item 12)

It is proposed by the Nomination Committee that Öhrlings PricewaterhouseCoopers AB is re-elected as the Company's auditor until the end of the AGM 2027. Öhrlings PricewaterhouseCoopers AB has announced that if the AGM resolves to elect Öhrlings PricewaterhouseCoopers AB as auditor, Bengt Kron will continue as the main responsible auditor.

Resolution regarding appointment of members to the Nomination Committee (item 13)

The Nomination Committee proposes that the Annual General Meeting 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 Annual General Meeting.

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 three largest shareholders in terms of voting rights in accordance with item 3 below, who wishes to appoint a director, as well as the Chairman of the Board. If any of the three 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 three 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 three 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 three 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 three 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 Company shall be informed of the Nomination Committee's proposals no later than six weeks before the Annual General Meeting. All information about any new directors shall be annexed to the proposal.
11. The mandate of the current Nomination Committee shall remain in force until the new Nomination Committee is appointed according to the criteria above.
12. No remuneration shall be paid to the members of the Nomination Committee.

Resolution on the approval of the remuneration report (item 14)

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report.

Resolution regarding guidelines for remuneration to senior executives (item 15)

The Board of Directors proposes that the AGM resolve on guidelines below for salary and other remuneration to senior executives in Balder. The guidelines shall apply until the AGM resolves to adopt new guidelines.

Application

These guidelines shall apply on management of the Balder group. The guidelines shall apply on agreed remunerations and alterations of already agreed remunerations after the adoption of the guidelines by the AGM 2023. The guidelines do not apply on remunerations resolved by the General Meeting. These guidelines also apply on board members elected by the General Meeting in Balder. Board members may receive compensation in cash, in addition to the board remuneration, for services made for the Company. Such compensation shall not exceed an amount corresponding to the board remuneration resolved by the AGM.

The guidelines promotion of Balder's business strategy, long term interests and sustainability

Balder's overall business strategy is to create value through a local connection while purchasing, developing, and managing commercial properties in city centers and residential

properties in communities with growth and a positive development.

For further information about the Company's business strategy, please visit the website, www.balder.se.

Balder shall offer the compensations and terms of employment necessary to recruit and keep competent and qualified co-workers, whose employments are a prerequisite to enable the Company to successfully implement the business strategy and to achieve the long-term interest of the Company, including its sustainability. Balder shall be able to offer remuneration and other terms of employment that are market-related and competitive.

The compensation consisting of a fixed salary, pension benefits and other customary non-monetary benefits that Balder offers its employees are overall evaluated by the Board of Directors. The guidelines provide that the management can receive a competitive total compensation.

As per today, the Company has not established any incentives for the employees related to shares.

Remuneration etc.

The remuneration to CEO and management shall consist of a fixed salary paid in cash, pension benefits and other customary non-monetary benefits.

Fixed salary

Each member of the management of the Balder group shall as sole remuneration be offered a fixed salary paid in cash, which shall be competitive in relation to the difficulty of the position, the manager's experience, competence, responsibility, and performance. The fixed salary shall in general be revised yearly.

Variable remuneration

No variable remuneration shall be paid.

Pension

The CEO shall have a pension agreement with defined benefits, and other members of management shall be subject to pension plans with fixed fees. The pension premiums paid by the company shall not exceed 35 percent of the CEO's fixed yearly salary while the pension premiums for the rest of the management shall not exceed 25 percent.

Non-monetary benefits

Other conventional non-monetary benefits may include e.g., health insurance, life insurance, health care insurance, and car benefit.

Termination of employment

Salary and severance payment shall not together exceed 18 months. If the CEO resigns, a mutual period of notice of six months applies. If the Company gives the CEO notice, the Company shall pay a severance payment for 12 months, from which no right to pension or vacation salary can derive. For other members of management, a mutual notice time of six months applies. No severance payment shall be made.

Payment and terms of employment for employees

Balder has established a compensation committee that prepares guidelines for salary and terms of employment for management. During the preparation of the Board of director's proposal for these guidelines, and during the evaluation whether the guidelines and their

limitations are reasonable, salary and terms of employment for the company's employees has been considered, since information about employees' total compensation, the composition of the compensation, the increase of compensation and the historical rate of increase of compensation has formed the board's basis for the proposal.

The decision procedure to establish, monitor and apply the guidelines

The compensation committee has drafted the proposal of these guidelines, whereas the Board of Directors has resolved to submit the proposal at the AGM. The compensation committee shall draft new proposals to new guidelines for remuneration to management when necessary – at least every fourth year – and submit the proposal to the AGM.

The guidelines shall apply until the AGM resolves to adopt new guidelines. The compensation committee shall monitor and evaluate variable compensation plans for the management, the application of the guidelines to compensation of management and the structures of compensation and levels of compensations in the company.

To the extent they are affected by the matter, the CEO or any other member of the management shall not be present when the Board of Directors discuss or resolve on matters related to compensation.

Deviation from the guidelines

The Board of Directors may temporarily deviate from the guidelines, in part or entirely, if there are reasonable arguments in a particular matter and a deviation is necessary to achieve the company's long-term interests, including its sustainability, or to secure the company's financial strength. As described above, the compensation committee shall prepare the board's decision in matters regarding compensation, and this assignment includes to prepare deviations from the guidelines.

Resolution regarding authorisation for the board to resolve upon new issue of shares (item 16)

The board 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 ten (10) per cent 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 17), 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 ten (10) per cent 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 17)

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 per cent of the current market price. Payment for the shares shall be paid in cash.

In addition, the board 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 16) 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 ten (10) per cent of all shares in the company.

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.

The authorization, in item 16 and 17, 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.

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 1 154 000 000, divided into 67 376 592 shares of Class A, and 1 086 623 408 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 16 and 17 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 accounts, the audit report and the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a 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 report on April 5, 2023. The auditor's statement according to item 7 b), as well as other proposals, and related documents, regarding item 16 and 17 will be available at the Company's head office, Parkgatan 49, Gothenburg, and on the Company's website, www.balder.se/agm-2023, no later than April 20, 2023. 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, www.balder.se/agm-2023.

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 <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

**Gothenburg, April 2023
Fastighets AB Balder (publ)
The Board of Directors**

[Fastighets AB Balder](#) 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 2022, the property portfolio had a value of SEK 217.4 billion. The Balder share is listed on Nasdaq Stockholm, Large Cap.