



# Notice of annual general meeting in K-Fast Holding (publ)

**The shareholders of K-Fast Holding AB (publ), corporate identity no.: 556827-0390 are hereby invited to the Annual General Meeting (“AGM”) on 15 May 2023, 5 p.m. CEST at Hotel Statt Hässleholm, Frykholtsgatan 13 in Hässleholm, Sweden. This is an unofficial translation of the original Swedish notice. In case of discrepancies, the Swedish version shall prevail.**

## **Registration etc.**

Shareholders wishing to participate in the AGM of K-Fast Holding AB must:

- be included in the share register maintained by Euroclear Sweden AB on 5 May 2023, and
- no later than 11 May 2023 notify their intention to participate in the AGM.

Registration takes place by submitting a written notice to K-Fast Holding AB, FAO: Johan Hammarqvist, Bultvägen 7, SE-281 43 Hässleholm, Sweden or via e-mail to [ir@k-fastigheter.se](mailto:ir@k-fastigheter.se). Registration must include the shareholder's name, personal identity no./corporate identity no., address, telephone number and number of shares.

## **Representatives and assistants**

Shareholders that are represented by proxy must provide a signed and dated Power of Attorney. If the Power of Attorney is issued by a legal entity, a certified copy of a valid certificate of incorporation of the legal entity (or equivalent document for a foreign legal entity) must be attached. The Power of Attorney must not be older than one year, unless a longer period of validity (subject to a maximum of five years) has been specified in the Power of Attorney.

Shareholders may bring one or two assistants to the AGM, provided the shareholder registers their attendance in accordance with the procedure for shareholders described above.

To facilitate registration, an original Power of Attorney and certificate of incorporation, and any other authorization documentation, must be submitted to the company at the following address: K-Fast Holding AB, FAO: Johan Hammarqvist, Bultvägen 7, SE-281 43 Hässleholm, Sweden, in sufficient time before the AGM.

Power of Attorney forms for shareholders wishing to participate in the AGM through a proxy representative will be published on the company's website [www.k-fastigheter.com/en](http://www.k-fastigheter.com/en).

## **Advance voting**

Shareholders are entitled to exercise their right to vote at the AGM through advance voting. A specific form must be used for advance voting. The form can be found at [www.k-fastigheter.com/en/corporate-governance/general-meetings](http://www.k-fastigheter.com/en/corporate-governance/general-meetings). Shareholders exercising their right to vote in advance do not need to register separately for the AGM. Submission of the advance voting form constitutes registration. K-Fast Holding AB must have received the completed form by no later than 11 May 2023. The completed form shall be submitted to the address indicated under “Registration etc.” above. The completed form can also be submitted electronically to [ir@k-fastigheter.se](mailto:ir@k-fastigheter.se).

## **Nominee registered shares**

To be entitled to participate in the AGM, 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 at 5 May, 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.

## **Proposed agenda**

1. Election of the Chairman of the AGM
2. Preparation and approval of the voting register
3. Election of one or two persons to approve the minutes of the AGM
4. Determining whether the AGM has been duly convened
5. Approval of the agenda
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements for the period 2022-01-01–2022-12-31, the remuneration report as well as the auditor's statement regarding whether the applicable guidelines for remuneration have been complied with
7. Resolutions regarding
  - a. adoption of the Income Statement and Balance Sheet and Consolidated Income Statement and Consolidated Balance Sheet,
  - b. allocation of profit or loss in accordance with the adopted Balance Sheet and,
  - c. discharge from liability for Board members and the CEO
8. Determining the number of Board members
9. Determining the number of Auditors and Deputy Auditors
10. Determining fees to Board members and Auditors
11. Election of Board members
12. Election of Auditors and potential Deputy Auditors
13. Resolution on approval of the remuneration report
14. Resolution regarding authorizing the Board to resolve to issue new shares
15. Resolution regarding authorizing the Board to repurchase and transfer treasury shares
16. Closing the AGM

## **Nomination Committee proposed resolutions**

The Nomination Committee consisted of Stefan Alvarsson, Chairman, appointed by Jacob Karlsson AB, Shahram Rahi, appointed by Erik Selin Fastigheter Aktiebolag, Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning AB, and Erik Selin, Chairman of K-Fast Holding AB.

### **Election of the Chariman of the AGM (item 1)**

The Nomination Committee proposes that Erik Selin is elected Chairman of the AGM.

### **Determining the number of Board members (item 8)**

The Nomination Committee proposes that the Board comprise six (6) Board members.

### **Determining the Auditors and Deputy Auditors (item 9)**

The Nomination Committee proposes that a registered audit firm be appointed as Auditor.

### **Determining fees to Board members and Auditors (item 10)**

The Nomination Committee proposes that a fee of SEK 200,000 shall be payable for the period up until the next AGM for each Board member not employed by the company, with the exception of Erik Selin. The Nomination Committee proposes that no fee be payable to Erik Selin. The proposed fees also include remuneration for committee work.

The Nomination Committee proposes that fees to the company's Auditors are payable in accordance with approved invoice.

### **Election of Board members (item 11)**

The Nomination Committee proposes that the following Board members are re-elected for the period until the next AGM: Erik Selin, Ulf Johansson, Christian Karlsson, Jacob Karlsson, Sara Mindus and Jesper Mårtensson. The Nomination Committee also proposes that Erik Selin is re-elected as Chairman.

### **Election of Auditors and potential Deputy Auditors (item 12)**

The Nomination Committee proposes that registered audit firm Ernst & Young AB is reelected as the company's Auditor for the period until the end of the next AGM. Ernst & Young AB has informed the company that Authorized Public Accountant Peter von Knorring will be appointed as Auditor in Charge if Ernst & Young AB is re-elected as Auditor. The Nomination Committee's proposal is endorsed by the company's Audit Committee.

### **The Board proposed resolutions**

#### **Resolution regarding allocation of the company's profit or loss in accordance with the adopted Balance Sheet (item 7.b)**

The following unrestricted equity is at the disposal of the AGM

Share premium (SEK)	1 372 919 498
Total unrestricted equity (SEK)	202 943 604
Profit for the year (SEK)	304 209 836
<b>Total (SEK)</b>	<b>1 880 072 938</b>

The Board proposes that no dividend be paid for the financial year 2022 and

that total of SEK 1,575,863,103 be carried forward.

The reason for the proposal is that the Board considers that the company's growth should be prioritized over dividend to shareholders. The Board considers that unrestricted equity can be utilized more expediently by being reinvested in the operations, with the objective of creating the right conditions for reaching pre-determined growth targets.

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

Resolution on approval of the remuneration report (item 13) The board of directors proposes that the annual general meeting approves the board of directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act

#### **Resolution on authorizing the Board to resolve to issue new shares (item 14)**

The Board proposes that the AGM decide;

- i. to authorize the Board to make decisions regarding one or several new issues of class B shares;
- ii. that such new issue/issues may be affected with deviation from shareholders preemptive rights;
- iii. that payment for newly issued shares shall be made in cash, through offset or in the form of non-cash consideration;
- iv. that the company may issue a maximum of 24,000,000 (twenty four million) new class B shares under the authorization; and
- v. that the authorization shall apply until the AGM 2024.

The purpose of the authorization, and the reason for any deviation from shareholders' preemptive rights, is to enable timely and cost-efficient new share issues, with the aim of financing the acquisition of properties or businesses by the company, or to carry out other investments. New share issues under this authorization, in deviation from shareholders' pre-emptive rights, shall be based on a market-based subscription price that reflects market conditions at the time of issue.

The CEO, or a party appointed by the Board, shall be entitled to make minor adjustments to the decision as required for registration.

#### **Resolution on authorizing the Board to repurchase treasury shares (item 15)**

The Board proposes that the AGM decide;

- i. to authorize the Board to decide, on one or several occasions, to acquire class B shares held in treasury;
- ii. that acquisitions may only occur on a regulated market place where the company's shares are listed;
- iii. that acquisitions may only occur at a price per share within the registered share price interval as applicable from time to time, corresponding to the interval between highest bid price and lowest offer price;
- iv. that the authorization permits a maximum repurchase of shares corresponding to one tenth of the total number of shares issued in the company; and
- v. that authorization applies up until the AGM 2024.

It is also proposed that the Board is authorized, deviating from shareholders' pre-emptive rights, to decide to transfer class B shares held in treasury as settlement in connection with acquisitions of properties or businesses, or in connection with other investments, at a price corresponding to the share price at the time of transfer.

The purpose of authorization is to create conditions that allow the Board to reach expedient decisions regarding the effective utilization of the company's capital and liquidity. Authorization permits the Board, if it is considered appropriate, to utilize potential surplus liquidity to effect reversals to shareholders without necessitating a dividend proposal and/or cancellation of shares to be presented to the AGM. Authorization also aims to increase the company's flexibility to carry out acquisitions of properties, businesses, or other investments.

## **Other information**

### **Processing of personal data**

For information about how the company processes personal data in connection with the AGM, please refer to the privacy policy on Euroclear Sweden AB's website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

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

As of the date of the Notice convening the AGM, the company had a total of 215,331,168 shares, representing a total of 305,331,168 votes, divided over 22,500,000 class A shares and 192,831,168 class B shares. The company does not hold treasury shares.

### **Special resolutions regarding the proposals under items 14 and 15**

Special resolutions are required for the proposals under items 14 and 15 of the proposed agenda, whereby decisions shall only be valid if they have been approved by a minimum of two thirds of the votes held by shareholders, and the votes represented by such shareholders at the AGM.

### **Documents**

The documents required under the Companies Act (2005:551), and the Board's presentation of the Remuneration Committee's evaluation of remuneration to senior executives, will be published by 24 April 2023 on the company's website [www.k-fastigheter.com/en](http://www.k-fastigheter.com/en), at the company's address at Bultvägen 7, SE-281 43 Hässleholm, Sweden, and will be mailed free of charge to shareholders on request to their specified postal or email address. The Nomination Committee's motivation for the proposal to the Board, and information regarding the proposed Board members, and the Annual Report and Report of the Auditors, can be found on the company's website and at the company's offices at the address indicated above.

### **Shareholder's right to ask questions**

The Board and CEO shall, on request by shareholders, and provided the Board considers that such action does not cause material damage to the company, provide information regarding conditions that may influence the consideration of an item on the agenda, and conditions that could impact the evaluation of the company's or a subsidiary's financial situation and the company's relationship to another Group company and the Consolidated Financial Statements. Individuals wishing to submit questions in advance may do so at the address indicated above.

### **Date of publication**

Significant decisions of the AGM, will be announced no later than 16 May 2023.

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Hässleholm in April 2023

K-Fast Holding AB (publ)

The Board

**For more information, please contact:**

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*As a property company, K-Fastigheter's objective is to add value for tenants by creating attractive homes with superior comfort. The Group's operations encompass active property management, project development and proprietary construction operations. To enhance cost efficiency and cut construction times, K-Fastigheter has chosen to work with three concept buildings, developed in-house and constructed for proprietary management. K-Fastigheter provides some 3,700 homes in several locations in the Öresund region, in the province of Småland and in western Sweden, and is assessing new markets as production capacity increases. The Group's property portfolio has a book value SEK 13.1 billion, with an annual rental value of about SEK 490 million. Since November 2019, the company's Class B shares have been traded on Nasdaq Stockholm under the (ticker: KFAST B). Read more at [k-fastigheter.com](http://k-fastigheter.com)*