

## Notice of Annual General Meeting for Platzer Fastigheter Holding AB (publ)

**The shareholders of Platzer Fastigheter Holding AB (publ), Corporate Identity Number 556746-6437, ("the Company" or "Platzer") are hereby invited to the Annual General Meeting on Wednesday 31 March 2021 at 15:00. In view of the continued uncertainty surrounding the Coronavirus pandemic, the Board of Directors has decided that the Annual General Meeting (AGM) will be conducted only via a so-called postal voting procedure. This means that no shareholders will attend the meeting in person or by proxy. Instead, shareholders will participate in the Annual General Meeting by voting and submitting any questions in advance, in accordance with the instructions set out below.**

The following will apply:

- The Annual General Meeting will be held on Wednesday 31 March 2021 at 15:00. No shareholders, proxies or other external parties may attend in person.
- Shareholders will only be able to participate in the Annual General Meeting by voting on proposed resolutions and submitting their questions to the Company in advance. All information, documents and voting instructions can be found on the Company's website: [www.platzer.se/arsstamma](http://www.platzer.se/arsstamma).
- The Agenda for the meeting is set out below and the proposed resolutions are explained in more detail later in the notice.
- A press release will be published after the meeting with information about the most significant resolutions passed by the Annual General Meeting, as soon as the results of postal voting are known.
- The final results of postal voting will be included in the minutes of the meeting, which will be published within two weeks of the Annual General Meeting.
- The Annual General Meeting will not be live-streamed via the Company's website.
- Addresses by Platzer's Chairman, Fabian Hielte, and the CEO, P-G Persson, will be available on the Company's website from 17 March 2021.

### CONFIRMATION AND ATTENDANCE

To be entitled to participate in Platzer Fastigheter Holding AB's Annual General Meeting via postal voting, shareholders must:

- be entered in the shareholder register maintained by Euroclear Sweden AB as at 23 March 2021; and
- have notified the Company of their intention to participate in the Annual General Meeting by casting their vote by post in accordance with the instructions under "Postal Voting" below and ensuring their vote is received by Euroclear Sweden AB not later than 30 March 2021.

To be entitled to participate in the Annual General Meeting, shareholders who have registered their shares in the name of a nominee must, in addition to notifying the Company of their participation in the AGM in accordance with the above, re-register their shares in their own name with Euroclear Sweden AB to ensure that they are entered in the shareholder register on 23

March 2021. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures within the timeframe determined by the nominee. Voting rights registrations made not later than 25 March 2021 will be included in the presentation of the share register.

## **POSTAL VOTING**

The Board of Directors has decided that shareholders will only be able to exercise their voting rights by way of postal voting in accordance with Section 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

A special postal voting form must be used. This form is available on the Company's website, [www.platzer.se](http://www.platzer.se), and at the Company's head office at Kämpegatan 7, Gothenburg. The form also serves as confirmation of participation in the Annual General Meeting. The postal voting form, duly completed and signed, shall be posted to Platzer Fastigheter Holding AB, "Annual General Meeting" c/o Euroclear Sweden AB, PO Box 191, SE-101 23 Stockholm, Sweden or submitted by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), and must be received by Euroclear Sweden AB not later than 30 March 2021 (state "Platzer – postal voting" in the subject line). Shareholders who are natural persons may also submit their postal vote online by way of verification using BankID on Euroclear Sweden AB's website: <https://anmalan.vpc.se/euroclearproxy>, which can also be accessed via a link on the Company's website. Such electronic votes must be submitted not later than 30 March 2021.

Shareholders exercising their voting rights by way of postal voting by proxy must append a form of proxy to the postal voting form. The proxy form is available on the Company's website, [www.platzer.se](http://www.platzer.se).

Shareholders who are legal entities must also enclose a certificate of incorporation or equivalent authorisation document.

Shareholders must not provide special instructions or conditions with their postal vote. Should shareholders provide such instructions or conditions, their entire postal vote will be declared invalid. Further instructions and terms and conditions can be found on the postal voting form and at <https://anmalan.vpc.se/euroclearproxy>.

Votes received after 30 March 2021 will be rejected.

For any questions about the postal voting form, please contact Euroclear Sweden AB by calling +46 (0)8 401 43 45 (Monday-Friday between 09:00-16:00).

## **QUESTIONS**

Any questions to the Company in connection with the Annual General Meeting may be submitted to Platzer up to and including 21 March 2021. Shareholders who wish to submit questions may do so either by post to Platzer Fastigheter Holding AB (publ), FAO Annual General Meeting, PO Box 211, SE-401 23 Gothenburg, Sweden or by email to [arsstamma@platzer.se](mailto:arsstamma@platzer.se). Shareholders must give their name, personal identity number or corporate identity number, and their address in order for their question to be answered. Shareholders must also give their email address and telephone number.

Questions will be answered and published not later than 26 March 2021. Questions and answers will be available at Platzer Fastigheter Holding AB (publ), Kämpegatan 7, Gothenburg, and on the Company's website, [www.platzer.se](http://www.platzer.se), and will be sent to the shareholder provided the

shareholder's address is known to the Company or provided by the shareholder together with the question.

The Board of Directors and the CEO must, at the request of a shareholder and on condition that the Board of Directors believes the Company will not suffer significant harm as a result, disclose information on issues that may affect the assessment of an item on the Agenda or circumstances that may affect the assessment of the Company's or a subsidiary's financial situation, or the Company's relationship with another Group company or in relation to the consolidated financial statements.

## **PROPOSED AGENDA**

1. Election of the Chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the Agenda
4. Election of two persons to check and verify the minutes
5. Determination as to whether the meeting has been duly convened
6. Presentation of
  - (i) the Annual Report and consolidated financial statements and the Auditor's Report concerning the Parent Company and the Group
  - (ii) the Board of Directors' proposal for payment of dividends and the explanatory statement
  - (iii) the Auditor's opinion on whether the guidelines for remuneration of senior executives in place since the previous Annual General Meeting have been followed
7. Resolution on adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
8. Resolution on allocation of the Company's profit in accordance with the duly adopted balance sheet and the record dates
9. Resolution to grant discharge from liability to the members of the Board and the CEO
10. Resolution on the number of Board members and auditors, as well as deputy auditors
11. Determination of the fees payable to the Board of Directors and auditor
12. Election of Board members and Chairman of the Board of Directors
13. Election of auditors and deputy auditors, where applicable
14. Resolution on principles for the appointment of the Nomination Committee
15. Resolution on approval of the Remuneration Report
16. Resolution on guidelines for remuneration of senior executives
17. Resolution on authorisation for the Board of Directors to decide on purchase and transfer of the Company's own shares

18. Resolution on authorisation for the Board of Directors to decide on the issue of new shares
19. Resolution on amendment to the Articles of Association

## **PROPOSED RESOLUTIONS**

### ***Election of the Chairman of the Meeting (Item 1)***

The Nomination Committee for the Annual General Meeting 2021 comprises Fabian Hielte (Chairman of the Board of Directors), Hans Ljungkvist (appointed by Länsförsäkringar Göteborg och Bohuslän), Jonas Rosman (appointed by Länsförsäkringar Skaraborg) and Henrik Forsberg Schoultz (appointed by Ernström & C:o AB). Henrik Forsberg Schoultz has served as the Chairman of the Nomination Committee.

The Nomination Committee proposes that Charlotte Hybinette be elected Chairman of the Annual General Meeting, or, if she is unable to attend, another person indicated by the Nomination Committee.

### ***Preparation and approval of the voting list (Item 2)***

The voting list put forward for approval is the voting list prepared by Euroclear Sweden AB on the basis of the shareholder register for the AGM and the votes received, as checked and verified by the persons elected to check and verify the minutes.

### ***Election of two persons to check and verify the minutes (Item 4)***

The Board of Directors proposes that Bo Wallblom and Johannes Wingborg be elected to check and verify the minutes and that if one or neither of these two persons is able to participate in the meeting, another person proposed by Platzer's Board of Directors is appointed to check and verify the minutes. The persons elected to check and verify the minutes must also check the voting list and check that the votes received by post are accurately presented in the minutes of the meeting.

### ***Dividend and record dates (Item 8)***

The Board of Directors proposes a dividend to the shareholders of SEK 2.10 per share, to be paid in two instalments of SEK 1.05 each. The Board of Directors proposes 6 April 2021 and 5 October 2021 as the record dates for the dividend.

### ***Resolution on the number of Board members and auditors, as well as deputy auditors (Item 10)***

The Nomination Committee proposes that the Board shall consist of eight members, without deputy members. The Nomination Committee's proposal means that one Board member will be added to the Board of Directors.

The Nomination Committee propose that a registered public accounting firm be appointed auditor and that no deputy auditors be elected.

### ***Determination of the fees payable to the Board of Directors and auditor (Item 11)***

The Nomination Committee proposes that total fees paid to the Board of Directors shall amount to SEK 1,995,000 (1,650,000), to be distributed as follows: SEK 500,000 (400,000) to the Chairman of the Board and SEK 210,000 (200,000) to each of the other Board members. This corresponds to

a total increase in fees of approx. 20.9%, which includes expanding the Board by one Board member. A fee of SEK 25,000 (50,000) is paid for the work performed by the Chairman of the Risk and Audit Committee. No additional fees are otherwise paid for committee work.

The Nomination Committee further proposes that fees payable to the auditor shall be paid according to an approved invoice.

### ***Election of Board members and Chairman of the Board of Directors (Item 12)***

#### ***Election of Board members***

The Nomination Committee proposes that the following persons be elected to the Board of Directors:

1. Anders Jarl, re-election
2. Anneli Jansson, re-election
3. Caroline Krensler, re-election
4. Charlotte Hybinette, re-election
5. Eric Grimlund, re-election
6. Ricard Robbstål, re-election
7. Maximilian Hobohm, new Board member
8. Henrik Forsberg Schoultz, new Board member

Maximilian Hobohm was born in 1990 and has an MBA from Copenhagen Business School and a BSc in Economics from Uppsala University. Maximilian is currently Investment Manager at Lazarus Industriförvaltning and, among other things, deputy Board member of Sverigehuset and a member of the family Hobohm/Hielte, which is a shareholder in Platzer via the family company Ernström & C:o. Maximilian Hobohm is independent in relation to the Company and the Company management and non-independent in relation to the Company's major shareholders.

Henrik Forsberg Schoultz was born in 1985 and has an MSc in Engineering from Chalmers University of Technology and a Masters in Business Administration from Georgia Institute of Technology. He is also Chairman of the Board of CellMark Investment AB, Board member of 24Storage AB (publ), Wint Group AB and Ernströmgruppen AB, and CEO of Ernström & C:o. He has previously worked as a consultant at McKinsey & Company and as an investor at Nordstjernan. Henrik is independent of the Company and senior management and non-independent of the Company's major shareholders.

For information about the Board members and their other directorships, please see the Company's website, [www.platzer.se](http://www.platzer.se).

#### ***Election of Chairman of the Board***

The Nomination Committee proposes that Charlotte Hybinette be appointed as the new Chairman of the Board.

### ***Appointment of auditors (Item 13)***

The Nomination Committee proposes that the public accounting firm Öhrlings PricewaterhouseCoopers AB (PwC) be reappointed as the company's auditors until the close of the 2022 Annual General Meeting, in accordance with the Risk and Audit Committee's

recommendation. PwC has advised that if PwC is appointed, Johan Rippe will continue as the Auditor in Charge.

#### ***Principles for the appointment of the Nomination Committee (Item 14)***

The Nomination Committee proposes that the following principles for the appointment of the Nomination Committee remain in place until another instruction is adopted:

The Nomination Committee is appointed annually and must consist of the Chairman of the Board of Directors and a representative of each of the three largest shareholders in terms of votes at the end of the second quarter. The Chairman of the Board of Directors shall convene the first meeting of the Nomination Committee. The names of the persons who will form the Nomination Committee must be published on the Company's website not later than six months before the next Annual General Meeting. If any of the three largest shareholders in terms of voting power refrains from appointing a representative to the Nomination Committee, this right accrues to the next largest shareholder in terms of voting power. If a Nomination Committee member's connection with the shareholder that nominated the member ends or if the member leaves the Nomination Committee for any other reason, the shareholder that nominated the member will have the right to replace the member on the Nomination Committee. If any shareholder who appointed a member to the Nomination Committee disposes of a major holding of its shares in the company before the Nomination Committee's task has been completed, the member appointed by this shareholder must, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the largest shareholder in terms of voting power that is not represented on the Nomination Committee. The Nomination Committee appoints a Chairman from among its members. The Chairman of the Nomination Committee must not be a member of the Board of Directors. The Nomination Committee must prepare proposals for presentation to the 2022 Annual General Meeting for resolutions on the Chairman of the Meeting, Board fees and other remuneration of committee work, auditors' fees, the Board of Directors, the Chairman of the Board of Directors, auditors and the principles for appointment of the Nomination Committee for the 2022 Annual General Meeting.

#### ***Approval of the Remuneration Report (Item 15)***

The Board of Directors proposes that the Board of Directors' Remuneration Report pursuant to Chapter 8, Section 53a of the Swedish Companies Act be approved.

#### ***Guidelines for remuneration of senior executives (Item 16)***

Following preparatory work carried out by the Remuneration Committee, the Board of Directors proposes that the Annual General Meeting approve the following main guidelines for remuneration of senior executives.

Remuneration and other terms and conditions of employment for the company's senior management must be on market terms and competitive, and must be based on the employee's responsibilities and performance. Remuneration consists of a fixed base salary for all members of the senior management. Pension terms and conditions must be on market terms and based on a defined-contribution pension or the ITP occupational pension scheme for white-collar workers.

In addition to the fixed salary, variable monetary compensation shall also be possible, which shall then reward predefined, measurable performance. Such variable monetary compensation shall not exceed ten (10) per cent of annual fixed base salary for all senior executives and shall depend on outcomes of targets linked to operating surplus, project lettings, positive net lettings and increase in EPRA NRV. The measurement period is the calendar year for which targets have been



set. The aim of variable monetary compensation is to promote long-term value creation and sustainability work within the Group. Further variable monetary compensation may be payable in exceptional circumstances on condition that such arrangements are only agreed on an individual level, either in order to recruit or retain executives, or as compensation for extraordinary work performance above and beyond the person's ordinary job responsibilities. Such compensation must not exceed an amount corresponding to forty (40) per cent of annual fixed base salary and must not be paid more than once per year and person. Decisions on further monetary compensation are taken by the Board of Directors.

In the event of termination of employment, the period of notice for the CEO and other senior executives must not exceed twelve months, irrespective of whether employment was terminated by the Company or the executive. Severance pay, including salary during the notice period, must not exceed 12 monthly salaries.

The guidelines comprise senior executives in Platzer's Group management, as well as members of the Board of Directors where applicable. The Board of Directors shall have the right to deviate from the guidelines in the event of special circumstances in individual cases and if deviation is necessary in order to safeguard Platzer's long-term interests, including its sustainability work.

***Authorisation for the Board of Directors to decide on purchase and transfer of the Company's own shares (Item 17)***

The Board of Directors proposes that the Annual General Meeting passes a resolution to authorise the Board to purchase and transfer the Company's own shares as set out below.

**Authorisation to purchase own shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on purchase of shares in the Company as follows:

- (i) The maximum number of Class B shares authorised to be purchased is the number of shares that ensures that the total holding of own Class B shares following acquisition does not exceed 10% per cent of all registered shares in the Company.
- (ii) The shares may be purchased on NASDAQ Stockholm or another regulated market.
- (iii) Purchases may only be implemented at a price that is within the bid-offer spread at any time.
- (iv) Payment for the shares must be made in cash.
- (v) Purchases may be carried out on one or more occasions in the period until the next Annual General Meeting.

**Authorisation to transfer own shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on transfer of shares in the Company as follows:

- (i) The Board may transfer the entire holding of own shares in the Company held at the time of the Board's decision on the transfer.
- (ii) Transfer of shares may be carried out via trading on NASDAQ Stockholm or another regulated market, or in another manner with or without deviation from shareholders' pre-emption rights.

- (iii) Transfers on NASDAQ Stockholm may only be implemented at a price that is within the bid-offer spread at any time.
- (iv) For transfers not carried out on NASDAQ Stockholm, the price must be established at a level that is not lower than the price on market terms, but which may nevertheless include a market discount relative to the market price.
- (v) Payment for transferred shares must be in the form of cash or non-cash consideration, or may be offset against a claim against the Company or be made on terms according to Chapter 2, Section 5 of the Swedish Companies Act.
- (vi) Transfer of shares may be implemented on one or more occasions in the period until the time of the next Annual General Meeting.

The reason for deviation from shareholders' pre-emption rights for transfers of shares and the basis for the offer price are to achieve the best possible terms and conditions for the Company.

#### Purpose

The purpose of the authorisation is to give the Board increased opportunities to be able to adapt the Company's capital structure to its capital requirements at any time, thereby enabling the Board to contribute to increased shareholder value in the Company. In addition, the purpose of the authorisation is to give the Board the opportunity to transfer shares in connection with the financing of any property or company acquisitions, and to facilitate the acquisition of working capital or expansion of the shareholder base. The purpose of the authorisation is not for the Company to trade in its own shares for short-term gain.

The Company's holding of own shares at the date of the notice of the Annual General Meeting stood at 118,429 Class B shares.

For the resolution to be valid, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

#### ***Authorisation for the Board of Directors to decide on the issue of new shares (Item 18)***

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide, not later than the time of the next Annual General Meeting, on one or more occasions and with or without preferential rights for shareholders, on a new issue of class B shares for a total value of not more than 10 per cent of the share capital. The share issue may be implemented as a cash, non-cash or offset issue. Shares may only be issued at market price. The reason for deviating from shareholders' preferential rights is that the Company, in the case of property transactions, may need prompt access to capital or, alternatively, may need to pay with the Company's shares. Furthermore, it is proposed that the meeting authorise the Board of Directors and the CEO to make any minor adjustments to this resolution and take any action that may be necessary in connection with registration of the authorisation.

For the resolution to be valid, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

#### ***Amendment to the Articles of Association (Item 19)***

The Board of Directors proposes that the Annual General Meeting pass a resolution on an amendment to the Company's Articles of Association in order to introduce a new Article 13, permitting the Board of Directors to collect proxy forms in accordance with the procedure set out in Chapter 7, Section 4 of the Swedish Companies Act, and further permitting the Board of



Directors to decide that shareholders may exercise their voting rights by way of postal voting in advance of the general meeting of shareholders, as follows:

### **Article 13 Collection of proxy forms and postal voting**

The Board of Directors may collect proxy forms in accordance with the procedure set out in Chapter 7, Section 4, Paragraph 2 of the Swedish Companies Act (2005:551).

Before a general meeting the Board of Directors may decide that shareholders may exercise their voting rights by way of postal voting in advance of the general meeting.

The Board further proposes that the power to appoint deputy Board members be removed, in line with the provisions of the Swedish Corporate Governance Code, necessitating an adjustment to Articles 8 and 12. In addition, the Board of Directors proposes a number of minor linguistic and editorial adjustments, as well as adjustments resulting from changes in legislation, to Articles 1 and 4-12, in accordance with the full proposal that will be made available on the Company's website, as set out below.

For the resolution to be valid, it must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting.

### **NUMBER OF SHARES AND VOTES**

On the date of the notice of the Annual General Meeting, the total number of shares and votes in the Company were as follows:

The total number of shares in the Company is 119,934,292, of which 20,000,000 are Class A shares and 99,934,292 are Class B shares.

One A share carries 10 votes. One B share carries one vote.

The total number of votes in the company is 299,934,292.

The company holds 118,429 Class B shares which cannot be represented at the Annual General Meeting.

### **DOCUMENTS**

The Nomination Committee's full proposed resolutions, reasoned statements and information about proposed Board members and auditor, together with associated documentation, are available at the Company and on the Company's website, [www.platzer.se](http://www.platzer.se). A proposal for adoption of new Articles of Association and a comparison of the current Articles of Association and the new proposal are available at the Company and on the Company's website, [www.platzer.se](http://www.platzer.se). The Annual Report, consolidated financial statements, Auditor's Report and Auditor's Opinion, the Board of Directors' full proposed resolutions and associated reasoned statements pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act, and the Board of Directors' Remuneration Report and the Auditor's Opinion pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be made available to shareholders at the Company's offices at Kämpegatan 7, Gothenburg, three weeks before the AGM. At that time, the documents will also be published on the Company's website, [www.platzer.se](http://www.platzer.se).

On request, the documents can also be sent by post to shareholders who provide their postal address. The documents will be presented at the Annual General Meeting.

## **PROCESSING OF PERSONAL DATA**

Personal data relating to shareholders which is taken from the shareholder register, confirmation of participation in the Annual General Meeting and information relating to proxies will be used for preparation of a voting list for the Annual General Meeting and, where applicable, the minutes of the Annual General Meeting. Platzer Fastigheter Holding AB is the controller responsible for the processing of personal data that is carried out by the Company in connection with the Annual General Meeting. For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Gothenburg, February 2021

### **Platzer Fastigheter Holding AB (publ)**

*Board of Directors*

Platzer Fastigheter Holding AB (publ)

### **For more information please contact :**

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*The information was released for publication on 25 February 2021 at 16:00 CET through the agency of the contact persons above.*

Platzer Fastigheter Holding AB (publ) owns and develops commercial properties in the Gothenburg area comprising a total lettable area of 827,000 sq. m., worth SEK 23 billion. Platzer is listed on Nasdaq Stockholm, Large Cap.