



# Notice of Annual General Meeting Samhällsbyggnadsbolaget i Norden AB (publ)

The shareholders of Samhällsbyggnadsbolaget i Norden AB (publ), corp. id. no 556981-7660, (the "Company") are hereby given notice to attend the Annual General Meeting on Wednesday 27 April 2022, at 16:00. The Annual General Meeting will be held in Annexet, Globentorget, Entré 2 in Stockholm. Entrance and registration take place from 12:00.

In addition to the formal Annual General Meeting, shareholders are invited to a light lunch with a subsequent seminar consisting of presentations and question time. More information is presented on the Company's website, [www.sbbnorden.se](http://www.sbbnorden.se).

The Board of Directors has decided that shareholders before the meeting shall have the opportunity to exercise their voting rights by postal voting. Shareholders can thus choose to attend the meeting physically, by proxy or by postal voting.

## Exercise of the right to vote

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

- be recorded in the share register kept by Euroclear Sweden AB on Tuesday 19 April 2022,
- notify their intention to participate to the company according to the instructions under the heading "*Notification of physical participation or participation through a representative*" or cast their postal vote according to the instructions under the heading "*Instructions for postal voting*" no later than Thursday 21 April 2022.

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to registering, such shareholders must re-register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on Tuesday 19 April 2022. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own name must, in accordance with the respective nominee's procedures, request that the nominee make such registration. Registration of voting rights requested by shareholders at such a time that the registration has been made by the nominee no later than Thursday 21 April 2022 will be taken into account in the preparation of the share register.

## Notification of physical participation or participation through a representative

Anyone wishing to attend the meeting physically or through a representative must no later than Thursday 21 April 2022, notify the company in one of the following ways;

- by post to Samhällsbyggnadsbolaget i Norden AB, "AGM", c/o Euroclear Sweden, P.O. Box 191, 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, address and telephone number and, where applicable, the number of assistants (maximum two).

Anyone who does not wish to attend in person or exercise their voting right by postal vote may exercise their right at the meeting by proxy with a written, signed and dated power of attorney. 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 the company at the address Samhällsbyggnadsbolaget i Norden AB, "AGM", c/o Euroclear Sweden, P.O. Box 191, 101 23 Stockholm, Sweden, no later than Thursday 21 April 2022.

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.

### **Instructions for postal voting**

Shareholders who wish to exercise their voting right by postal voting must use the postal voting form and follow the instructions available on the company's website [www.sbbnorden.se](http://www.sbbnorden.se). Postal voting forms can also be provided by post to shareholders who request it by phone +46 8 402 90 46, weekdays at 09.00-16.00.

Completed and signed postal voting forms can be sent either by post to Samhällsbyggnadsbolaget i Norden AB, "AGM", c/o Euroclear Sweden, P.O. Box 191, 101 23 Stockholm, Sweden, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form must be received by company, c/o Euroclear Sweden, no later than Thursday 21 April 2022.

Shareholders who are natural persons can also cast a postal vote electronically through verification with BankID via the company's website [www.sbbnorden.se](http://www.sbbnorden.se). Such electronic votes must be cast no later than Thursday 21 April 2022.

The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the company's website [www.sbbnorden.se](http://www.sbbnorden.se). If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form.

Anyone wishing to revoke a postal vote and instead exercise their right to vote by attending the meeting physically or by proxy must notify the secretariat of the meeting before the meeting opens.

### **Proposed Agenda**

1. Opening of the meeting and election of the Chair of the Annual General Meeting
2. Preparation and approval of the voting list
3. Approval of the Agenda
4. Election of one or two persons to verify the minutes

5. Determination of whether the Annual General Meeting has been duly convened
6. Resolution on approving the right of other persons to attend the Annual General Meeting
7. Speech by the CEO
8. Presentation of annual report and auditor's report as well as of the consolidated financial statements and the auditor's report for the group
9. Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
10. Resolution regarding appropriation of the Company's results in accordance with the adopted balance sheet
11. Resolution regarding discharge from liability of the Members of the Board of Directors and the CEO
12. Determination of the number of Members of the Board of Directors, Auditors and Deputy Auditors, if any
13. Determination of fees to be paid to the Members of the Board of Directors and the Auditors
14. Election of Board of Directors, Chair of the Board of Directors and Auditor
15. Determination on guidelines regarding composition and instructions for the Nomination Committee
16. Resolution on approval of the remuneration report
17. Resolution on authorisation for the Board of Directors to resolve on issue of new shares
18. Resolution on authorisation for the Board of Directors to resolve of acquisition and transfer of the Company's own shares
19. Resolution on amendment of the Articles of Association
20. Resolution on a grant to the UNHCR
21. Resolution on approval of related party transaction
22. Closing of the meeting

### **Proposals for resolutions**

#### **Election of the Chair of the Annual General Meeting (item 1)**

The nomination committee proposes that the Chairman of the Board, Lennart Schuss is elected Chairman of the Annual General Meeting.

#### **Appropriation of the Company's results (item 10)**

The Board of Directors proposes that dividend is distributed to the common shareholders with SEK 1.32 per Class A and Class B share to be distributed monthly and SEK 2 per Class D share distributed quarterly.

Record dates for dividend distribution to Class A shares and Class B shares shall be the last weekday for each calendar month with one twelfth (SEK 0.11) per disbursement date and beginning 29 April 2022. Record dates for dividend distribution to Class D shares shall be 30 June 2022, 30 September 2022, 30 December 2022 and 31 March 2023 with an amount of SEK 0.50 per disbursement date. Distribution of dividends is expected to be made by Euroclear Sweden AB three banking days after each record date.

The Board of Directors has also presented a proposal for a grant of SEK 50,000,000 to UNHCR in accordance with item 20 on the agenda.

The Board of Directors proposes that the remaining profits be capitalized in a new account.

## **Election of Members of the Board of Directors, Auditor etc. (items 12-14)**

The Nomination Committee for the 2022 Annual General Meeting consists of Mia Batljan (Chairman, appointed by Ilija Batljan and Ilija Batljan Invest AB), Rikard Svensson (AB Arvid Svensson), Sven-Olof Johansson (Compactor Fastigheter AB) and Lennart Schuss (Chairman of the Board).

The Nomination Committee proposes that the Board of Directors shall consist of seven Members and that the Company appoints one auditing firm as Auditor.

The Nomination Committee proposes that Lennart Schuss, Ilija Batljan, Sven-Olof Johansson, Hans Runesten, Anne-Grete Strøm-Erichsen, Fredrik Svensson and Eva Swartz Grimaldi are re-elected as Members of the Board of Directors.

The Nomination Committee proposes that Lennart Schuss is re-elected as Chair of the Board of Directors.

The Nomination Committee proposes re-election of the registered auditing company Ernst & Young AB as Auditor for the period until the end of the Annual General Meeting 2023. Ernst & Young AB has announced that, subject to the approval of the proposal from the Nomination Committee, the Authorized Public Accountant Mikael Ikonen will remain as auditor-in-charge.

The Nomination Committee's proposal corresponds with the Audit Committee's recommendation. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation of auditors have been subject to influence of third parties or been forced by any contractual terms limiting the freedom of choice in the selection of auditors.

The Nomination Committee proposes that the fees paid to the Board of Directors shall amount to SEK 3,500,000, of which SEK 1,000,000 shall be paid to the Chair of the Board of Directors and SEK 500,000 shall be paid to other non-employee Members of the Board of Directors elected by the Annual General Meeting. For committee work in the Remuneration Committee, a total fee of SEK 225,000 is proposed to be distributed with SEK 150,000 for the Chairman of the committee and SEK 75,000 for the other member. For committee work in the Sustainability Committee, a total fee of SEK 250,000 is proposed to be distributed with SEK 150,000 for the Chairman of the committee and SEK 50,000 for each other member. For the Audit Committee, which consists of Members of the Board of Directors, fees are proposed to be included in the ordinary Board of Directors fees. Fees to the Auditor is proposed to be paid in accordance with approved invoice.

## **Determination on guidelines regarding composition and instructions for the Nomination Committee (item 15)**

It is proposed that the Annual General Meeting resolves that the following principles and instructions shall apply to the appointment of the Nomination Committee.

The Nomination Committee shall consist of representatives of up to three major shareholders and the Chair of the Board of Directors.

The Chair of the Board of Directors is charged with asking the three largest registered shareholders according to number of votes represented per 30 September 2022, to appoint one member each to the Nomination Committee. If any of these shareholders do not wish to appoint a member, further shareholders in order of number of votes represented are asked to appoint a member. The Chair of the Nomination Committee shall, unless the members of the Nomination Committee agree otherwise, be the member who represents the largest shareholder in number of votes. The Chair of the Nomination Committee shall have the casting vote. The names of the members of the Nomination Committee shall be published in the Company's interim report for the first three quarters of the year.

The term of office for the appointed Nomination Committee shall run until a new Nomination Committee takes office. If a significant change occurs in the ownership structure after the election of the Nomination Committee, the composition of the Nomination Committee must be changed in accordance with the principles above. The Nomination Committee shall prepare and submit proposals to the Annual General Meeting regarding the election of the Chair of the Annual General Meeting, the election of the Chair of the Board of Directors and the other Members of the Board of Directors, determination of fees for the Board of Directors and how the fees shall be divided between the Chair and the other Members as well as principles regarding remuneration for committee work, election and determination of fees regarding auditor and deputy auditor (if applicable), and determination on guidelines regarding appointment of a new Nomination Committee. The Nomination Committee shall be entitled to charge the Company with costs for recruitment consultants and other costs which may be required in order for the Nomination Committee to be able to fulfil its assignment. Remuneration shall not be paid for the work of the Nomination Committee.

### **Resolution on approval of the remuneration report (item 16)**

Guidelines for remuneration to senior executives were decided at the 2020 Annual General Meeting. Proposals for new guidelines are prepared when the need arises, but at least every four years, i.e. latest to the 2024 Annual General Meeting

The Board of Directors has prepared a remuneration report in accordance with Chapter 8, Section 53 a of the Swedish Companies Act. The Board proposes that the Annual General Meeting resolves to approve the Board's remuneration report.

### **Resolution regarding authorization for the Board of Directors to resolve on issue of new shares (item 17)**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period up to the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, decide on new issues of shares. Payment may be made in cash, in kind, by set-off or otherwise combined with special conditions. The company's share capital and the number of shares may, under the authorization, and when payment is made in kind or by set-off, and where the issue is made for the purpose of acquiring properties or property-owning companies, be increased in total by an amount or number of shares that falls within the articles of association. If payment is made in cash, or if the issue is made for a purpose other than the above, the number of shares issued on the basis of the authorization may, however, not exceed ten (10) percent of the number of shares at the time of the 2022 Annual General Meeting.

The purpose of the authorization is to enable the acquisition of working capital, in order to carry out and finance any acquisitions. The reason for the deviation from the shareholders' preferential rights is that the authorization also aims to secure the continued financing of the Company by adding new strategically important owners to the Company.

The issue price shall be determined in accordance with prevailing market conditions.

The Board of Directors or a person appointed by the Board of Directors shall have the right to make the minor adjustments to this resolution that may prove necessary in conjunction with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

This resolution regarding authorization for the Board of Directors to resolve on issue of new shares etc. 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 Annual General Meeting.

### **Resolution regarding authorisation for the Board of Directors to resolve for the Company of transfer and acquisition of the Company's own shares (item 18)**

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors, for the period up to the next Annual General Meeting, to resolve upon transfer and acquisition of Series B shares and Series D shares in the Company as the Board of Directors deem appropriate, whereupon the following conditions shall apply:

1. Acquisition of shares in the Company may only take place through trading on Nasdaq Stockholm, or through an offer of acquisition for cash remuneration to all the Company's shareholders.
2. Acquisitions may only be made by a maximum of so many shares that, at any given time, the Company's own holdings does not exceed ten (10) percent of all shares in the Company.
3. Acquisition of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.
4. Acquisition of shares in accordance with an acquisition offer for cash considerations to all the Company's shareholders may only take place at a price which at the time of the acquisition offer does not fall below the market value of the shares and which exceeds the market value by a maximum of 30 percent.
5. Transfer of shares according to the authorization may be of all own shares held by the Company at the time of the Board of Directors' resolution.
6. Transfer of shares on Nasdaq Stockholm may only take place at a price within the price interval at any time recorded on Nasdaq Stockholm, which shall refer to the interval between the highest buying price and the lowest selling price.
7. Transfer of shares may also take place outside Nasdaq Stockholm in conjunction with company acquisitions, with or without deviation from the shareholders' preferential rights and with or without provisions regarding contribution in-kind or set-off rights. The price for such a transfer may be in cash or value of property obtained that corresponds to the market price at the time of the transfer of the shares transferred, with the deviation deemed appropriate by the Board of Directors.
8. The authorization may be exercised on one or more occasions during the period up until the 2023 Annual General Meeting.

The purpose of the authorization for the Board to resolve on the acquisition of own shares is to give the Board of Directors increased scope for action and the opportunity to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value, as well as to exploit attractive business opportunities by fully or partially financing corporate acquisitions with the Company's own shares.

The reason for the allowance to deviate from the shareholders' preferential rights in conjunction with the transfer of the Company's own shares is that such a transfer can be done with greater speed and flexibility, and is more cost-effective than a transfer to all shareholders. If the Company's own shares are transferred for remuneration other than cash in conjunction with an agreement on acquisition of assets, the Company is not able to give the shareholders the opportunity to exercise any preferential right.

For a valid resolution in accordance with this item of the agenda, the proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

## **Resolution on amendment of the Articles of Association (item 19)**

The Board of Directors proposes that the Annual General Meeting resolves to amend the Articles of Association regarding the number of record days for dividends on Class A and Class B common shares, as well as enabling collection of proxies and postal voting in accordance with the rules in the Swedish Companies Act.

**Record dates for disbursement of dividends:**

Current wording of Section 5, Paragraph 5, of the Articles of Association

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

Proposed wording of Section 5, Paragraph 5, of the Articles of Association

*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.*

**Collection of proxy forms and voting by post:**

Chapter 7 Section 4 of the Swedish Companies Act (2005: 551) states that the board may collect proxies before a general meeting if specified in the articles of association. Chapter 7 Section 4 a of the Swedish Companies Act states that the articles of association may also state that the board may decide before a general meeting that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to utilize the alternatives that the Swedish Companies Act states to decide on proxy collection and postal voting, the Board proposes that a new § 12, with the following wording, be introduced in the Articles of Association:

**§ 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).*

**Resolution on a grant to the UNHCR (item 20)**

The Board proposes that the Annual General Meeting resolves on a grant of SEK 50 million for UNHCR's work in Ukraine.

**Resolution on approval of related party transaction (item 21)**

The Board of Directors of the Company proposes that the Annual General Meeting approve the Company's acquisition of the real properties Rocklunda 6, Rocklunda 3 and Västerås 2:1 through company acquisitions for an agreed property value of SEK 1,400 million.

The acquisition pertains to SEK 1,300 million for the cash flow part of the properties and SEK 100 million for unused building rights on the properties in question. Rocklunda 6 and

Rocklunda 3 have a lettable area of approximately 71,962 sqm and are fully let. About 96% of the revenue comes from Västerås municipality, which primarily uses the property for sports purposes, such as an ice hockey hall, bandy hall and floorball court. At Västerås 2:1, the target company has entered into a collaboration agreement with the municipality on the construction of a new school, which is estimated to cost approximately SEK 150 million and generate an operating net of SEK 8.7 million upon completion, i.e. a direct return of 5.8%. The total land area in the acquisitions amounts to approximately 610,000 sqm.

The seller is Arvid Svensson Invest AB (556655-6170). According to Chapter 16a of the Swedish Companies Act, certain related party transactions must be submitted to the shareholders meeting for approval. In view of the fact that the Board member of the Company, Fredrik Svensson, is the main owner of Arvid Svensson Invest AB, the acquisitions shall be submitted to the shareholders meeting of the Company for approval in accordance with the rules in Chapter 16a Section 7 of the Swedish Companies Act.

The acquisition of the properties in question is also conditional on the municipality of Västerås approving the deal as a tenant.

The Board of Directors of the Company assesses that the terms of the transaction are market-based and the acquisition is expected to be completed during the first half of 2022.

Fredrik Svensson has not participated in the preparation of the proposal or in the Board's decision regarding the proposal.

A valid resolution requires that the resolution be supported by shareholders representing more than half of the votes cast at the meeting, in which case shares held by Fredrik Svensson or related parties shall not be taken into account.

## **Miscellaneous**

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

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

### **Documents and further information**

Accounting documents and the Audit Report, the remuneration report and as well as other necessary documents will be available at the Company's website, [www.sbbnorden.se](http://www.sbbnorden.se) no later than 6 April 2022. The documents will also be available at the Company, at the address Samhällsbyggnadsbolaget i Norden AB, Strandvägen 1, 114 51 Stockholm. Copies of these documents will be sent, free of charge, to shareholders upon request and notification of postal address.

The shareholders are reminded of the right to, at the Annual General Meeting, ask questions to the Board of Directors and the CEO in accordance with the Swedish Companies Act, Chapter 7, Section 32.

### **Processing of personal data**

For information on how your personal data is processed due to the Annual General Meeting, please see the website of Euroclear Sweden AB (<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>).



Samhällsbyggnadsbolaget i Norden AB (publ)

The Board of Directors

**For further information, please contact:**

Ilija Batljan, CEO and Founder of Samhällsbyggnadsbolaget i Norden AB, [ilija@sbbnorden.se](mailto:ilija@sbbnorden.se)

The information was submitted for publication, through the agency of the contact person set out above on 29 March 2022, at 21:00 CET.

*Samhällsbyggnadsbolaget i Norden AB (publ) (SBB) is the Nordic region's leading property company in social infrastructure. The Company's strategy is to long term own and manage social infrastructure properties in the Nordics and rent regulated residential properties in Sweden, and to actively work with property development. Through SBB's commitment and engagement in community participation and social responsibility, municipalities and other stakeholders find the Company an attractive long-term partner. The Company's series B shares (ticker SBB B) and D shares (ticker SBB D) are listed on Nasdaq Stockholm, Large Cap. Further information about SBB is available at [www.sbbnorden.se](http://www.sbbnorden.se).*