

Notice to Annual General Meeting of Diös Fastigheter AB (publ)

Shareholders of Diös Fastigheter AB (publ), reg. no: 556501-1771, ("Diös" or "company") are hereby notified of the Annual General Meeting ("AGM"), to be held on Tuesday 13 April 2021 at 13.00.

In light of the ongoing covid-19 pandemic, the Board of Directors has decided that the AGM shall be conducted by postal vote, based on temporary legal rules. This means that the company's Board of Directors, management and other employees will only be present to the extent required, and that the shareholders' exercise of voting rights at the meeting can only be done by postal voting as instructed. The AGM will be broadcast live (in Swedish) on our website, www.dios.se

Right to participate in the AGM:

Shareholders who wish to exercise their voting by postal voting shall;

- be recorded as a shareholder in the share register, kept by Euroclear Sweden AB, (the Swedish Central Securities Depository), on April 1, 2021, and
- give notice of participation and submitted their postal vote in accordance with the instructions below, by 12 April 2021, at the latest.

Shareholders who have trustee-registered shares should:

- request the bank or broker holding the shares to request temporary owner-registration, so-called voting-right registration, several bank-days prior to April 1 2021.

Proxy:

Shareholders who are represented by proxy shall issue a power of attorney to be enclosed with the postal vote, along with any registration certificates or other proof of authorisation. The power of attorney must be dated, and validation cannot, on the day for the AGM, be older than one year, unless a longer term is stated (maximum five years). If the proxy is a legal entity, the registration certificate or other document showing the signatory's eligibility must be attached.

If you want to be represented by proxy or if you are a legal entity and have any questions, please contact Jonas Gombrii at law firm Glimstedt, +46 8 566 119 34 or jonas.gombrii@glimstedt.se

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Registration and postal voting:

Shareholders may only exercise their voting rights at the meeting by voting in advance, so-called postal voting, pursuant to Section 22 of the Act (2020:198) on temporary exceptions to facilitate the conduct of general meetings.

For postal voting, a special form shall be used. The form is available on www.dios.se. The submission of the postal voting form is valid as a notice of participation to the meeting.

The completed form can be sent by e-mail to osa@dios.se or be posted in the original to Diös at Diös Fastigheter AB, "AGM 2021", Box 188, SE-831 22 Östersund. To be valid as a notification, the completed form must be received by Diös by 12 April 2021. If the shareholder is a legal person, the registration certificate or other document of jurisdiction must be attached to the form.

When notice and voting by post, the name, personal identity number/ corporate identity number, address and telephone number and shareholding must be stated.

If the shareholder has provided the form with special instructions or conditions, or amended or added in pre-printed text, the vote may be deemed invalid. Only one form per shareholder will be considered. Incomplete or incorrectly completed form may be disregarded.

Proposed agenda:

1. Opening of the Meeting.
2. Election of a Chairman for the Meeting.
3. Establishment and approval of the register of shareholders.
4. Approval of the agenda.
5. Election of one or two members to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Statement by the Chief Executive Officer ("CEO").
8. Presentation of the Annual Report and the Auditors' Report together with the Consolidated Financial Statement and Consolidated Auditors' Report.
9. Resolutions concerning:
 - a. the adoption of the income statement and balance sheet together with the consolidated income statement and consolidated balance sheet,
 - b. the appropriation of the company's profit on the basis of the balance sheet adopted,
 - c. discharge to the members of the Board and the CEO for their activities during the financial year, and
 - d. the record dates, if the AGM approves the profit distribution proposal.
10. Determination of the number of members of the Board and deputy Board members.
11. Approval of the Board of Directors' and the auditor's remuneration.
12. Election of Chairman and members of the Board.

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13. Election of auditors.
14. Approval of policies for remuneration and terms of employment for the members of the senior management.
15. Approval of remuneration report.
16. Approval of policies regarding the composition of the Nominating Committee.
17. Resolution to authorise the Board of Directors to buy back and transfer shares of the company.
18. Resolution to authorise the Board of Directors to resolve on new share issues.
19. Resolution on amendment of the articles of association.
20. Other business.
21. Closing of the meeting.

Proposals

Election of a Chairman for the Meeting (item 2)

The nominating Committee, consisting of Chairman Stefan Nilsson (Pensionskassan SHB Försäkringsförening), Carl Engström (Nordstjernan AB), Lennart Mauritzson (Backahill Inter AB) and Bob Persson (AB Persson Invest), proposes Bob Persson as Chairman of the AGM.

Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)

The Board proposes that the AGM declare a dividend of SEK 3.30 per share, divided into two payments of SEK 1.65 per share on each date. The proposed record dates are 15 April 2021 and 1 November 2021. If the AGM approves the proposed dividend, payments will be made through Euroclear Sweden AB on 20 April 2021 and 4 November 2021.

Election of members of the Board of Directors, auditors, remuneration, etc. (items 10-13)

The Nominating Committee proposes;

- to appoint six regular Board members with no deputies,
- to re-elect existing members Anders Nelson, Ragnhild Backman, Eva Nygren, Peter Strand, Tobias Lönnevall and Bob Persson,
- to re-elect Bob Persson as Chairman of the Board,
- that Director's fees be paid to the Board of Directors in a total amount of SEK 1,205,000:
 - SEK 330,000 to the Chairman of the Board, and
 - SEK 175,000 to each non-executive Board member,
- as for auditor in, accordance with the audit committee's recommendation, re-elect Deloitte AB. Deloitte has informed that authorised auditor Richard Peters will be responsible auditor, and
- to remunerate the auditors on the basis of approved invoices.

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Resolution regarding principles for remuneration and other terms of employment for Senior management (item 14)

The Board of Directors proposes following guidelines for remuneration of Senior management. Senior management includes the CEO and other members of Executive management.

Remuneration and benefits to the CEO are decided by the company's Board of Directors. Remuneration to other senior executives is decided by the CEO in consultation with the company's Board of Directors. Variable incentive compensation plans may exist for the company's Senior executives will depend on the extent to which pre-established goals have been met within the framework of the company's operations. No share-based compensation occurs. Variable compensation is capped at one month's salary. The CEO is entitled to a company car, apartment and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available.

Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for other senior executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

Presentation and approval of remuneration report (item 15)

The Board of Directors has prepared a remuneration report on paid and outstanding remuneration that is covered by the company's remuneration guidelines in accordance with the Remuneration Rules of the Swedish Companies Act and Swedish Corporate Governance Board's remuneration rules. The Board proposes that the AGM approves the remuneration report. More information and the remuneration report in its entirety can be found on the company's website, www.dios.se.

Resolution regarding approval of policies regarding the composition of the Nominating Committee (item 16)

The Nominating Committee proposes that a new Nominating Committee for the 2022 AGM be appointed in the same manner as for the present AGM, i.e. that the Committee be appointed no later than six months before the AGM and consist the Chairman of the Board and one representative of each of the four largest shareholders of Diös based on the last known shareholdings at 31 August 2021.

Resolution to authorize the Board of Directors to buy back and transfer shares of the company (item 17)

The Board of Directors proposes that the Meeting authorise the Board, for a period ending no later than at the next AGM, to on one or more occasions buy back shares in the company and transfer the

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company's shares to other parties. Share buybacks are subject to a limit of 10 per cent of the total number of shares outstanding at any time. Acquisitions may be effected on the Nasdaq Exchange Stockholm at a price per share that is within the registered span of share prices at the particular time. All of the treasury shares held by the company at the time of the Board of Directors' decision may be transferred. The shares may be transferred either on Nasdaq Stockholm or in another manner, disapplication of the pre-emption rights of existing shareholders, at a price per share that is within the registered spread of share prices at the particular time. Payment for transferred shares may take the form of in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions. The purpose of the authorisations described above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions.

Resolution to authorize the Board of Directors to resolve on new share issues (item 18)

The Board of Directors proposes that the AGM resolve to authorise the Board during the period up to the next AGM, to decide, on one or several occasions, to issue new shares with or without pre-emption rights for existing share-holders. The number of shares issued under the authorization may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.

Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt. New shares may be subscribed for in disapplication of the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be disapplied for the purposes to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.

Amendment of the articles of association (item 19)

The Board of Directors proposes that the Annual General Meeting resolves to amend §§ 1, 7 and 11 and the inclusion of new § 12 of the Articles of Association, as follows:

§1 Company name Business name

The ~~Company's name~~ business name of the Company is Diös Fastigheter AB. The Company is a public limited company (publ).

§7 Shareholders' right to participate at a General Meeting

A shareholder must, in order to retain his or her right to participate at a General Meeting, ~~be listed in a transcript or other presentation of the entire share register regarding the conditions five weekdays before the General Meeting, and~~ notify the Company no later than 12:00 p.m. on the day stated in the notice convening the General Meeting. The latter day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting.

§11 CSD provision

The shares of the company shall be registered in a CSD register in accordance with the Swedish Securities Centres and Financial Instruments Accounts Act (1998:1479)

§12 Proxy collection and postal voting

The Board may collect proxies in accordance with the procedure specified in Chapter 7 Section 4, second paragraph of the 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. Postal voting shall, if the Board of Directors so decides, be possible by electronic means.

More information

Annual report, auditor's report, remuneration report and complete proposals together with statements according to the Swedish Companies Act, including the auditor's statement, proxy forms and postal voting form will be available at the head office no later than three weeks before the AGM and can be distributed to shareholders on request. All documents will also be available on our website, www.dios.se.

Number of shares and votes

At the time of this notice the total number of shares and votes in the company amounts to 134,512,438. The company currently holds 441,418 treasury shares.

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Shareholders right to request information

The shareholders have the right request information from the Board of Directors or the CEO regarding the financial situation and items on the AGM agenda. The Board of Directors or the CEO shall disclose such information if the Board is of the opinion that it can occur without any significant damage to the Company. Requests for such information must be submitted in writing to Diös no later than ten days before the AGM i.e. no later than 3 April 2021, to Diös Fastigheter AB, "AGM 2021", Box 188, SE-831 22 Östersund or by e-mail to osa@dios.se.

Processing of personal data

For information on how your personal data is processed, please see: <https://www.dios.se/English/gdpr/> and www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

Östersund March 2021

Diös Fastigheter AB (publ)

The Board of Directors

For further information, please contact:

Rolf Larsson, CFO, Diös

Phone: +46(0)10- 470 95 03

E-mail: rolf.larsson@dios.se

Johan Dernmar, IR, Diös

Telefon: +46(0)10-470 95 20

E-post: johan.dernmar@dios.se

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