

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

Shareholders of Diös Fastigheter AB (publ), reg. no: 556501-1771, ("Diös" or "The company") are hereby notified of the Annual General Meeting ("AGM"), to be held on Tuesday 18 April 2023 at 1.00 p.m. at C:nen, Prästgatan 39, Östersund.

The following applies at the AGM:

- Registration to the AGM takes place between 12.30 and 12.50 p.m. Coffee is served after the end of the AGM.
- Shareholders may exercise the voting rights at the AGM by voting in advance on the proposals at the meeting. See below for further information.

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 6, 2023, and
- give notice of participation with the instructions below or vote in advance, by April 12 2023, 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 6, 2023.

Participation

Attend the AGM venue in person

Notice of participation can be submitted via

- the registration form on our website, www.dios.se, or
- submitted by post to Diös Fastigheter AB, "AGM 2023, Box 188, SE-831 22 Östersund, Sweden.

When giving notice of participation, the shareholder is to state his or her name, personal ID/corporate registration number, their shareholding in Diös and the names of any advisors they wish to attend.

Advance voting

A special form shall be used for advance voting. The form is available through www.dios.se.

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The submission of the advance voting form is valid as a notice of participation to the meeting. Shareholders who wish to participate at the AGM venue in person must notify their participation as follows in section Participation above.

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.

Further instructions can be found in the advance voting form.

Proxy:

Shareholders who are represented by a proxy shall issue a power of attorney to be enclosed with the notification or the advance 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.

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.
 - a. Re-election of Bob Persson as Board member
 - b. Re-election of Ragnhild Backman as Board member
 - c. Re-election of Peter Strand as Board member
 - d. Re-election of Tobias Lönnevall as Board member

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- e. Re-election of Erika Olsén as Board member
 - f. Election of Per-Gunnar Persson as Board member
 - g. Re-election of Bob Persson as Chairman of the Board
- 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. Other business.
 - 20. Closing of the meeting.

Proposals

Election of a Chairman for the Meeting (item 2)

The Nominating Committee, consisting of Chairman Björn Rentzhog (AB Persson Invest), Mikael Hallåker (Pensionskassan SHB Försäkringsförening), Magnus Swärdh, (Backahill Inter AB), Peter Hofvenstam (Nordstjernan AB) and Bob Persson (Chairman of the Board), 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 2.00 per share, divided into four payments of SEK 0,50 per share on each date. The proposed record dates are 20 April 2023, 20 July 2023, 20 October 2023 and 22 January 2024. If the AGM approves the proposed dividend, payments will be made through Euroclear Sweden AB on 25 April 2023, 25 July 2023, 25 October 2023 and 25 January 2024.

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 board members, Bob Persson, Ragnhild Backman, Peter Strand, Tobias Lönnevall and Erika Olsén. The Nomination Committee proposes the election of Per-Gunnar Persson to replace Anders Nelson, who declined re-election.
- to re-elect Bob Persson as Chairman of the Board,
- that Director's fees to be unchanged and be paid to the Board of Directors in a total amount of SEK 1,400,000:
 - SEK 400,000 to the Chairman of the Board, and
 - SEK 200,000 to each non-executive Board member,

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- 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.

Per-Gunnar Persson ("P-G") was born in 1965 and has a MSc in Engineering. P-G has solid experience from listed companies and from the real estate industry. He is currently the outgoing CEO of Platzer Fastigheter Holding, a position he has held since the company's founding in 2008. He previously comes from various managerial positions at Skanska and Coor Service Management in property development and facility management. P-G is independent in relation to the company and its owners.

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

The Board of Directors proposes, after preparation by the Remuneration Committee, 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.

To successfully implement its business strategy and safeguard its long-term interests, the company needs to be able to recruit and retain qualified employees. The remuneration offered to employees must be competitive and in line with market levels and reflect the employee's responsibilities and authority. Variable cash remuneration covered by these guidelines shall aim to promote the company's business strategy and long-term interests.

In addition to a fixed cash salary, incentive schemes offering the possibility of variable cash compensation may be offered to the company's senior executives. The performance period for the criteria for the payment of variable cash remuneration shall be measurable over a period of one or more years.

The outcome of the incentive scheme must depend on the extent to which predefined goals have been achieved in the course of the company's operations, as well as goals tied to the share's development and sustainability objectives. The predefined goals must have a clear connection to the business strategy and Diös' long-term value-creating process, including its sustainability management activities. The short-term and long-term variable remuneration for a senior executive can amount to a maximum of four monthly salaries per year. For a share of the net outcome of variable cash remuneration, senior executives are encouraged to invest in Diös shares. Share-based payments are not permitted.

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

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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 2024 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 2023.

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 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.

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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 disappplied 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.

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 advanced 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 141,785,165. The company currently holds 354,218 treasury shares.

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 April 8, 2023, to Diös Fastigheter AB, "AGM 2023", 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 2023

Diös Fastigheter AB (publ)
The Board of Directors

For further information, please contact:

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E-mail: rolf.larsson@dios.se

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Press release

Östersund, March 16, 2023

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