

## 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 14 May 2024, 5 p.m. CEST at Hotel Statt Hässleholm, Frykholmmsgatan 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 3 May 2024, and
- no later than 10 May 2024 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 and personal identity no./corporate identity.

### Representatives and assistants

Shareholders that are represented by another representative than Authorised signatory must provide a written, signed and dated Power of Attorney. The Power of Attorney must be signed by hand or with an advanced (or qualified) electronic signature and 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. For a legal entity a, a certified copy of a valid certificate of incorporation of the legal entity (or equivalent document for a foreign legal entity) must be attached.

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. The voting form must be signed by hand or with an advanced (or qualified) electronic signature K-Fast Holding AB must have received the completed form by no later than 10 May 2024. 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 3 May, 2024. 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 2023-01-01—2023-12-31, 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 guidelines for remuneration to executive management
15. Resolution regarding authorizing the Board to resolve to issue new shares
16. Resolution regarding authorizing the Board to repurchase and transfer treasury shares
17. 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, Olof Nyström, appointed by Fjärde AP-Fonden, Chairman of K-Fast Holding AB.

### **Election of the Chairman 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)	1,689,483,286
Total unrestricted equity SEK)	507,153,440
Profit for the year (SEK)	28,992,799
<b>Total (SEK)</b>	<b>2,225,629,526</b>

The Board proposes that no dividend be paid for the financial year 2023 and that total of SEK 2,225,629,526 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 regarding guidelines for remuneration to executive management (item 14)**

The guidelines are to be applied to remunerations agreed and amendments made to previously agreed remunerations following the adoption of the guidelines by the 2024 Annual General Meeting. The guidelines do not encompass remunerations determined by the Annual General Meeting.

*The guidelines are intended to promote the company's business strategy, long-term interests and sustainability*

The overarching goal of the business operations is the creation of long-term value growth for the company's shareholders. Value creation is measured as growth in long-term net asset value per share over a business cycle. This takes place by developing, constructing and managing residential properties in selected locations, working locally in close collaboration with partners and tenants, by having a presence in locations where the company is active, by manufacturing prefabricated concrete frames of high quality for sale on the external market, and by collaborating with social planners and public authorities. Sustainability is a key part of the company's business concept, and the company prioritizes environmental considerations by implementing energy-efficient solutions in its properties and by being a responsible and attractive employer that provides scope for professional development. For more information about the company's business strategy, long-term interests and sustainability focus, go to the company's website [www.k-fastigheter.com/en](http://www.k-fastigheter.com/en).

In order to promote the company's business strategy, long-term interests and sustainability, and to create long-term positive value growth for its shareholders, the company offers competitive remuneration on market terms, but is not a wage leader in relation to comparable businesses.

#### *Remuneration formats, etc.*

Market-based remuneration and terms of employment are a pre-requisite for retaining and, when required, recruiting staff to senior positions with the appropriate competences and experience. Total remuneration shall be based on factors including position, performance and individual qualifications. Remuneration may include the following components: fixed salary, variable or performance-based salary, pension entitlement and other benefits. In addition, the AGM can – independently of these guidelines – decide on share-based and share price-related remuneration.

#### *Fixed salary*

Remuneration shall be based on the nature of the relevant assignment, the competences required, previous experience, and performance. Fixed basic salary shall correspond to market-based compensation for satisfactory performance. Fixed basic salary shall be reviewed annually to ensure that it is on market terms and remains competitive.

#### *Variable salary*

Variable or performance-based salary to senior executives may correspond to a maximum of 50 percent of fixed salary per calendar year. No variable or performance-based remuneration is payable to the CEO.

#### *Criteria for payment of variable cash remuneration, etc.*

Variable cash remuneration shall be linked to pre-determined and measurable criteria that can be financial or non-financial. These may also comprise individualized quantitative or qualitative targets. The criteria shall be designed to promote the company's business strategy and long-term interests, including its sustainability, for example by having a clear link to the business strategy or by promoting the employee's long-term progress.

When the measurement period for meeting the criteria for payment of variable cash remuneration has ended, the extent to which the criteria have been met shall be evaluated/determined. The CEO is responsible for evaluating variable cash remuneration to other executives. With regard to financial targets, the evaluation shall be based on the most recent financial information presented by the company.

#### *Pension benefits*

Pension provisions can be made for the CEO and senior executives. The pensionable age for the CEO and other members of management is 67. Pension obligations shall be

premium-based, implying that the company has no further obligations once annual premiums have been paid.

#### *Other benefits*

Other benefits shall be on market terms and contribute to facilitating the senior executive's ability to carry out relevant assignments. Such benefits can be provided in the form of healthcare insurance and company vehicles, for example.

#### *Termination of employment*

For the CEO, a mutual notice period of 12 months applies. Upon termination of employment by the company, the CEO is also entitled to severance pay corresponding to six months' salary. For other senior executives, market-based and customary termination procedures shall apply and no severance pay shall be payable. Upon termination of employment by the company, the termination period shall be a maximum of 12 months, and upon termination of employment by the employee, a maximum of six months. For senior executives, the terms applied by the company to other Group employees shall apply, either through collective agreement or in the form of individual undertakings to employees.

#### *Salary and terms of employment*

When producing the proposals for these remuneration guidelines, salary and employment terms for the company's employees have been considered by including information regarding total remuneration, components of such remuneration and any increase in remuneration and the rate of increase over time in the Remuneration Committee's and Board's decision-making data when evaluating the reasonableness of the guidelines and their ensuing limitations.

#### *Decision-making process for determining, reviewing and implementing the guidelines*

The Board has established a Remuneration Committee with the primary task of preparing Board decisions on matters relating to remuneration principles, remuneration and other employment terms for the CEO and senior executives. Accordingly, the Remuneration Committee shall propose guidelines for remuneration to Board members, the CEO and senior executives, which the Board presents to the Annual General Meeting for authorization at least every four years.

Furthermore, the Remuneration Committee shall monitor and evaluate current programs and schemes terminated in the year relating to variable remuneration payable to senior executives, and monitor and evaluate the application of the remuneration guidelines to Board members, the CEO and senior executives, as authorized by the Annual General Meeting, as well as applicable remuneration structures and remuneration levels in the company. The Chairman of the Board can serve as Chairman of the Remuneration Committee. Other members shall be nonaffiliated with the company, the CEO and senior executives. If the Remuneration Committee appoints an external consultant to carry out its work, the Committee shall ensure that there is no conflict of interest regarding other

assignments held in relation to the company, CEO or senior executives. The remuneration to the CEO is prepared by the Remuneration Committee and is determined by the Board at regular Board meetings. The CEO does not participate in such decisions. The Board mandates the CEO to negotiate with senior executives in accordance with these guidelines. The Remuneration Committee prepares a proposal to the Board regarding remuneration levels to senior executives on the basis of a proposal from the CEO. If Board members carry out work on behalf of the company, in addition to their regular Board assignments, a consultancy fee and other remuneration shall be payable for such work subject to a special Board resolution. For regular Board work, no remuneration additional to the Directors' fees determined by the Annual General Meeting shall be payable.

#### *Deviations from the guidelines*

The Board may deviate from the guidelines in whole or in part if there are special reasons in individual cases. As indicated above, the Remuneration Committee's tasks include preparing Board resolutions relating to remuneration, including decisions to deviate from the guidelines. Deviations are only permissible if they are considered necessary to satisfy the company's long-term interests and sustainability, or to safeguard the company's financial viability. If the Board deviates from the guidelines for remuneration to Board members, the CEO and senior executives, this shall be reported at the next Annual General Meeting.

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***The English version is a translation of the original in Swedish for information purposes only. In case of a discrepancy, the Swedish original will prevail.***

#### **Resolution on authorizing the Board to resolve to issue new shares (item 15)**

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 25,000,000 (twenty five 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 16)**

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 2025.

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 [www.k-fastigheter.se/integritetspolicy](http://www.k-fastigheter.se/integritetspolicy) (section F.3.a)

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

As of the date of the Notice convening the AGM, the company had a total of 245,993,168 shares, representing a total of 335,993,168 votes, divided over 22,500,000 class A shares and 223,493,168 class B shares. The company does not hold treasury shares.

### **Special resolutions regarding the proposals under items 15 and 16**

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**

Accounting documents, auditor's report and other documents required under the Companies Act and the Swedish Code of Corporate Governance will be published on the company's website, [www.k-fastigheter.com](http://www.k-fastigheter.com), at the latest on 23 April 2024 and is available at the company, address 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.

### **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 15 May 2024.

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Hässleholm in April 2024

K-Fast Holding AB (publ)

The Board

**For more information, please contact:**

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*K-Fastigheter is much more than a property company. Through an integrated process, we build our business in the four business areas project development, prefab, construction and property management. To enhance cost efficiency and cut construction times, K-Fastigheter has chosen to work with three concept houses, developed in-house and constructed for own management. K-Fastigheter offers close to 4,900 homes from Copenhagen in the south to Gävle in the north and is continuously assessing new markets. K-Fastigheter strive to create attractive homes with a high comfort factor. The Group's property portfolio has a book value SEK 14,9 billion. Annual rental value in invest properties under management amounts to SEK 661 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)*