

**Minutes from the Extraordinary General Meeting of Shareholders in John Mattson Fastighetsföretagen AB, Corp. Reg. No. 556802-2858**

**Date:** 28 August 2018

**Venue:** John Mattson Fastighets AB's office at Larsbergsvägen 10, Lidingö, Stockholm.

| <b>Attending shareholder:</b> |   | <u>Number of shares</u> | <u>Number of votes</u> |
|-------------------------------|---|-------------------------|------------------------|
|                               | Borudan Ett AB<br>through Kerstin Skarne      | 10,000,000              | 10,000,000             |
|                               | Tagehus Holding AB<br>through Johan Ljungberg | 1,223,344               | 1,223,344              |

together representing all 11,223,344 shares and votes

**Other attendees:** Anders Nylander

**Section 1.** The Meeting was opened by Anders Nylander.

**Section 2.** Resolution passed to appoint Anders Nylander as Chairman and minute-taker of the Meeting.

**Section 3.** The aforementioned list of attending shareholders was approved to be used as the voting list at the Meeting, after which it was concluded that all shares and votes were represented.

**Section 4.** Given that all shares and votes in the company were represented at the Meeting it was declared that the Meeting was duly convened and authorised and the Meeting approved that an agenda had not been prepared.

**Section 5.** Resolution passed that Kerstin Skarne would verify the minutes.

**Section 6.** Resolution passed to elect Johan Ljungberg and Ulrika Danielsson as full Board members for the period until the close of the next AGM.

It was noted that the company's Board subsequently consists of Anders Nylander, Anna Sander, Christer Olofsson, Håkan Blixt, Johan Ljungberg and Ulrika Danielsson.

Resolution that remuneration to Johan Ljungberg and Ulrika Danielsson for the period until the close of the next AGM is to be paid in an amount of SEK 125,000 each. It was noted that the total Board fees including fees to the newly elected Board members amounted to SEK 1,070,000.

It was noted that no fees are to be paid for work as a member or chairman of the Remuneration Committee, Audit Committee or Finance Committee.

**Section 7.** Resolution passed to change the Company's Articles of Association after which the Articles of Association will adopt the wording presented in Appendix 1.

It was noted that the Board is to consist of not less than three and not more than seven full members, with no deputy members.

**Section 8.** Presentation of the Board's proposal on principles for the appointment of a Nomination Committee, Appendix 2.

Resolution to approve the principles for the appointment of a Nomination Committee in accordance with the Board's proposal. It was noted that the decision to approve the principles for the appointment of a Nomination Committee is conditional on the company's shares being admissible for trading, free of any restriction, on Nasdaq Stockholm or an equivalent marketplace in 2019.

**Section 9.** Presentation of the Board's proposal concerning guidelines for remuneration of senior executives, Appendix 3.

Resolution to approve the guidelines for remuneration of senior executives in accordance with the Board's proposal. It was noted that the decision to approve the guidelines for remuneration of senior executives is conditional on the company's shares being admissible for trading, free of any restriction, on Nasdaq Stockholm or an equivalent marketplace in 2019.

**Section 10.** Resolution to authorise CEO Siv Malmgren, or the person assigned by Siv Malmgren, to notify the general shareholders' meeting of decisions made for registration with the Swedish Companies Registration Office

and to make the minor changes to resolutions that may be required in conjunction with the registration thereof or other formal requirements.

**Section 11.** It was noted that all decisions were unanimous, after which the Meeting was declared closed.

\* \* \*

Minutes written by:

Anders Nylander

Verified by:

Kerstin Skarne

Appendix 1

**Articles of Association**  
**for**  
**John Mattson Fastighetsföretagen AB**  
**(556802-2858)**

**Article 1 Company name**

The company's registered name is John Mattson Fastighetsföretagen AB.

**Article 2 Registered office of the Board of Directors**

The registered office of the Board of Directors is in Lidingö Municipality, Sweden.

**Article 3 Operations**

The company is directly or indirectly to conduct investing activities in properties, own, develop, manage and transfer immovable or movable property and compatible operations connected therewith.

**Article 4 Share capital**

Share capital may amount to not less than SEK 10,000,000 and not more than SEK 40,000,000.

**Article 5 Number of shares**

The number of shares may amount to not less than 10,000,000 and not more than 40,000,000.

**Article 6 The Board of Directors**

The Board of Directors is to consist of no fewer than three (3) and no more than seven (7) members, with no deputy members.

**Article 7 Auditor**

The company is to have not less than one and not more two auditors with or without a similar number of deputies, or one and not more than two registered public accounting firms. The auditor and deputy auditors, and auditor-in-charge, are to be authorised public accountants.

**Article 8 Official notice**

Official notice convening a general meeting of shareholders is to be issued by letter to shareholders at the earliest six weeks and not later than two weeks before the meeting.

**Article 9 Financial year**

The company's financial year extends from 1 January – 31 December.

### **Article 10 Annual General Meeting**

The following items of business are addressed at the annual general meeting:

1. Election of the chairman of the meeting.
2. Preparation and approval of the list of shareholders entitled to vote at the meeting.
3. Approval of the agenda.
4. Election of one or two officers to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and the auditors' report and, where appropriate, the consolidated financial statements and the auditors' report on the consolidated financial statements.
7. Resolutions regarding:
  - a) the adoption of the income statement and the balance sheet, and where applicable the consolidated income statement and the consolidated balance sheet,
  - b) the disposition to be made of the company's profits or losses as shown in the balance sheet adopted by the meeting, and
  - c) the discharge of the members of the Board of Directors and of the CEO from personal liability.
8. Approval of the number of Board members and deputy Board members.
9. Determination of fees to be paid to members of the Board and the auditors.
10. Election of members of the Board and the auditor.
11. Other business to be addressed by the meeting in accordance with the Swedish Companies Act (2005:551) or the Articles of Association.

### **Article 11 Record day provision**

A record of the company's shares is kept in a CSD register pursuant to the Financial Instruments Accounts Act (1998:1479).

\* \* \*

Adopted at the Extraordinary General Meeting on 28 August 2018