

## **Notice to Annual General Meeting in Atrium Ljungberg AB (publ)**

**The shareholders of Atrium Ljungberg AB (publ) are hereby invited to the Annual General Meeting to be held on Wednesday 22 March 2023 at 5.00 p.m. at Filmstaden, Marcusplatsen 19 in Sickla, Nacka**

*The Board of Directors has decided that shareholders shall have the right to exercise their voting rights in advance through an absentee ballot pursuant to Chapter 7, section 4 a of the Swedish Companies Act (2005:551) and the Company's Articles of Association. Consequently, shareholders may choose to exercise their voting rights at the General Meeting by attending by absentee ballot, in person or through a proxy.*

### **Participation**

A shareholder who would like to participate at the General Meeting in person must be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday 14 March 2023 and give notice of his or her intention to participate to the Company no later than Thursday 16 March 2023 at the address Atrium Ljungberg AB, Box 4200, 131 04 Nacka, by telephone 08-615 89 00, via the Company's website [www.al.se](http://www.al.se) or through email: [info@al.se](mailto:info@al.se). When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, telephone number and number of shares represented.

### **Absentee ballot**

A shareholder who would like to participate at the General Meeting through an absentee ballot must be entered in the register of shareholders maintained by Euroclear Sweden AB by Tuesday 14 March 2023 and give notice of his or her intention to participate by having submitted an absentee ballot in accordance with the instructions below such that Computershare AB has received the absentee ballot no later than Thursday 16 March 2023.

A special form must be used for the absentee ballot. This form is available on the Company's website, [www.al.se](http://www.al.se). Terms and conditions for the absentee ballot are included in the form. The completed and signed form for the absentee ballot must be sent by mail to Computershare AB, "Atrium Ljungberg AB's General Meeting", Box 5267, SE-102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) and must be received by Computershare AB no later than Thursday 16 March 2023. A natural person may submit an absentee ballot electronically, for his or her shareholding as well as for a legal entity, with verification through BankID via the Company's website [www.al.se](http://www.al.se). The Shareholder may not add special instructions or conditions to the absentee ballot. If this occurs, the vote (i.e. the absentee ballot in its entirety) will be invalid. If the shareholder submits an absentee ballot via proxy, the power of attorney must be attached to the form. If the shareholder is a legal entity, the certificate of registration or other authorization document must be attached to the form.

Those who wish to withdraw a submitted absentee ballot and instead exercise their voting rights by participating in the General Meeting in person or through a proxy must give notice thereof to the General Meeting's secretariat prior to the opening of the General Meeting.

For matters related to the General Meeting or the absentee ballot form, please contact Computershare AB by telephone at +46 (0)771 24 64 00.

### **Proxy**

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. If the power of attorney was issued by a legal entity, an attested copy of the current certificate of registration (or a corresponding document of authority for a foreign legal entity) must be appended. If participation is by way of proxy, such document should be submitted in connection with the notice of participation at the General Meeting. For shareholders who wish to participate at the General Meeting by proxy, a proxy form will be available at the Company's website, [www.al.se](http://www.al.se) and may be ordered by contacting the Company at the above telephone number.

### **Nominee-registered shares**

In order to be entitled to participate in the General Meeting, a shareholder who has registered their shares in the name of a nominee, in addition to announcing their intention to participate in the General Meeting, must request that their shares be registered in their own name so the shareholder is entered into the register of shareholders by Tuesday 14 March 2023. This registration may be temporary (se-called voting right registration) and is requested with the nominee in accordance with the nominee's procedures and in advance as determined by the nominee. Voting right registrations completed no later than Thursday 16 March 2023 are considered when preparing the shareholder register.

### **Matters to be dealt with at the Meeting and proposed agenda**

1. Election of Chairman of the Meeting
2. Approval of the agenda
3. Preparation and approval of the voting list
4. Election of at least one person to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report
7. Resolution regarding adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
8. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
9. Resolution regarding appropriation of the Company's profit according to the adopted balance sheet
10. Resolution regarding the number of members of the Board of Directors
11. Resolution regarding fees for the Board of Directors and the Auditors
12. Election of members of the Board of Directors
13. Election of Auditor
14. Approval of the remuneration report
15. Authorisation for the Board of Directors to resolve to issue new shares

16. Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company
17. Resolution regarding amendments of the Articles of Association
18. Resolution on a loan subsidy programme for Senior Executive of the Company for the acquisition of shares in the Company
19. Closing of the Meeting

## **Proposals**

### **Election of Chairman of the Meeting (item 1)**

The Nomination Committee, consisting of Per-Erik Hasselberg (also Chairman of the Nomination Committee), appointed by the Holmström Family, Lars Ericson, appointed by Konsumentföreningen Stockholm, Hans Hedström, appointed by Carnegie Fonder, Johan Ljungberg, appointed by the Ljungberg Family and Risto Murto, appointed by Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the Meeting.

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

The Board of Directors proposes a distribution of SEK 5.30 per share to be paid as ordinary dividend for the financial year 2022, divided into two instalments of SEK 2,65 per share each. It is proposed that the record date for the first instalment shall be Friday 24 March 2023, and that the record date for the second instalment shall be Friday 29 September 2023. If the General Meeting resolves in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday 29 March 2023 and Wednesday 4 October 2023, respectively.

### **Election of members of the Board of Directors, fees etc. (items 10-12)**

The Nomination Committee has presented the following proposals:

- that the Board of Directors shall consist of six ordinary members of the Board of Directors;
- that the fees for the Board of Directors shall be SEK 1,680,000 of which SEK 480,000 shall be allocated to the Chairman and SEK 240,000 to each of the other members of the Board of Directors;
- that remuneration for work in the Audit Committee regarding the period up to the next Annual General Meeting shall be paid by SEK 115,000 to the Chairman of the Committee and 50,000 to each of the other members of the Committee appointed by the Board of Directors;
- that remuneration for the Auditors shall be paid in accordance with approved invoices; and
- that the following members of the Board of Directors shall be re-elected: Johan Ljungberg (also re-elected as Chairman of the Board of Directors), Gunilla Berg, Simon de Château, Conny Fogelström and Sara Laurell. New election of Johan Thorell. Erik Langby has declined re-election.

### **Election of Auditor (item 13)**

In accordance with the recommendation of the Audit Committee, the Nomination Committee proposes that Deloitte AB be elected as Auditor of the Company for the period until the end of the Annual General Meeting to be held in 2024. If Deloitte AB is elected as Auditor in Charge, the audit firm intends to appoint the authorised public accountant Hans Warén to sign the Auditor's Report.

For the following reasons, the Audit Committee recommends the election of Deloitte AB. Atrium Ljungberg has on behalf of the Board of Directors and its Audit Committee conducted an audit procurement based on a tender procedure. The participants in the tender consisted of KPMG, PwC, Ernst & Young and Deloitte. Deloitte has relevant experience from listed real estate companies and fully meets Atrium Ljungberg's requirements in terms of competence, resources, quality, and tools. Deloitte AB has also made the most attractive offer compared to the other three audit firms that participated in the tender in terms of team, audit profile, working methods and level of fees. The Audit Committee has confirmed that the recommendation is free from third party influence and that it is not the result of any conditions restricting the choice of auditors.

### **Approval of the remuneration report (item 14)**

At the General Meeting 2020 it was resolved to adopt Guidelines for remuneration of the Senior Executives of the Company. In accordance with Chapter 8, section 53 a of the Swedish Companies Act the Board of Directors shall prepare a report for each financial year detailing unpaid and outstanding compensation that is covered under the Guidelines. The remuneration report shall be presented at the General Meeting for approval. The Board of Directors proposes that the remuneration report for the financial year 2022 is approved by the General Meeting. The report is available on the Company's website [www.al.se](http://www.al.se).

### **Authorisation for the Board of Directors to resolve to issue new shares (item 15)**

The Board of Directors proposes that the General Meeting authorises the Board of Directors, during the period until the next Annual General Meeting on one or more occasions, to decide on the issue of new Class B shares corresponding to a maximum of 10 per cent of the Company's share capital with or without disapplying the shareholders' preferential rights. An issue may be made against cash payment, by set-off or by contribution in kind. In the case of disapplying shareholders' preferential rights, the shares will be issued at market terms and conditions.

The purpose of the authorisation, and the reason for any departure from shareholders' pre-emptive 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 authorisation, departing from shareholders' pre-emptive rights, shall be based on a market-based subscription price that reflects market conditions at the time of issue.

Both the Board of Directors and the Managing Director are authorised to make such minor adjustments to the decision as may prove necessary for the registration of the decision with the Companies Registration Office. Resolution to authorise the Board to take decisions on issues of

new shares requires the support of shareholders who represent at least two thirds of the stated votes as well as the shares that are represented at the Meeting.

**Authorisation for the Board of Directors to resolve to purchase and transfer own shares of the Company (item 16)**

The Board of Directors proposes that the General Meeting resolves to authorise the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on repurchasing so many Class B shares that the Company's holding at no time exceeds 10 percent of all shares in the Company. The shares shall be acquired on Nasdaq Stockholm and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price. Payment for shares repurchased shall be in cash. The Board may resolve to repurchase its own shares within the context of a repurchase program in accordance with Article 5 of the EU Market Abuse Regulation, provided the purpose of the acquisition is merely to reduce the Company's share capital.

Furthermore, the Board of Directors proposes that the General Meeting resolves to authorise the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on the transfer of own Class B shares. The number of Class B shares transferred may not exceed the total number of shares held by the Company at any time. Transfers may be conducted on or outside Nasdaq Stockholm, including a right to resolve upon deviations from the shareholders' preferential rights. The transfer of shares on Nasdaq Stockholm shall be conducted at a price within the registered price range at the time of the transfer. The transfer of shares outside Nasdaq Stockholm shall be made at a price in cash or value in property received that in all material respect corresponds to the share price at the time of the transfer of the Class B shares in the Company.

The purpose of the above authorisations is to give the Board of Directors greater scope to act when working with the Company's capital structure and thereby contribute to increased shareholder value and that the Company in a time efficient manner shall be able to make payment with own Class B shares in connection with possible acquisitions of properties or businesses that the Company may undertake. The purpose of the authorisation is also to be able to use the proceeds from the divestment of own shares in Class B in connection with, for example, investments in the Company's own ongoing or future projects and any acquisitions of properties or companies that the Company may undertake.

Both the Board of Directors and the Managing Director are authorised to make such minor adjustments to the decision as may prove necessary for the registration of the decision with the Companies Registration Office. A valid resolution requires the support of shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting.

**Resolution regarding amendments of the Articles of Association (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves that § 7 of the Articles of Association shall read as follows: "One or two auditors and a maximum of two deputy auditors shall be appointed at the Annual General Meeting to audit the management of the Board of Directors and the Managing Director and the Company's accounts and annual report."

The reason for the proposed change is that the Company's Audit Committee recommends that the Auditor be appointed annually.

Both the Board of Directors and the Managing Director are authorised to make such minor adjustments to the decision as may prove necessary for the registration of the decision with the Companies Registration Office. A valid resolution requires the support of shareholders representing at least two-thirds of the votes cast as well as of the shares represented at the Meeting.

**Decision on a loan subsidy programme for Senior Executives in the Company for the acquisition of shares in the Company (item 18)**

The Board of Directors proposes that the Annual General Meeting resolves that the Company extends and expands the loan subsidy programme for a maximum of seven Senior Executives of the Company. The programme involves a gross salary-based interest rate financing of loans for share purchases in the Company. The gross salary increase shall correspond to an amount, net of tax, equal to the interest expense incurred in connection with taking out a loan with a bank designated by the Company for the purpose of financing the purchase of Class B shares in the Company on Nasdaq Stockholm. The gross salary increase is conditional on continued employment and may be available for a maximum of five years. Furthermore, the gross salary increase shall cease if the shares acquired with the support of the financing are disposed of. If part of the investment is disposed of, the gross salary increase is reduced proportionally. The gross salary increase can at most correspond to interest compensation for a loan of SEK 2.5 million for Senior Executives of the Company. However, a maximum loan amount of SEK 6 million applies to the Managing Director. The Company's annual cost for the loan subsidy programme as described above is estimated to approximately SEK 3.3 million including social security contributions at full participation and with an assumed annual interest rate of five per cent.

The purpose of the bonus programme is to stimulate shareholding in the Company by Senior Executives and thereby strengthen Management's long-term interest in a good share price performance. The Board of Directors believes that the introduction of a program as described above is beneficial to Atrium Ljungberg AB's shareholders.



### **Miscellaneous**

The Annual Report for the financial year 2022 and the Board of Directors' statement in respect of the above proposal regarding profit distribution and authorisation to purchase own shares will be available at the Company as from 1 March 2023 at the address Smedjegatan 2C in Nacka and on the Company's website [www.al.se](http://www.al.se). The Annual Report will also be distributed to shareholders prior to the Annual General Meeting and can be ordered by telephone +46 8 615 89 00 or by e-mail: [info@al.se](mailto:info@al.se). Shareholders are hereby notified regarding the right to, at the General Meeting, request information from the Board of Directors and Managing Director according to Chapter 7 Section 32 of the Swedish Companies Act.

As of 15 February 2023, a total of 133,220,736 shares exists in the Company, representing a total of 169,220,736 votes, divided into 4,000,000 Class A shares and 129,220,736 Class B shares. The Company currently holds 7,114,875 own Class B shares.

For information about how your personal data will be processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Nacka, February 2023  
**Atrium Ljungberg AB (publ)**  
The Board of Directors