

Item 14 – The Board of Directors’ proposals on resolutions regarding a) Reduction of the company’s share capital through redemption of preference shares and b) Authorisation for the board of directors to increase the share capital through a new issue of ordinary shares of class d to holders of redemption claims against payment by set-off

Background

To enable increased financial flexibility for the company, the Board of Directors of Corem Property Group AB (publ), reg.no. 556463-9440, proposes that the Annual General Meeting on 27 April, 2022, resolves on a redemption offer, in which the shareholders of preference shares in the company shall be offered to redeem preference shares with repayment to the holders of preference shares in the form of a redemption claim. The redemption claim may only be used to pay for subscribed ordinary shares of Class D by set-off.

The Board of Directors also proposes that the Annual General Meeting resolves to authorise the Board of Directors to increase the share capital through a new issue of ordinary shares of Class D to holders of redemption claims with repayment by set-off.

Hence, the Board of Directors proposes that the Annual General Meeting shall resolve as follows. The Annual General Meeting’s resolution in accordance with items 14 a) and 14 b) below shall be adopted as one resolution.

Item 14 a) Resolution regarding reduction of the share capital through redemption of preference shares

The Board of Directors proposes that the Annual General Meeting resolves to reduce the company’s share capital with not more than SEK 24,830,590 (the reduction amount) by redemption of not more than 12,415,295 preference shares.

The reduction of the share capital shall be made to carry out a repayment to the holders of preference shares in the form of a redemption claim on the company.

The reason for only offering redemption on preference shares is to enable an increased financial flexibility for the company. The ordinary shares of Class D consist exclusively of equity, which can be compared to the company’s preference shares that are considered to consist of an equal amount of equity and interest-bearing debt according to the rating institute’s regulation. An increased amount of new ordinary shares of Class D creates improved conditions for the company to reach an “investment grade” rating over time. Such a rating is expected to reduce the company's financial risk and is expected to improve the profit from property management as a result of lower financing costs.

For each redeemed preference share, a redemption claim of SEK 314 (the “**Redemption Claim**”) shall be paid, whereas SEK 312 exceeds the share’s quota value. Payment with the Redemption Claim shall be made simultaneously with the registration of redemption, whereas the preference

shares will be reserved as non-cash consideration in the Euroclear system by the issuing agency. The amount of the Redemption Claim is based on the closing price for the company's preference shares on 25 March, 2022, which was the last trading day before the announcement of the company's redemption offer to the shareholders of preference shares in the company.

The Redemption Claim can only be used to pay for subscribed ordinary shares of Class D by set-off and the Redemption Claim is due in connection with the time of payment for subscribed shares in such offset issue.

The Redemption Claim cannot be transferred, is not interest-bearing and does not entitle to payment of the redemption amount in any other way than what is stated under item 14 b).

Provided that the Annual General Meeting resolves in accordance with the Board of Directors' proposal according to item 8 b) regarding profit distribution and carrying the remaining profits forward, SEK 20,494,363,376 remains of the distributable amount in accordance with Chapter 17, section 3 first paragraph of the Swedish Companies Act. The total amount of the redemption remuneration is estimated to amount to a total of SEK 3,898,402,630. In addition to the reduction amount, a consideration of in total SEK 3,873,572,040 will be distributed, whereby the company's unrestricted equity shall be used. Other than the reduction of the share capital, the company's restricted equity will not be affected.

The registration period for the redemption offer will be during the period from 16 May, 2022 to 30 May, 2022 using a special registration form provided by the company. The Board of Directors is authorised to prolong the registration period. The registration is binding, and preference shares registered for redemption will be reserved as non-cash consideration in the Euroclear system at the time of registration for redemption.

The Board of Directors is authorised to determine the record date, which is estimated to be on 12 May, 2022.

The resolution regarding the reduction of the share capital with repayment to the shareholders, through redemption of preference shares, can be made without obtaining permission from the Swedish Companies Registration Office or the general courts, since the company in relation to the registration of the reduction of the share capital simultaneously will be conducting a new issue with payment by set-off in accordance with the authorisation from the Annual General Meeting according to item 14 b) below, meaning that neither the company's restricted equity nor the share capital will decrease.

The Board of Directors' statement according to Chapter 20, Section 8 of the Swedish Companies Act is enclosed in [Appendix 1](#). The auditor's statement according to Chapter 20, Section 8 of the Swedish Companies Act is enclosed in [Appendix 2](#).

The Board of Directors' report according to Chapter 20, Section 13 of the Swedish Companies Act is enclosed in [Appendix 3](#). The auditor's report according to Chapter 20, Section 14 of the Swedish Companies Act is enclosed in [Appendix 4](#).

Item 14 b) Resolution regarding authorisation for the Board of Directors to increase the share capital through a new issue of ordinary shares of Class D to holders of redemption claims against payment by set-off

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, within the limits in the Articles of Association in force at any the given time, with deviation from the shareholders' preferential rights, on one or more occasions, during the period until the next Annual General Meeting, resolve to increase of the company's share capital through new issues of shares of not more than 13,905,130 ordinary shares of Class D in the company, implying an increase in the share capital by not more than SEK 27,810,260.

New issue shall take place at a subscription price of SEK 280.36¹ per ordinary share of Class D. The subscription price corresponds to the market value as assessed by the Board of Directors. Payment for subscribed ordinary shares of Class D shall be made in connection with the subscription by set-off against the holder's Redemption Claim in accordance with item 14 a) above.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights is to enable new issues in order to set-off the Redemption Claim in accordance with item 14 a) above against ordinary shares of Class D in the company.

The new ordinary shares of Class D entitle to dividends for the first time on the record day for dividends that occurs immediately after the new issue has been registered with the Swedish Companies Registration Office and the ordinary shares of Class D have been entered in the share register at Euroclear Sweden AB.

Majority requirements

For valid resolutions in accordance with the Board of Directors' proposals, it is required that the resolutions is approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting. Regarding the resolution of the Annual General Meeting in accordance with item 14 a) it is also required that the resolution has been approved by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting as well as the share class for which the rights of the shares is impaired by the resolution.

Stockholm in April 2022

Corem Property Group AB (publ)

The Board of Directors

¹ The exact subscription price is SEK 280.357142857143.