

## Item 17 - The Board of Directors' proposal for resolution to amend the Articles of Association

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The Board of Directors of Corem Property Group AB (publ), reg.no. 556463-9440, proposes that the Annual General Meeting on April 27, 2022, resolves to amend item 5.2 in the Articles of Association in accordance with the following.

### Current wording

#### 5.2 Ordinary share profit distribution

All ordinary shares shall, considering the below, have the same rights to dividend without preferential rights in relation to each other.

If any dividend is declared, the following shall apply:

- Ordinary shares of Class A and Class B are entitled to the same dividend per share.
- Ordinary shares of Class D are entitled to fifty (50) times the total dividend on ordinary shares of Class A and Class B, however, not more than SEK twenty (20) per ordinary share of Class D and year.

If the dividend on ordinary shares of Class D is less than SEK twenty (20), the maximum permitted dividend of SEK twenty (20) shall be increased so that the shortfall of up to SEK twenty (20) per year may be distributed later if sufficient dividends on ordinary shares are declared subsequently, whereupon the maximum permitted dividend shall once again be SEK twenty (20).

### Proposed wording

#### 5.2 Ordinary share profit distribution

All ordinary shares shall, considering the below, have the same rights to dividend without preferential rights in relation to each other.

If any dividend is declared, the following shall apply:

- Ordinary shares of Class A and Class B are entitled to the same dividend per share.
- Ordinary shares of Class D are entitled to fifty (50) times the total dividend on ordinary shares of Class A and Class B, however, not more than SEK twenty (20) per ordinary share of Class D and year.

If the dividend on ordinary shares of Class D is less than SEK twenty (20), the maximum permitted dividend of SEK twenty (20) shall be increased so that the shortfall of up to SEK twenty (20) per year may be distributed later if a sufficient dividends on ordinary shares are declared subsequently, whereupon the maximum permitted dividend shall once again be SEK twenty (20).

Disbursement of dividends relating to ordinary shares of Class D shall be made in four (4) equal instalments. The record days for payment of dividends shall be the last business day in June, September, December and March.

Disbursement of dividends relating to ordinary shares of *Class A, Class B and Class D* shall be made in four (4) equal instalments. The record days for payment shall be the last business day in June, September, December and March.

The Board of Directors also proposes that the Annual General Meeting resolves to amend the first section of item 5.3 in the Articles of Association in accordance with the following.

**Current wording**

**5.3 Preference share profit distribution**

Preference shares shall give preferential rights over ordinary shares to an annual distribution of dividends of SEK twenty (20) per share, with quarterly payments of SEK five (5) per share. The record days for payment of dividends shall be the last business day in June, September, and December, and March after the Annual General Meeting, but also in March the year after the annual general meeting.

**Proposed wording**

**5.3 Preference share profit distribution**

Preference shares shall give preferential rights over ordinary shares to an annual distribution of dividends of SEK twenty (20) per share, with quarterly payments of SEK five (5) per share. The record days for payment of dividends shall be the last business day in June, September, December, *and March*.

Furthermore, the Board of Directors proposes that the Annual General Meeting resolves on a new paragraph in the Articles of Association that allows the Board of Directors to collect powers of attorney according to Chapter 7, Section 4 of the Swedish Companies Act, that also allows the Board of Directors to decide that shareholders shall be able to exercise their voting rights by the use of postal voting in advance of the general meeting in accordance with Chapter 7, Section 4 a of the Swedish Companies Act. Since it is proposed that the paragraph is added as a new paragraph 9, a renumbering is also proposed so that previous paragraphs 9-12 become paragraphs 10-13.

**Proposed wording**

**9 COLLECTION OF POWERS OF ATTORNEY AND POSTAL VOTING**

*The board of directors may collect powers of attorney in accordance with the procedure set out in chapter 7, section 4, second paragraph of the Swedish Companies Act (2005:551).*

*The board of directors may, before a general meeting, decide that the shareholders shall be able to exercise their voting rights by post before the general meeting pursuant to the procedure stated in chapter 7, section 4 a of the Swedish Companies Act (2005:551).*

In order to be able to use the alternative that the Swedish Companies Act states about the presence of outsiders at general meetings the Board of Directors proposes that a new section shall be introduced in the renumbered paragraph 10 in the Articles of Association in accordance with the below. Furthermore, the Board of Directors proposes that general meetings shall, aside from being able to be held in Stockholm, also be able to be held in Solna, by amending the renumbered paragraph 10 in the Articles of Association in accordance with the below.

**Current wording**

**Proposed wording**

**9 MATTERS AT THE ANNUAL GENERAL MEETING**

**10 GENERAL MEETINGS**

The following business shall be addressed at annual general meetings:

*General meetings shall be held in Solna or in Stockholm.*

1. Election of a chairperson of the meeting.
2. Preparation and approval of a voting register.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report for the group.
7. Resolutions regarding:
  - a) adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet,
  - b) allocation of the Company's profits or losses in accordance with the adopted balance sheet,

*The board of directors may resolve that a person who is not a shareholder of the company shall, on the terms determined by the board of directors, have the right to attend or otherwise follow the proceedings at the general meeting. The following business shall be addressed at annual general meetings:*

1. Election of a chairperson of the meeting.
2. Preparation and approval of a voting register.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report for the group.
7. Resolutions regarding:
  - a) adoption of the income statement and balance sheet, as well as the

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| c) discharge from liability for the directors and CEO.   | consolidated income statement and consolidated balance sheet,  |
| 8. Determination of the number of directors, as well as auditors and alternative auditors.   | b) allocation of the Company's profits or losses in accordance with the adopted balance sheet,                                       |
| 9. Determination of remuneration for the board of directors and auditors.  | c) discharge from liability for the directors and CEO.   |
| 10. Election of board of directors as well as, if applicable, auditor or auditors.   | 8. Determination of the number of directors, as well as auditors and alternative auditors.   |
| 11. Other matters incumbent on the general meeting in accordance with the Swedish Companies Act (2005:551) or the articles of association. | 9. Determination of remuneration for the board of directors and auditors.  |
|  | 10. Election of board of directors as well as, if applicable, auditor or auditors.   |
|  | 11. Other matters incumbent on the general meeting according to the Swedish Companies Act (2005:551) or the articles of association. |

The Board of Directors' proposal for new Articles of Association is attached as **Appendix A**.

#### **Majority requirements**

A resolution in accordance with the Board of Directors' proposal, is only valid if the resolution is approved by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

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Stockholm in April 2022

**Corem Property Group AB (publ)**

The Board of Directors