



Press release

May 9, 2019

## **Report from Nyfosa AB's Annual General Meeting on May 9, 2019**

Nyfosa AB's Annual General Meeting was held today on Thursday May 9, 2019. The main resolutions passed were the following.

### **Adoption of the profit and loss accounts and balance sheets**

The profit and loss account and balance sheet as well as the consolidated profit and loss account and consolidated balance sheet for the financial year 2018 were adopted.

### **Distribution of the company's result**

The meeting resolved, in accordance with the Board's proposal, that no dividends should be paid to the shareholders for the financial year 2018 and that the funds available for distribution by the meeting instead should be carried forward.

### **Discharge from liability**

The meeting discharged the Directors of the Board and the CEO from personal liability towards the company for the administration of the company in 2018.

### **Board of Directors and auditors**

The Annual General Meeting resolved that the Board should comprise seven Directors elected by the General Meeting with no alternates. Johan Ericsson, Marie Bucht Toresäter, Lisa Dominguez Flodin, Jens Engwall, Per Lindblad and Kristina Sawjani were re-elected as Directors of the Board and Mats Andersson was elected as new Director of the Board. Bengt Kjell had declined re-election. The meeting elected Johan Ericsson as Chairman of the Board. For further information about the Directors of the Board, please visit the company's website [www.nyfosa.se](http://www.nyfosa.se).

The registered accounting firm KPMG AB was re-elected as the company's auditor for the period until the end of the next Annual General Meeting. KPMG AB has given notice that Mattias Johansson will be appointed as the principally responsible auditor.

The meeting resolved that remuneration, for the period until the end of the next Annual General Meeting, of SEK 425,000 shall be paid to the Chairman of the Board and that SEK 170,000 shall be paid to each other Director elected by the General Meeting who are not employed by the company. It was further resolved that for work in the audit committee, an annual remuneration of SEK 60,000 shall be paid to the Chairman of the audit committee and SEK 30,000 to each other member of the audit committee. In addition, it was resolved that for work in the remuneration committee, an annual remuneration of SEK 40,000 shall be paid to the Chairman of the remuneration committee, and SEK 20,000 to each other member of the remuneration committee.

The meeting resolved that remuneration to the auditor will be paid in accordance with approved invoices.

The resolutions were adopted in accordance with the nomination committee's proposals.

**Guidelines for remuneration payable to senior executives**

Furthermore, the meeting resolved to adopt the guidelines for remuneration payable to senior executives proposed by the Board.

**Resolution on instructions for the nomination committee**

The meeting resolved on a minor change in the instructions for the nomination committee. Other principles on composition and duties of the nomination committee adopted by the previous General Meeting shall apply unchanged until new instructions are adopted by a General Meeting. The proposed instructions can be found in full version on the company's website: [www.nyfosa.se](http://www.nyfosa.se).

**Directed issue of warrants and approval of transfer of warrants (LTIP 2019)**

In accordance with the Board's proposal, the meeting resolved to implement a long-term incentive program for employees in the Nyfosa Group. In order to implement the program, the meeting resolved on a directed issue of not more than 1,950,000 warrants. The warrants shall be issued free of charge to the company's wholly owned subsidiary Nyfosa NYAB 9 AB, which shall transfer the warrants to employees. The reason for not applying the shareholders' pre-emption rights is to introduce an incentive program and thereby a remuneration structure which is competitive within each market the company operates, to provide alignment for the management team with company strategy, to create focus amongst employees on delivering exceptional performance which contributes to value creation for shareholders and to give employees the opportunity to take part in the company's success.

The subsidiary shall transfer the warrants to employees in the Group (divided in certain categories) on market terms at a price (premium) established on the basis of a calculated market value by an independent valuation institute. Each warrant entitles a right to subscribe for one new share in Nyfosa AB. The subscription price per share shall consist of the average share price at the time of the issue of the warrants with an increase or decrease calculated according to Carnegie's Real Estate Index (CREX) until September 2022, when it is finally set. Subscription of shares in accordance with the terms and conditions for the warrants as a result of exercising the warrants may be exercised during a two-week period from the day following the disclosure of the company's interim report for the period of July – September, 2022, the company's year-end report for 2022 and the interim report for the period January – March 2023, however, no later than June 10, 2023. Upon full exercise of all warrants, 1,950,000 new shares can be issued, which corresponds to a dilution of approximately 1.15 percent of the total number of shares and the total number of votes in the company.

The warrants shall be subject to an obligation for participants who wish to transfer or otherwise dispose of his or her warrants, to first offer the warrants to the company to the lowest of the acquisition value and the market value. Should a participant's employment with or assignments for the company be terminated during the program, a corresponding right of first refusal shall apply. The company will by means of a cash bonus subsidize up to 100 percent of the participants premium (up to and including the guaranteed level). The bonus consists of two payments, each of 50 percent, during the term of the warrant program.

**Issue authorisation**

The meeting resolved to authorise the Board to issue new shares on one or several occasions during the period up to the next Annual General Meeting, to the extent that such new issue can be made without amending the articles of association. The issue may take place applying or disapplying shareholder pre-emption rights. Based on the authorisation the Board may resolve to issue a number of new shares not exceeding ten percent of the total number of outstanding shares in the company at the time of exercising the authorisation.

**For more information, please contact:**

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*The information was submitted for publication through the agency of the contact person set out above on May 9, 2019 at 4.25 p.m. CEST.*

**About Nyfosa**

Nyfosa is a transaction-based and opportunistic property company. The company's business concept is based on active participation in the Swedish transaction market combined with an investment strategy that can be flexible to the property market. The goal is to develop and add value to a growing property portfolio while generating sustained high returns. At present, Nyfosa is focusing primarily on commercial properties in Sweden. As of March 31, 2019, Nyfosa owned commercial properties with a total property value of approximately SEK 15.7 billion. The company's stock is listed on Nasdaq Stockholm since November 2018. Read more at [www.nyfosa.se](http://www.nyfosa.se).