



NOTICE OF THE ANNUAL GENERAL MEETING IN K2A KNAUST & ANDERSSON FASTIGHETER AB (PUBL)

The shareholders in K2A Knaust & Andersson Fastigheter AB (publ) Corp. Reg. No. 556943-7600 (the “**Company**”) are hereby notified of the Annual General Meeting to be held on Thursday 27 April 2023, at 4.30 p.m. at the Company’s office on Nybrogatan 59, 114 40 Stockholm, Sweden. Registration starts at 4.15 p.m.

Notification of attendance

Shareholders who wish to participate in the Annual General Meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 19 April 2023; and
- Give notice to the Company of their intention to attend the Annual General Meeting no later than Friday 21 April 2023.

Notification of attendance is to be sent by post to K2A Knaust & Andersson Fastigheter AB (publ), c/o Advokatfirman Lindahl KB, Studentgatan 6, SE-211 38 Malmö, Sweden (mark the letter "Annual General Meeting") or by e-mail to k2a@lindahl.se. When giving notice of participation, shareholders must state: their name, personal ID/corporate registration number (or equivalent), address, telephone number, shareholding in the Company, the names of any advisers (maximum two) and, when applicable, the name of a proxy or legal representative.

Nominee-registered shares

To be able to participate in the Annual General Meeting, shareholders who have registered their shares in the name of a nominee must request registration of the shares in their own names in the register maintained by Euroclear Sweden AB. Registration of shareholders should be completed not later than 21 April 2023. The shareholder should notify the nominee well in advance of this date. Such registration may be temporary.

Proxies

Shareholders who intend to be represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or its equivalent for the legal entity must also be presented. The period of validity of the power of attorney is permitted to be up to five years from the date of issue. To facilitate entry at the meeting, copies of proxies, registration certificates and other authorisation documents should be enclosed with the notice of participation. The Company provides proxy forms on request and these are also available at the Company website, www.k2a.se.

Number of shares and votes

The number of shares in the Company amounts to 87,670,100, of which 1,804,800 are preference shares, 10,604,640 are ordinary shares of series A, 68,454,500 are ordinary shares of series B and 6,806,160 are ordinary shares of series D. The shares correspond to 183,111,860 votes, of which 1,804,800 relates to preference shares, 106,046,400 to ordinary shares of series A, 68,454,500 to ordinary shares of series B and 6,806,160 to ordinary shares of series D. The Company does not own any of its own shares.

Proposed agenda

1. Opening of the meeting
2. Election of the Chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report as well as the group accounts and the auditor's report for the group for the financial year 2022
8. Resolution regarding:
 - a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2022
 - b) allocation of the Company's profit in accordance with the adopted balance sheet
 - c) discharge from liability for members of the Board of Directors and the Managing Director
9. Determination of the number of Board members, auditors and deputy auditors
10. Determination of the remuneration to the Board members and the auditor
11. Election of Board members, Chairman of the Board and auditor
12. Resolution on approval of remuneration report
13. Resolution regarding authorisation for the Board of Directors to resolve on issues of new shares, warrants and/or convertible instruments
14. Resolution regarding authorisation for the Board of Directors to resolve on acquisitions and transfers of own shares
15. Closing of the meeting

Resolution proposal

The Nomination Committee has been appointed in accordance with the principles previously decided by the 2020 Annual General Meeting and comprises of (i) Peter Möller, appointed by Johan Knaust with company, (ii) Sten Gejrot, appointed by Johan Thorell with company, and (iii) Karl Lilja, appointed by Johan Ljungberg with company. The Chairman of the Nomination Committee has been Karl Lilja. Sten Gejrot has not participated in the Nomination Committee's preparation and decisions concerning himself.

The Nomination Committee has submitted proposals for items 2, 9, 10 and 11.

Item 2 – Election of the Chairman for the meeting

The Nomination Committee proposes the election of Sten Gejrot as Chairman of the Annual General Meeting.

Item 8 b – Resolution regarding the allocation of the Company's profit in accordance with the adopted balance sheet

The Board of Directors proposes that dividend be paid in the amount of SEK 20 per preference share, a total of SEK 36,096,000. The dividend shall be divided into four instalments of SEK 5 per preference share at each payment. Record dates for dividend shall be 9 June 2023, 8 September 2023, 8 December 2023 och 8 March 2024. Dividend shall be paid on the third

banking day after each record date, in accordance with the principles set out in the Articles of Association.

The Board of Directors further proposes that the Annual General Meeting resolves that preference shares that may be issued based on the authorisation proposed by the Board of Directors, according to a separate proposal to the Annual General Meeting, shall be entitled to dividend on the first record date after the shares are registered by the Swedish Companies Registration Office and entered in the register of shareholders maintained by Euroclear Sweden AB. Upon full utilisation of the authorisation, dividend on preference shares issued with the support of the authorisation may amount to a maximum of SEK 20,000,000.

The Board of Directors further proposes that dividend for the financial year 2022 be paid in an amount of SEK 0.15 per ordinary share, a total of SEK 12,879,795. The record date is proposed to be 2 May 2023. If the Annual General Meeting resolves in accordance with the proposal, a dividend is expected to be paid by Euroclear Sweden AB on the third banking day after the record date, i.e. on 5 May 2023.

Furthermore, it is proposed that the remaining profits be carried forward.

Item 9 - Determination of the number of Board members, auditors and deputy auditors

The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting is seven. Furthermore, the Committee proposes one auditor with no deputy.

Item 10 – Determination of remuneration for members of the Board of Directors and auditor

The Nomination Committee proposes that remunerations to the Board members be paid as follows (remuneration decided by the 2022 Annual General Meeting in parentheses):

- Chairman of the Board: SEK 325,000 (SEK 325,000)
- Each of the other Board members: SEK 200,000 (SEK 200,000)
- Chairman of the Audit Committee: SEK 90,000 (SEK 90,000)
- Each of the other members of the Audit Committee: SEK 70,000 (SEK 70,000)
- Chairman of the Sustainability Committee: SEK 45,000 (SEK 45,000)
- Each of the other members of the Sustainability Committee: SEK 30,000 (SEK 30,000).

A Board member who is employed by the Company shall not receive remuneration.

The reason for the Nomination Committee's proposal on special committee remunerations is primarily due to the additional work that committee work entails for the individual Board member.

The Nomination Committee also proposes that fees to the auditor are paid against approved invoices.

Item 11 – Election of Board members, Chairman of the Board and auditor

The Nomination Committee proposes the re-election until the end of the next Annual General Meeting of Sten Gejrot, Ludwig Holmgren, Claes-Henrik Julander, Johan Knaust, Ingrid Lindquist, Johan Ljungberg and Johan Thorell.

It is proposed that Sten Gejrot be re-elected as Chairman of the Board.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of the registered accounting firm KPMG AB as auditor until

the end of the next Annual General Meeting. KPMG AB has notified that Authorised Public Accountant Peter Dahllöf will serve as the Auditor in Charge.

Item 12 – Resolution on approval of remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' remuneration report in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

Item 13 – Resolution regarding authorisation for the Board of Directors to resolve on issues of new shares, warrants and/or convertible instruments

The Board of Directors proposes it be authorised to, with or without deviation from shareholders' pre-emption rights and on one or several occasions during the period until the next Annual General Meeting, resolve to increase the Company's share capital by issuing new ordinary shares of series B or preference shares, or warrants or convertible instruments regarding such shares. The number of ordinary shares of series B that such issues may comprise may be equivalent to a maximum of 20 percent of the share capital of the Company at the time of the Annual General Meeting's resolution on the authorisation. The total number of preference shares covered by such authorisation may not exceed 1,000,000.

Any issues with deviation from shareholders' pre-emption rights shall be conducted under market conditions, subject to issue discounts in line with market practice, and payment may, apart from payment in cash, be made in kind or by set-off or otherwise be coupled with conditions pursuant to the Swedish Companies Act.

The Board of Directors shall determine the other conditions for issues in accordance with this authorisation and who shall have the right to subscribe for shares, warrants or convertibles. The purpose of the authorisation and the reasons for any deviation from the shareholders' pre-emption rights are that issues may be made for acquisitions of properties or companies who own properties or for the purpose of capitalising the Company prior to such acquisitions or other real estate and/or housing-related design and construction or otherwise to capitalise the Company in a time- and cost-effective manner.

The Managing Director, or any person appointed by the Board of Directors, shall be authorised to make minor amendments to the Annual General Meeting's resolution and to take those measures that are required in connection with the registration of the resolution.

A resolution in accordance with the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Item 14 – Resolution regarding authorisation for the Board of Directors to resolve on acquisitions and transfers of own shares

The Board of Directors proposes it be authorised to, on one or several occasions during the period until the next Annual General Meeting, resolve on acquisitions of own shares as follows:

1. Acquisition may take place provided that the Company's holding does not at any time exceed ten per cent of all shares in the Company.
2. Acquisition may take place on Nasdaq Stockholm.
3. Acquisitions on Nasdaq Stockholm may only occur at a price per share within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price.
4. Payment for the shares shall be made in cash.

The Board further proposes it be authorised to, on one or several occasions during the period until the next Annual General Meeting, resolve on transfer of the Company's own shares as follows:

1. All shares held by the Company at any given time may be transferred.
2. Transfer of own shares shall be made either on Nasdaq Stockholm or in another manner with deviation from shareholders' pre-emption rights.
3. Transfer of shares on Nasdaq Stockholm may only occur at a price per share within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price. Transfer of own shares in another manner shall be conducted under market conditions, subject to issue discounts in line with market practice.
4. Payment for transferred shares may, apart from payment in cash, be made in kind or by set-off.

The purpose of the authorisation to acquire and transfer own shares is to provide the Board of Directors with greater freedom of action in relation to the Company's capital structure, and to make it possible for the Company to finance acquisitions with own shares. The possibility to deviate from the shareholders' pre-emption rights when transferring own shares is motivated by the fact that such a transfer can be done more rapidly and more cost efficient than by a transfer to the shareholders. If, in connection with an acquisition, the Company's own shares are transferred against compensation in any other form than cash, the Company cannot provide the shareholders the opportunity to exercise their pre-emption rights.

A resolution in accordance with the proposal is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the meeting.

Information at the Annual General Meeting

The Board of Directors and the Managing Director shall, upon request by any shareholder and where the Board of Directors considers that it can be done without significant harm to the Company, provide information concerning circumstances which may affect the assessment of an item on the agenda or the Company's financial situation. The duty to provide information also applies to such circumstances regarding the Company's subsidiaries, its relationship to other Group Companies and to the group accounts.

Available documentation

The Nomination Committee's motivated statement regarding its proposal for the Board of Directors and information on proposed Board members is available on the Company's website, www.k2a.se.

The financial statements and auditor's report, a complete set of proposals for the resolutions, as well as other documents pursuant to the Swedish Companies Act will be available at the Company's office on Nybrogatan 59, 114 40 Stockholm, Sweden, and on the Company's website, www.k2a.se, not later than three weeks before the Annual General Meeting. Copies of the documents are sent free of charge to shareholders who have requested this and provided their postal address. The documents will also be available at the Annual General Meeting.

Processing of personal data

For information regarding the processing of your personal data in connection with the Annual General Meeting, please refer to the privacy policy available on:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in March 2023

K2A Knaust & Andersson Fastigheter AB (publ)

The Board of Directors