

AB | SAGAX

PRESS RELEASE no. 4, 2022

Stockholm, 7 April 2022

NOTICE OF ANNUAL GENERAL MEETING IN AB SAGAX (PUBL)

The shareholders of AB Sagax (publ), 556520-0028, (the "Company") are hereby invited to the Annual General Meeting ("AGM") to be held on Wednesday 11 May 2022 at 4.00 p.m. at Citykonferensen, Malmskillnadsgatan 46, in Stockholm.

The Board of Directors has resolved that shareholders shall have the right to exercise their voting rights in advance through postal voting pursuant to § 9 in the Company's Articles of Association. Consequently, shareholders may choose to exercise their voting rights at the AGM by attending by postal voting, in person, or through a proxy.

Participation by postal voting

Shareholders who wish to participate in the AGM by postal voting must:

- be registered as shareholders in the share register maintained by Euroclear Sweden AB ("Euroclear") per Tuesday 3 May 2022, and
- notify their intention to participate by submitting their postal vote in accordance with the instructions below, no later than Thursday 5 May 2022.

For postal voting, a certain form must be used. The form is available on the Company's website, www.sagax.se. The postal voting form is valid as notification of participation at the AGM. The completed postal voting form must be received by Euroclear (who administers the forms on behalf of the Company) no later than Thursday 5 May 2022. The completed form shall be sent to AB Sagax, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Completed form may also be submitted electronically. Electronic submission can be done either through verification using a BankID according to instructions at <https://anmalan.vpc.se/EuroclearProxy/> (only for natural persons) or by sending the completed form by e-mail to GeneralMeetingService@euroclear.com (state "AB Sagax AGM" in the subject line). If a shareholder votes in advance by proxy, a power of attorney must be attached to the form. Proxy forms are available at the Company's website, www.sagax.se, and are sent free of charge to those shareholders who so request and state their postal address or e-mail address. If the shareholder is a legal entity, a certificate of registration or corresponding authorisation documents must be attached to the form. The shareholder may not provide special instructions or conditions in the postal voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are provided in the form for postal voting. For questions regarding the AGM or to have the postal voting form sent by post, please contact Euroclear on telephone +46 (0)8 402 92 96 (Monday–Friday 9 a.m.–4 p.m.).

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

Participation in person

Shareholders who wish to participate the AGM in person must:

- be registered as shareholders in the share register maintained by Euroclear per Tuesday 3 May 2022, and

- notify their intention to participate to the Company no later than Thursday 5 May 2022 on the following address: AB Sagax, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, or via <https://anmalan.vpc.se/EuroclearProxy/>. The notification shall include name and Swedish personal or company registration number and preferably also address and telephone number.

Participation by proxy

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. The power of attorney in the original form shall be submitted to the Company at the above address well in advance of the AGM. A proxy form is available at the Company's website, www.sagax.se. If the shareholder is a legal entity, a certificate of registration (or corresponding authorisation documents for a foreign legal entity) must be attached to the form.

Nominee-registered shares

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the AGM. In addition to giving notice of participation (or submitting their postal vote), such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register maintained by Euroclear as of the record date Tuesday 3 May 2022. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Thursday 5 May 2022 will be taken into account in the preparation of the share register.

Processing of personal data

In connection with the notification, the Company will process the personal data requested about the shareholders above. For information on how your personal data is processed in connection with the AGM, see the privacy notice on Euroclear's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Number of shares

As of the date of the issuance of this notice, the total number of shares in the Company amounts to 445,914,924 shares, of which 26,832,854 are ordinary shares of series A (each carrying 1 vote), 292,820,741 are ordinary shares of series B (each carrying 1/10 vote) and 126,261,329 are ordinary shares of series D (each carrying 1/10 vote), corresponding to a total of 68,741,061 votes. The Company holds 2,000,000 of its own ordinary shares of series B, corresponding to 200,000 votes, which cannot be represented at the AGM.

Proposed agenda

The Board of Directors proposed agenda at the AGM:

1. Opening of the meeting and election of chairperson of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify 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 on:
 - a) adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet,
 - b) appropriation of the Company's profit or loss according to the adopted balance sheet,

- c) discharge from liability for the Board members and the CEO
- 8. Resolution on the number of Board members and auditors
- 9. Resolution on remuneration for the Board members and the auditors
- 10. Election of the Board of Directors, chairperson of the Board of Directors and auditors
- 11. Resolution on approval of the Board of Directors' Remuneration Report 2021
- 12. Resolution on the introduction of Incentive Program 2022/2025 through a) issue of warrants to the subsidiary Satrap Kapitalförvaltning AB and b) approval of transfer of warrants to employees of the Company or its subsidiaries
- 13. Resolution on authorisation for the Board of Directors to increase the share capital through new issues of shares, warrants and/or convertibles
- 14. Resolution on authorisation for the Board of Directors to repurchase own shares, warrants and/or convertibles and/or to transfer own shares and/or warrants
- 15. Resolution on amendment to the Articles of Association
- 16. Conclusion of the meeting

Proposed resolutions

Item 1

The Nomination Committee ahead of the AGM 2022 consists of Björn Alsén, representing David Mindus and companies, Erik Salén, representing the Salén family and companies, Håkan Engstam, representing M2 Capital Management AB, and Staffan Salén, chairperson of the Board of Directors of AB Sagax.

The Nomination Committee proposes that the chairperson of the Board of Directors Staffan Salén is appointed chairperson of the AGM.

Item 7 b)

The Board of Directors proposes that the AGM resolves on a dividend to the shareholders of SEK 2.15 per ordinary share of series A and series B and that the AGM resolves on a dividend to the shareholders of SEK 2.00 per ordinary share of series D for the financial year 2021, with a quarterly payment of SEK 0.50 per ordinary share of series D. The record date for receiving dividend for the ordinary shares of series A and series B is proposed to be 13 May 2022. The dividend is expected to be distributed by Euroclear on the third weekday after the record date. The record dates for receiving dividend for the ordinary shares of series D is proposed to be Thursday 30 June 2022, Friday 30 September 2022, Friday 30 December 2022 and Friday 31 March 2023. The dividend is expected to be distributed by Euroclear on the third weekday after each record date.

The Board of Directors further proposes that the AGM resolves that the new ordinary shares of series D that may be issued with the support of the AGM's authorisation in accordance with item 13 below shall entitle to dividends, in accordance to above, from the date they have been entered in the share register kept by Euroclear.

Item 8

The Nomination Committee proposes that the number of Board members shall amount to six for the period until the next AGM and that the number of auditors shall be one registered public accounting firm.

Item 9

The Nomination Committee proposes a fee of SEK 330,000 to the chairperson of the Board of Directors and SEK 180,000 to each other non-executive Board members elected by the AGM. The fee includes remuneration for committee work. The Nomination Committee's proposal for remuneration to the Board of Directors totals a fee of SEK 1,050,000. The proposed fee to the Board of Directors is unchanged in

relation to the resolved fees for 2021. The fee to the auditors is proposed to be paid according to approved invoice.

Item 10

The Nomination Committee proposes that the AGM resolves on re-election of Johan Cederlund, Filip Engelbert, David Mindus, Staffan Salén, Johan Thorell and Ulrika Werdelin as members of the Board of Directors. The Nomination Committee further proposes that Staffan Salén is re-elected as chairperson of the Board of Directors. If the assignment as chairperson of the Board of Directors terminated prematurely, the Board of Directors shall elect a new chairperson among its members.

Further information on the proposed Board members is available at the Company's website www.sagax.se.

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the AGM resolves to re-elect the registered public accounting firm Ernst & Young Aktiebolag for the period until the end of the next AGM. It is Ernst & Young Aktiebolag's intention to appoint Jonas Svensson as auditor in charge.

Item 11

The Board of Directors proposes that the AGM approve the Board of Directors' Remuneration Report for 2021 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act.

Item 12

The Board of Directors proposes that the AGM resolves on the introduction of Incentive Program 2022/2025 through the Company conducting an issue of warrants and transfer of warrants to persons who are or become employed by the Company or the Company's subsidiaries, with the exception of the CEO in the Company ("**Employees**"), on the terms and conditions below ("**Incentive Program 2022/2025**").

A. Issue of warrants to the Subsidiary

The Board of Directors proposes that the AGM resolves on an issue of a maximum 400,000 warrants of series 2022/2025. The right to subscribe shall, with deviation from the shareholders' preferential rights, belong to the wholly owned subsidiary Satrap Kapitalförvaltning AB, Corp. Reg. No. 556748-3309 (the "**Subsidiary**"). The warrants shall be issued without consideration. Each warrant shall entitle the holder to subscribe for one (1) new ordinary share of series B in the Company. The warrants shall be subscribed for during the period from and including 11 May 2022 to and including 20 May 2022 on a separate subscription list. The Board of Directors is authorised to extend the subscription period.

The subscription price for a share by exercise of a warrant shall consist of the ordinary share of series B's average share price at the time of the issue of the warrants with enumeration or countdown, depending on the average development of all listed real estate companies, calculated according to Carnegie's real estate index (CREX), during the period from 20 May 2022 up to and including 30 May 2025. The ordinary share of series B's average share price at the time of issue consists of the average volume-weighted share price paid during the period from and including 12 May 2022 up to and including 19 May 2022 according to Nasdaq Stockholm. If the Company has insider information during this period, the Board of Directors shall have the right to postpone the measurement period for the share's average volume-weighted payment price. The subscription price may not be lower than the current quota value of the ordinary shares of series B. If the subscription price exceeds the quota value of the previous shares, the excess amount (premium) shall be entered under the unrestricted premium fund in the Company's balance sheet.

Holders of the warrants shall have the right to, upon subscription for shares by exercise of warrants, request that an alternative exercise model shall be applied in accordance with the complete terms and conditions. Upon application of the alternative exercise model, the subscription price for each ordinary shares of series B shall correspond to the share's quota value and the warrants shall entitle to a recalculated, generally lower, number of ordinary shares of series B. However, the warrants shall not

entitle to more than one (1) ordinary share of series B per warrant, subject to any recalculation in accordance with the complete terms and conditions for the warrants. Assuming that the subscription price for the ordinary shares of series B in the Company that the warrants entitle to subscription of are set at SEK 300, application of the alternative exercise model would have the following effects upon full subscription by exercising all 400,000 warrants and assuming full application of the alternative exercise model, if the price for the Company's ordinary shares of series B would amount to what is stated below in connection with the subscription period:

Illustrative calculation example based on an assumed subscription price of SEK 300.

Share price	Total dilution	Total number of new shares
SEK 320	0.009 %	25,137
SEK 340	0.016 %	47,302
SEK 360	0.023 %	66,992
SEK 380	0.029 %	84,600

The warrants can be exercised by application for subscription of new shares during the period from and including 2 June 2025 to and including 16 June 2025. Shares subscribed for by exercise of the warrants entitle to dividend for the first time on the record date for dividends that occurs immediately after the subscription has been executed. If the warrant holder is prohibited from subscribing for ordinary shares during this period due to applicable insider legislation, the Company shall be entitled to instead permit such warrant holder to subscribe for shares as soon as the warrant holder no longer is prohibited from doing so, but no later than 30 calendar days after such impediment has ceased.

The maximum number of additional ordinary shares of series B are estimated to a maximum of 400,000, which corresponds to approximately 0.14 percent of the total number of ordinary shares of series B in the Company, provided full subscription, and full exercise of all warrants. In such case, the increase in the share capital will amount to a maximum of SEK 700,000.

The reason for deviating from the shareholders' preferential rights is that the Board of Directors want to promote the Company's long-term interests by offering Employees a well-balanced incentive program, which gives them the opportunity to take part in the Company's long-term value development.

B. Approval of transfer of warrants to Employees

The Board of Directors further proposes that the AGM resolves to approve that the Subsidiary may transfer a maximum 400,000 warrants in the Company of series 2022/2025 to Employees, or otherwise dispose of the warrants to secure the commitments under the Incentive Program 2022/2025.

Each Employee shall be offered to acquire warrants, in the Incentive Program 2022/2025, in an amount corresponding to a maximum of one twelfth (1/12) of the Employee's annual salary before income tax. In the event that the Employee has been on leave, parental leave, long-term sick or similar during the twelve-month period preceding the day when the Employee is offered to acquire warrants under the Incentive Program 2022/2025, an adjustment of the number of warrants that the Employee is offered to acquire shall take place. Such adjustment shall imply that the number of warrants offered to the Employee is reduced in proportion to the number of months the Employee has not been in service. In the event that Employees do not subscribe for all warrants that they have been offered to subscribe, the other Employees participating in the Incentive Program 2022/2025 may be offered to acquire the warrants that have been offered but not subscribed. In such cases, allotment shall take place pro rata in relation to the number of warrants for the Employees have been allotted in the initial allotment.

The warrants shall be offered to Employees at a price corresponding to an estimated market value for the warrants with the application of an option valuation model based on Monte Carlo simulation and accepted assumptions including volatility, direct return and correlation at the time of the transfer. The calculation is performed by People & Corporate Performance AB, based on a subscription price for the ordinary shares of series B corresponding to the average volume-weighted share price paid during the period from and including 12 May 2022 to and including 19 May 2022 according to Nasdaq Stockholm. If the Company has inside information during this period, the Board of Directors shall have the right to postpone the measurement period for the share's average volume-weighted payment price.

With regard to the fact that the warrants are to be transferred to Employees at a calculated market price, the Incentive Program 2022/2025 is not considered to entail any costs in addition to certain minor costs for preparation and administration. Provided that it is one of the first three times that an Employee participates in an incentive program in the Company and the Employee's annual salary does not exceed SEK 500,000, alternatively EUR 50,000 for Employees receiving salary in Euro, the Employee shall receive a premium subsidy in the form of an extra salary. The number of Employees who are currently entitled to such premium subsidy amounts to 6, which corresponds to 7 percent of the total number of employees. The extra salary after tax, calculated with the application of a tax rate of 50 percent, shall correspond to 50 percent of the option premium. The cost of this premium subsidy is estimated to amount to a maximum of SEK 300,000. The warrants will also not have any accounting implications other than the premium subsidy mentioned. However, the dilution effect of the warrants may affect key ratios per share in accordance with the accounting standard IAS 33.

Assuming that the value of the Company's ordinary share of series B at the time of valuation of the warrants amounts to SEK 287.20, an initial subscription price of SEK 287.20, a volatility of 28.4 percent for the ordinary shares of series B and 21.5 percent for CREX, a direct return of 0.84 percent for the ordinary shares of series B and 1.79 percent for CREX, and a correlation of 94.2 percent, the value per warrant will be SEK 24.90, of which Employees will be offered to acquire a total of 310,000 warrants. The Company will then receive a total warrant premium of SEK 7,719,000 (without deduction of premium subsidy). Upon full exercise of the warrants and at an assumed subscription price of SEK 300, the Company will in addition receive issue proceeds of approximately SEK 93 million. If, under these circumstances, additional warrants are acquired by Employees recruited during the year, the Company may receive additional warrant premiums of a maximum of SEK 2,241,000. Upon full exercise of these warrants, the Company may in addition receive additional issue proceeds of approximately SEK 27 million.

The warrants shall be transferred to the Employees no later than before the AGM 2023, after which non-transferred warrants shall be canceled.

The reason for deviating from the shareholders' preferential rights is that the Board of Directors want to promote the Company's long-term interests by offering Employees a well-balanced incentive program, which gives them the opportunity to take part in the Company's long-term value development.

Item 13

The Board of Directors proposes that the AGM resolves to authorise the Board of Directors to, within the framework of the current Articles of Association, with or without deviation from the shareholders' preferential rights, on one or more occasions until the next AGM, resolve on an increase in the Company's share capital through a new issue of ordinary share of series A, ordinary shares of series B, ordinary shares of series D, warrants and/or convertibles in the Company. The total number of shares covered by such issues may correspond to a total of no more than ten percent of the share capital in the Company, based on the share capital in the Company at the time when the Board of Director first exercises the authorisation. The issues shall be made at a market price, subject to a market discount if applicable, and payment may, in addition to cash payment, be made by contribution in kind or by way of set-off, or otherwise with conditions. The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is that issues may be executed to finance the

acquisition of properties or real estate companies, or part of properties or real estate companies or alternatively to finance general business purposes.

Item 14

The Board of Directors proposes that the AGM resolves to authorise the Board of Directors to, on one or more occasions until the next AGM, resolve on the acquisition of a total of so many ordinary shares of series A, ordinary shares of series B, ordinary shares of series D, warrants and/or convertibles that the Company's holdings at any given time do not exceed one tenth of all shares in the Company. Acquisition of own shares shall take place on Nasdaq Stockholm and may only take place at a price within the price interval applicable at any given time, by which is imply the interval between the highest purchase price and lowest selling price, or through an acquisition offer addressed to all shareholders, whereby the acquisition shall take place at a price which at the time of the resolution corresponds to not less than applicable share price and a maximum of 150 percent of the applicable stock exchange price. Acquisition of own warrants and/or convertibles shall take place at a price that at the time of the decision corresponds to not more than market value.

Furthermore, it is proposed that the AGM resolves to authorise the Board of Directors to, on one or more occasions until the next AGM, resolve on transfer, with or without deviation from the shareholders' preferential rights, of all or parts of the Company's holding of ordinary shares of series A, ordinary shares of series B, ordinary shares of series D, and/or warrants as payment in connection with the acquisition of properties or real estate companies, or part of properties or real estate companies at a price corresponding to the share price, or in the case of warrants, the market value at the time of the transfer. Transfer of all or parts of the Company's holding of own ordinary shares of series A, ordinary shares of series B, ordinary shares of series D may also take place, on one or more occasions until the next AGM, to finance such acquisitions, alternatively to finance general business purposes, whereby the sale of shares shall take place on Nasdaq Stockholm at a price within the price range applicable at any given time.

The authorisation is intended primary to give the Company flexibility in financing the acquisition of properties or real estate companies, or part of properties or real estate companies, but also to give the Board of Directors increased freedom regarding work with the Company's capital structure.

Item 15

The Board of Directors proposes that the AGM resolves to change § 3 of the Articles of Association, as follows.

<i>Current wording</i>	<i>Proposed wording</i>
§ 3 The company shall, directly or through its subsidiaries, own, manage and conduct business with real property, along with activities related to such operations.	§ 3 The company shall, directly or <i>indirectly</i>, own, manage and conduct business with real property, along with activities related to such operations.

Special majority requirement

A resolution by the AGM in accordance with item 12 is only valid if supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the AGM. Resolutions by the AGM in accordance with item 13–15, are only valid if supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the AGM.

Disclosures at the AGM

The Board of Directors and the CEO shall, if requested by any shareholder and if the Board of Directors is of the opinion that it can be done without causing material harm to the Company, provide disclosures about conditions that may impact assessment of an item of business on the agenda, about conditions that may impact assessment of the Company's or a subsidiary's financial situation, and about the Company's relationship with another group company.

Documentation

Annual report and auditor's report, remuneration report, the Board of Directors' complete proposals for resolutions as above together with documents according to Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act and the auditor's opinion regarding the application of guidelines for remuneration to senior executives, are available at the Company's office, address as above, and on the Company's website, www.sagax.se, from no later than Wednesday 20 April 2022. Copies of the documents will also be sent to those shareholders who so request and state their postal address or e-mail address. In addition, the Nomination Committee's motivated opinion regarding the proposed Board of Directors, as well as postal voting form and proxy form are available on the Company's website.

Stockholm in April 2022

AB Sagax (publ)

The Board of Directors

For further information, please contact CEO David Mindus, tel +46 8 - 545 83 540.

About Sagax

AB Sagax is a property company whose business concept is to invest in commercial properties, primarily in the warehouse and light industry segment. Sagax's property holdings on 31 December 2021 amounted to 3,759,000 square metres, distributed between 673 properties. AB Sagax (publ) is listed on Nasdaq Stockholm, Large Cap. More information is available at www.sagax.se.

Every care has been taken in the translation of this press release. In the event of discrepancies, however, the Swedish original will supersede the English translation.