

Articles of Association
NP3 Fastigheter AB (publ)
Reg. No. 556749-1963

Adopted at the Annual General Meeting on 4 May 2021

§ 1 Company Name

The company's name is NP3 Fastigheter AB (publ).

§ 2 Registered office

The Board shall have its registered office in the Municipality of Sundsvall.

§ 3 Operations

NP3 Fastigheter AB is a real estate company that shall, directly or indirectly through wholly or partially owned subsidiaries or through outsourced services, own, develop, and manage real property and conduct other related activities, including the provision of service-related functions. Properties are primarily located in northern Sweden and related operations.

§ 4 Share Capital

The share capital shall be no less than SEK 190,050,000 and no more than SEK 760,200,000.

§ 5 Shares

The number of shares shall be no less than 54,300,000 and no more than 217,200,000.

The company's shares may be issued in two classes: common shares and preference shares. Each common share entitles the holder to one (1) vote and each preference share shall entitle the holder to one-tenth (1/10) of a vote. Shares of each class may be issued up to the total amount of share capital.

If the company resolves to issue new shares of different classes through a cash or set-off issue, holders of common and preference shares shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held (primary preferential rights). Shares not subscribed for with primary preferential rights shall be offered to all shareholders (subsidiary preferential rights). If the shares offered are insufficient for subscription under subsidiary preferential rights, they shall be allotted to subscribers in proportion to the number of shares they already own, regardless of class. If this cannot be done exactly, allocation shall be determined by lottery.

If the company issues shares of only one class through a cash issue or set-off issue, holders of shares of that class shall have preferential rights to subscribe in proportion to the number of shares of that class previously held (primary preferential rights). Unsubscribed shares shall then be offered to all shareholders (subsidiary preferential rights). If oversubscribed, the shares shall be distributed in proportion to the number of shares previously held, regardless of class. If necessary, allocation shall be determined by lottery.

In the event of an issue of warrants or convertibles not paid in kind, holders of common and preference shares shall have preferential rights to subscribe for warrants or convertibles as if the issue concerned the shares that may be subscribed for through the warrants or converted into via the convertibles, respectively.

The above shall not restrict the company's ability to resolve on issues with deviation from shareholders' preferential rights.

Share capital increases through bonus issues may only be made by issuing new common shares. Only holders of common shares shall have preferential rights to such new shares. The bonus shares shall be allocated in proportion to the number of common shares previously held. This does not restrict the ability to issue a new class of shares through a bonus issue after necessary amendments to the Articles of Association.

§ 6 Dividends

If the General Meeting resolves on dividend, preference shares shall carry preferential right over common shares to an annual dividend of SEK 2.00 per share ("**Preference Dividend**"). Preference shares shall carry no further rights to dividends.

Dividend relating to preference shares shall be paid quarterly. The record dates shall be the last banking day of January, April, July, and October. "Banking day" refers to a day that is not a Sunday, public holiday, or a day equated with a public holiday (currently Saturday, Midsummer Eve, Christmas Eve, and New Year's Eve).

If no dividend has been paid on a preference share for a record date, or if a dividend of less than SEK 0.50 was paid, the preference shares, provided that the General Meeting resolves on a dividend, shall carry the right to receive an additional amount corresponding to the difference between the amount paid and SEK 0.50 ("**Outstanding Amount**") before any distribution is made to common shareholders or other value transfers under Chapter 17, Section 1 of the Swedish Companies Act (2005:551). The Outstanding Amount shall accrue interest at an annual rate of 10.00 percent, with such accrual commencing from the quarterly date on which the disbursement amounted to less than SEK 0.50.

In the event of a share splits, reverse splits, or similar events, the amounts that preference shares are entitled to under §§ 6–8 shall be recalculated accordingly.

§ 7 Redemption

Reduction of the share capital, but not below the minimum capital, may be carried out through redemption of a certain number or all preference shares by resolution of the General Meeting. When such resolution is adopted, a corresponding amount shall be allocated to the statutory reserve, provided that sufficient funds are available.

The redemption of preference shares shall be made pro rata in relation to the number of preference shares held at the time of the redemption resolution. If pro rata allocation is not even, the Board shall decide how to allocate the remaining shares. However, if all preference shareholders consent, the General Meeting may resolve which preference shares are to be redeemed.

The redemption price per redeemed preference share shall be SEK 35.00, plus any accrued Preference Dividend and any Outstanding Amount. "Accrued Preference Dividend" refers to the accrued dividend for the period beginning (but excluding) the latest record date up to (and including) the date of redemption payment. The number of days shall be calculated based on the actual number of days in relation to 90 days.

Owners of preference shares subject to redemption are obliged to receive payment within three months of receiving written notice of the resolution, or if regulatory approval is required, after receiving notice that such approval has become legally binding.

§ 8 Dissolution of the company

In the event of the company's dissolution, preference shares shall carry preferential rights, over common shares, to receive SEK 30.00 per share from the company's assets, plus any accrued Preference Dividend and any Outstanding Amount, before any distribution is made to holders of common shares. Preference shares carry no other rights to the company's assets upon dissolution.

§ 9 Board of Directors

The company's Board of Directors shall consist of no fewer than 3 and no more than 13 members. No deputy members shall be appointed. Directors shall be elected at the Annual General Meeting for the period until the next Annual General Meeting.

§ 10 Auditor

For auditing the company's annual accounts and the management by the Board and the CEO, one or two auditors, with or without deputy auditors, shall be appointed.

§ 11 Notice of General Meeting

Notice of a General Meeting shall be made by advertisement in the Post- och Inrikes Tidningar and by making the notice available on the company's website. An announcement that the notice has been issued shall be published in Svenska Dagbladet.

§ 12 Right to Participate in General Meeting

To be entitled to participate in the General Meeting, shareholders must be recorded in a printout or other reproduction of the entire share register regarding conditions six banking days before the Meeting and must notify the company no later than the date specified in the notice of the Meeting. This date may not fall on a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year's Eve, and no earlier than five working days before the Meeting.

Shareholders may be accompanied by one or two advisors at the Meeting, provided that the shareholder has notified the company accordingly.

§ 13 Postal Voting

The Board of Directors may decide that shareholders may exercise their voting rights at the General Meeting by postal voting in accordance with Chapter 7, Section 4a of the Swedish Companies Act (2005:551).

§ 14 Matters at the Annual General Meeting

The following matters shall be addressed at the Annual General Meeting:

1. Election of the chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Election of one or more persons to verify the minutes.
4. Determination of whether the Meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated financial statements and the auditor's report on the group.
7. Resolutions:
 - a. On adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet.
 - b. On the allocation of the company's profit or loss as shown in the adopted balance sheet.
 - c. On discharge from liability for the members of the Board and the CEO.
8. Determination of remuneration for the Board and the auditor.
9. Election of the Board of Directors and any deputies, as well as election of auditors and any deputy auditors.
10. Resolution on guidelines for remuneration to senior executives.
11. Resolution on the nomination committee.
12. Any other matter that rests with the Meeting according to the Companies Act or the Articles of Association.

§ 16 Financial Year

The company's financial year shall be the calendar year, January 1 – December 31.

§ 17 Record Date Provision

A shareholder or nominee who, on the record date, is entered in the share register and recorded in a central securities depository register in accordance with Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), or who is recorded in a securities account pursuant to Chapter 4, Section 18, first paragraph, items 6–8 of the said Act, shall be deemed authorized to exercise the rights set out in Chapter 4, Section 39 of the Swedish Companies Act (2005:551).
