

# MAGNOLIA

**MINUTES** kept at the Annual General Meeting of the shareholders of Magnolia Bostad AB, reg. no. 556797-7078, on Tuesday 27 April 2021.

## 1. Opening of the Meeting

The Meeting was opened by the Chair of the Board, Fredrik Holmström.

## 2. Election of Chair of the Meeting

It was resolved, in accordance with the Nomination Committee's proposal, to elect Fredrik Holmström as Chair of the Meeting.

It was noted that Victoria Skoglund, KANTER Advokatbyrå, had been assigned to keep the minutes at the Meeting.

Furthermore, it was noted that the Meeting has been held according to sections 20 and 22 of the Act on temporary exemptions in order to facilitate the conduction of general meetings (Sw. *lag (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*); meaning that the Meeting has been carried out through postal voting with no possibility to attend in person.

The Notice to attend the Meeting is appended as Appendix 1.

The advance voting form used for the postal voting is appended as Appendix 2.

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is appended as Appendix 3, which include the information prescribed in section 26 in the abovementioned Act.

## 3. Preparation and approval of voting list

A list, Appendix 4, was approved as the voting list for the Meeting.

## 4. Approval of the agenda

The agenda in Appendix 1 was approved.

## 5. Election of one or two persons to approve the minutes

The Meeting resolved to appoint Johannes Wingborg and Magnus Molin to approve the minutes of the Meeting together with the Chair.

## 6. Determination of whether the Meeting has been duly convened

It was noted that the Notice to attend the Meeting had been announced in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) on Friday, 26 March 2021 and made available on the company's website from Wednesday, 24 March 2021, and that the issuance of the notice was announced in Dagens Industri on Friday, 26 March 2021.

It was noted that the Meeting had been duly convened.

## 7. Presentation of the annual report, and auditor's report, as well as the group accounts and the auditor's report for the group

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The Chair concluded that the annual report and auditor's report, as well as the group accounts and auditor's report for the group were presented at the Meeting.

## **8. Resolutions on:**

### **a) Adoption of the profit and loss account and the balance sheet, as well as the consolidated profit and loss account and the consolidated balance sheet**

It was resolved to adopt the profit and loss account and balance sheet, as well as the consolidated profit and loss account and consolidated balance sheet for 2020.

### **b) Allocation of the Company's result in accordance with the adopted balance sheet**

In accordance with the Board's proposal, it was resolved that no dividend be paid, and that the remaining sum of the distributable funds, SEK 307,037,010 is to be carried forward.

### **c) Discharge of liability towards the Company for the directors and the CEO for the financial year 2020**

It was resolved to discharge the directors and the CEO and the former CEO from liability for the management of the company in 2020.

It was noted that the directors and the CEO, who own shares in the company, did not participate in this resolution in respect to their own part.

## **9. Resolution on the number of directors and the number of auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that the Board is to consist of seven directors elected by the general meeting with no deputy directors for the period until the end of the next annual general meeting, and that the company shall have one registered accounting firm as auditor, without deputies.

## **10. Resolution on remuneration payable to the directors and auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that the total fees paid up until the next annual general meeting amounts to SEK 2,530,000 (unchanged) including compensation for committee work, with SEK 500,000 (unchanged) to the Chair of the Board and SEK 300,000 (unchanged) to other directors elected by the general meeting. Further, the Chair of the Audit Committee shall be paid SEK 90,000 (unchanged) and each other member of the Audit Committee shall be paid SEK 70,000 (unchanged).

It was resolved, in accordance with the Nomination Committee's proposal, that fees to the auditor shall be paid in accordance with approved invoices.

## **11. Election of directors, Chair of the Board and auditors**

It was resolved, in accordance with the Nomination Committee's proposal, that Fredrik Holmström, Fredrik Tibell, Andreas Rutili, Risto Silander, Jan Roxendal, Viveka Ekberg and Anna-Greta Sjöberg be re-elected as directors of the Board. Further, it was resolved, in accordance with the Nomination Committee's proposal, that Fredrik Holmström be re-elected as Chair of the Board.

It was resolved, in accordance with the Nomination Committee's proposal, that the registered accounting firm Ernst & Young AB be re-elected as auditor for the period until the end of the annual general meeting 2022. It was noted that Ernst & Young AB has informed that the authorised public accountant Fredric Hävrén will be re-appointed as auditor-in-charge.

## **12. Resolution on approval of remuneration report**

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It was resolved, in accordance with the Board's proposal, to approve the Board of Directors' report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act (2005:551), according to Appendix 5.

## **13. Resolution on guidelines for salary and other remuneration**

It was resolved, in accordance with the Board's proposal, on guidelines for salary and other remuneration in accordance with the proposal in the Notice in Appendix 1.

## **14. Resolution on alteration of the articles of association**

It was resolved, in accordance with the Board's proposal, on alteration of the articles of association meaning that the articles of association will state as follows from Appendix 6.

It was noted that the resolution was made with the required majority, i.e. supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

## **15. Resolution on issue authorisation**

It was resolved, in accordance with the Board's proposal, on issue authorisation in accordance with the proposal in the Notice in Appendix 1.

It was noted that the resolution was made with the required majority, i.e. supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

## **16. Closing of the Meeting**

The Chair declared the Meeting closed.

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At the Minutes:

*Victoria Skoglund*

Approved:

*Fredrik Holmström*

*Johannes Wingborg*

*Magnus Molin*