

# Report from Logistea ABs Annual General Meeting on May 5, 2022

**Logistea held today Friday, May 6, 2022 Annual General Meeting with the shareholders, whereby the following main resolutions were passed.**

## **Adoptions of balance sheet and income statements**

The Meeting resolved to adopt the balance sheet and consolidated balance sheet as of December 31, 2021 as well as the income statement and consolidated income statement for the financial year 2021.

## **Disposition of the company's earnings**

The Meeting resolved, in accordance with the Board's proposal, that the unrestricted earnings available to the Annual General Meeting, SEK 612,472,768, shall be carried on a new balance sheet.

## **Discharge from liability**

The Meeting resolved to discharge the members of the Board of Directors, the CEO and the former CEO from liability for the financial year 2021.

## **Determination of the number of members of the Board of Directors**

Stämman beslutade att för tiden intill slutet av nästa årsstämma ska styrelsen bestå av sju ledamöter. Bolaget skall oförändrat ha en revisor utan revisorssuppleant.

## **Fastställande av styrelse- och revisionsarvode**

The Meeting resolved that remuneration to the members of the Board of Directors for the period until the next Annual General Meeting shall be paid and distributed as set out below.

- Chairman of the Board: SEK 325,000
- Each of the board members: SEK 160,000
- Vice Chairman: SEK 80,000
- Chairman of the Audit Committee: an additional SEK 60,000
- Each of the other members of the Audit Committee: an additional SEK 30,000

A board member who carries out committee work in a committee other than the audit committee does not pay any additional remuneration.

The Meeting resolved that remuneration to the auditor shall be paid in accordance with approved invoices.

## **Election of the Board of Directors and auditor or auditors and any deputy auditor**

Fredrik Palm has declined re-election. The Meeting resolved to re-elect the Board members Patrik Tillman, Bengt Kjell, Sanja Batljan, Caroline Thagesson and Johan Mark for the period until the end of the next Annual General Meeting, and resolved on the election of Anneli Lindblom and Stefan Hansson.

Patrik Tillman was elected Chairman of the Board.

The Meeting resolved to elect the registered accounting firm Ernst & Young Aktiebolag as the company's auditor for the period until the end of the next Annual General Meeting. It was noted that Ernst & Young Aktiebolag has announced that Gabriel Novella will be the new auditor in charge.

### **Resolution on instructions to the Nomination Committee**

The Meeting resolved to adopt instructions for the appointment of the Nomination Committee in accordance with the Nomination Committee's proposal, see below. It was decided that the instruction should apply until further notice.

The Nomination Committee shall consist of four (4) members, of which one (1) member shall be the Chairman of the Board. The Chairman of the Board of Directors shall contact the three (3) largest shareholders in the company in their votes as of the last day of share trading in August each year. In the event that one of the three largest shareholders does not wish to appoint a member to the Nomination Committee, the largest shareholder in turn, who has not been asked to appoint a representative to the Nomination Committee, shall be consulted, etc. The Nomination Committee appoints within itself a Chairman, who may not be a member of the Company's Board of Directors.

A member of the Nomination Committee shall, before accepting the assignment, carefully consider whether a conflict of interest or other circumstances exist that make it inappropriate to participate in the Nomination Committee.

The appointed members shall, together with the Chairman of the Board of Directors as convener, constitute the Company's Nomination Committee. The names of the members to be included in the Nomination Committee, as well as the shareholders they represent, shall be published no later than six (6) months before each Annual General Meeting on the Company's website [www.logistea.se](http://www.logistea.se).

The majority of the members of the Nomination Committee shall be independent in relation to the company and the company management. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in the company in terms of votes or group of shareholders who collaborate on the company's management. The CEO or any other person from the company management shall not be a member of the Nomination Committee. Board members may be members of the Nomination Committee but shall not constitute more than one member in addition to the Chairman of the Board. Anyone who is part of the Nomination Committee and is a member of the Board of Directors but not the Chairman of the Board shall be independent of the company's major shareholders.

The Nomination Committee shall carry out the tasks arising from the Swedish Code of Corporate Governance and shall, where applicable, submit proposals for amendments to the instructions for the appointment of the Nomination Committee.

If a member leaves the Nomination Committee before its work is completed and if the Nomination Committee considers that there is a need to replace the member, the Nomination Committee shall appoint a new member in accordance with the principles above. If the ownership of the company changes substantially, if the Nomination Committee so decides, the composition of the members of the Nomination Committee shall be changed to reflect the changed ownership structure. However, if such a change of ownership takes place later than two months before the Annual General Meeting, no change in the composition of the Nomination Committee shall take place. Changes in the composition of the Nomination Committee shall be made public immediately.

The term of office of the Nomination Committee shall run until a new Nomination Committee has been appointed.

No remuneration shall be paid to the members of the Nomination Committee. However, at the request of the Nomination Committee, the Company shall provide human resources to facilitate the work of the Nomination Committee, such as secretaries. If necessary, the company shall also be responsible for other reasonable costs that are necessary for the work of the Nomination Committee.

#### **Remuneration report**

The Meeting resolved, in accordance with the Board's proposal, to approve the Board's remuneration report in accordance with Chapter 8. Section 53 a of the Swedish Companies Act for the financial year 2021.

#### **Remuneration to senior executives**

The Meeting resolved on guidelines for remuneration to senior executives in accordance with the Board's proposal, see the notice, to apply for the maximum period until the end of the Annual General Meeting 2026

#### **Resolution on authorization for the Board of Directors to resolve on a new issue of shares**

The Meeting resolved to authorize the Board of Directors, with or without deviation from the shareholders' preferential rights, on one or more occasions during the period until the next Annual General Meeting, to resolve on an increase of the Company's share capital through a new issue of Common A shares, Common B shares, Common D shares and/or Preference Shares in accordance with the Board's proposal;

The Board of Directors proposes that the Board of Directors be authorized, within the framework of the current Articles of Association, on one or more occasions during the period until the next Annual General Meeting to resolve on a new issue of Common A shares, Common B shares, Common D shares and/or Preference Shares with or without deviation from the shareholders' preferential rights. The number of shares that may be issued pursuant to the authorization may correspond to an increase of not more than one hundred (100) percent of the total number of shares issued in the company at the time of the Annual General Meeting. The shares may be subscribed for in cash, in kind, with a right of set-off or on terms and conditions in accordance with Chapter 2. Section 5 of the Companies Act.

The purpose of the authorization is to increase the company's financial flexibility and the Board's room for maneuver. If the Board of Directors decides on an issue with deviation from the shareholders' preferential rights, the reason shall be to enable external capital raising for financing the company's operations, acquiring real estate or property-owning companies and/or acquiring other companies or businesses.

A new share issue resolved on the basis of the authorization made with deviation from the shareholders' preferential rights shall be made at a market subscription price. In the case of new issues of Preference Shares and/or Common D shares that are made with deviation from the shareholders' preferential rights and that are subscribed for in cash, a market issue discount may be given. In the case of rights issues, a market issue discount shall be given.

It was noted that the resolution was supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Resolution on amendment of the Articles of Association**

The Meeting resolved to amend the Company's Articles of Association in accordance with the Board's proposal, see notice.

It was noted that the resolution was supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **For further information, please contact**

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Maria Kruse, Head of Sustainability & Investor Relations  
[maria.kruse@logistea.se](mailto:maria.kruse@logistea.se)

Philip Löfgren, CFO  
[philip.lofgren@logistea.se](mailto:philip.lofgren@logistea.se)

#### **About Logistea AB (publ)**

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Logistea is a Swedish real estate company focusing on warehousing, logistic and light industrial properties. The company's shares are listed on Nasdaq Stockholm with the short names LOGI A and LOGI B. For more information: [www.logistea.se](http://www.logistea.se)

#### **Attachments**

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