

Minutes kept at the Extraordinary General Meeting of Logistea AB, reg. no 556627-6241, on Thursday 25 January 2024 at 10.00-10.10 in Stockholm.

**1 OPENING OF THE MEETING (AGENDA ITEM 1)**

The chairman of Logistea's board of directors, Patrik Tillman, welcomed the shareholders and others and present and declared the Extraordinary General Meeting opened.

**2 ELECTION OF CHAIRMAN OF THE MEETING (AGENDA ITEM 2)**

The general meeting elected Patrik Tillman as chairman of the meeting. The chairman informed the meeting that Michela Westin, General Counsel of Logistea, had been asked to keep today's minutes.

It was noted that the board of directors had resolved that the shareholders may also exercise their voting rights at the Extraordinary General Meeting by postal voting in advance, in accordance with the provisions of Logistea's articles of association.

**3 PREPARATION AND APPROVAL OF THE VOTING LIST (AGENDA ITEM 3)**

The general meeting resolved that the list which had been drawn up regarding shareholders who had given notice to attend and were present at the Extraordinary General Meeting including shareholders who had cast postal votes, would be used as voting list for the meeting, [Appendix 1](#).

It was noted that 107 508 318 shares and 18 644 871,3 votes were represented at the meeting, representing 49,33 percent of the total number of shares and 50,16 percent of the total number of votes in Logistea and that in total 12 shareholders were represented at the general meeting, either by attending in person (including by proxy) or by postal voting.

**4 APPROVAL OF THE AGENDA (AGENDA ITEM 4)**

The general meeting approved the agenda proposed by the board of directors, which had been included in the notice to the meeting, [Appendix 2](#).

**5 ELECTION OF ONE OR TWO PERSONS TO VERIFY THE MINUTES (AGENDA ITEM 5)**

The general meeting elected Jenny Wärme, representing Slättö, to verify the minutes in addition to the chairman.

**6 DETERMINATION OF WHETHER THE MEETING HAS BEEN DULY CONVENED (AGENDA ITEM 6)**

It was noted that notice to the meeting had been made in accordance with the provisions in the Swedish Companies Act and the articles of association.

The general meeting resolved to approve the notice procedures and declared the meeting duly convened.

**7 APPROVAL OF AGREEMENT REGARDING ACQUISITION OF TWO PROPERTIES FROM ILIJA BATLJAN INVEST KRISTIANSTAD AB (SIGNIFICANT RELATED PARTY TRANSACTION) (AGENDA ITEM 7)**

The general meeting resolved, in accordance with the board of directors' proposal, to approve the agreement between Logistea (through Logistea Fastigheter 11 AB) and Ilija Batljan Invest Kristianstad AB regarding the acquisition of the properties Nybro Skiffern 2 and Karlstad Busterud 1:161, which constitutes a significant related party transaction as Sanja Batljan, member of Logistea's board of directors, is a related party to Ilija Batljan, who is a member of the board of directors and indirect owner of Ilija Batljan Invest Kristianstad AB.

**8 CLOSING OF THE MEETING (AGENDA ITEM 8)**

The chairman declared the Extraordinary General Meeting closed.

At the minutes:

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Michela Westin

Approved:

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Patrik Tillman

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Jenny Wärmé



# Notice to Extraordinary General Meeting of Logistea AB

The shareholders in Logistea AB, reg. no 556627-6241, are hereby given notice to the Extraordinary General Meeting that will be held on Thursday 25 January 2024 at 10.00 a.m. CET at Advokatfirman Cederquist's office, Hovslagargatan 3, Stockholm. Registration begins at 9.45 a.m. CET.

The board of directors has resolved that shareholders may also exercise their voting right at the Extraordinary General Meeting by postal voting pursuant to the provisions in the articles of association of Logistea.

## **Right to attend and notice etc.**

Shareholders wishing to attend the Extraordinary General Meeting

*shall* be entered as a shareholder in the share register kept by Euroclear Sweden AB concerning the circumstances on Wednesday 17 January 2024, and

*shall* give notice of their attendance to the company no later than Friday 19 January 2024.

Notice may be given by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se), by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Logistea AB, EGM 2024"), or by phone +46 (0)8 522 065 34 on weekdays between 9.00 a.m. and 4.00 p.m. CET. When giving notice, please state your name or company name, address, telephone number, personal identification number or company registration number, and any assistants at the Extraordinary General Meeting, if applicable.

Shareholders who wish to use the possibility of postal voting shall do that in accordance with the instructions under the heading "*Participation through postal voting*" below. Such postal voting does not require any further notice of attendance, provided that you as a shareholder do not wish to participate in person at the general meeting.

## **Nominee-registered shares**

To be entitled to attend the meeting, shareholders whose shares are nominee-registered must, in addition to giving notice to the meeting, register such shares in their own names so that the shareholder is recorded in the preparation of the share register concerning the circumstances on Wednesday 17 January 2024. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting right registrations effected no later than the second banking day after 17 January 2024 will be considered in the preparation of the share register.

**Proxy etc.**

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a written and dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of a certificate of incorporation, or if such document does not exist, a corresponding document shall be enclosed. In order to facilitate the registration at the meeting, the power of attorney and certificate of incorporation and other documents of authority should be provided to and received by the company at the address stated above no later than 19 January 2024. A proxy form is available on the company's website, [www.logistea.se](http://www.logistea.se).

**Participation through postal voting**

A designated form shall be used for postal voting. The form is available on Logistea's website, [www.logistea.se](http://www.logistea.se).

A completed and signed postal voting form must be received by Logistea no later than on Friday 19 January 2024. The completed and signed form shall be sent by post to Advokatfirman Cederquist, P.O. Box 1670, SE-111 96 Stockholm, Sweden, Att: Ursula Sörqvist (mark the envelope with "Logistea AB, EGM 2024"), or by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se).

The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the postal vote in its entirety) is invalid. Further instructions and conditions are included in the postal voting form.

If a shareholder casts a postal vote through proxy, a written and dated power of attorney signed by the shareholder shall be enclosed with the postal voting form. The proxy form is available at Logistea's website, [www.logistea.se](http://www.logistea.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorisation document shall be enclosed with the form.

Please note that a shareholder who wishes to attend the meeting in person or by proxy must give notice of participation in accordance with the instructions under heading "*Right to attend and notice etc.*" above. This means that a notice by postal voting is insufficient for those who wish to attend the meeting in person.

**Proposed agenda**

1. Opening of the meeting.
2. Election of chairman of 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. Approval of agreement regarding acquisition of two properties from Ilija Batljan Invest Kristianstad AB (significant related party transaction).
8. Closing of the meeting.

## **Proposed resolutions**

### ***Approval of agreement regarding acquisition of two properties from Ilija Batljan Invest Kristianstad AB (significant related party transaction), item 7***

The board of directors proposes that the Extraordinary General Meeting approves the agreement (the “**Agreement**”) between Logistea (through Logistea Fastigheter 11 AB) and Ilija Batljan Invest Kristianstad AB (“**IB Invest**”) regarding the acquisition of the properties Nybro Skiffern 2 and Karlstad Busterud 1:161 (the “**Properties**”).

According to Chapter 16 a of the Swedish Companies Act, significant related party transactions must, with some exceptions, be submitted to the general meeting for approval. Considering the fact that Sanja Batljan, member of Logistea’s board of directors, is a related party to Ilija Batljan, who is a member of the board of directors and indirect owner of IB Invest, the acquisition under the Agreement constitutes a significant related party transaction which requires approval from the Extraordinary General Meeting.

#### *Background*

On 22 December 2023, Logistea and IB Invest entered into the Agreement through which IB Invest transfers all shares in IB Logistik Nybro AB, the owner of the real property Nybro Skiffern 2, and all shares in Rustebud 1:161 Fastighets AB, the owner of the leasehold Karlstad Busterud 1:161, to Logistea.

#### *Information regarding the Properties and the transaction*

Nybro Skiffern 2 was constructed in October 2019 and has a total lettable area of approximately 20,000 square meters and an occupancy rate of 100 per cent. Royal Design, with a turnover of approximately SEK 1,100 million during 2022, leases all areas within the property through a triple-net lease agreement with maturity at 31 August 2034. The annual rent from the property is estimated to amount to approximately SEK 10.2 million (excluding rent supplements and property tax) in 2024.

Karlstad Busterud 1:161 was constructed in February 2020 and has a total lettable area of approximately 4,200 square meters and an occupancy rate of 100 per cent. GDL AB, with a turnover of approximately SEK 2,000 million during 2022, leases all areas within the property through a triple-net lease agreement with maturity at 31 January 2030. The annual rent from the property is estimated to amount to approximately SEK 4 million (excluding rent supplements and property tax) in 2024.

The agreed combined property value amounts to SEK 188.8 million (Nybro Skiffern 2 is valued at SEK 135 million with an initial yield of approximately 7.2 per cent and Karlstad Busterud 1:161 is valued at SEK 53.8 million with an initial yield of approximately 6.9 per cent), with an average yield of 7.1 per cent. During Q3 2023, the Properties were appraised to SEK 220 million combined by an external appraiser. The acquisition of the Properties will be financed through bank loans and own funds as well as a vendor note of SEK 20 million.

Closing of the transaction will, according to the Agreement, take place on 31 January 2024. Completion of the acquisition is conditional upon the approval of the Agreement by the Extraordinary General Meeting.

#### *The board of directors’ assessment of the Agreement*

The assessment of the board of directors of Logistea is that the terms of the Agreement are in line with market conditions and are reasonable from a financial point of view for Logistea. This assessment is also supported by external appraisals of the Properties, which were performed on behalf of IB Invest.

Logistea's vision is to be the natural long-term partner of companies that demand sustainable and modern premises for warehouses, logistics and light industry and the board of directors' assessment is that the acquisition of the Properties is well in line with that vision.

#### *Miscellaneous*

Sanja Batljan has not participated in the handling of the proposal or in the board of director's decision regarding the proposal.

The decision is valid only where supported by shareholders representing more than half of the votes cast at the meeting, however shares and votes held, directly or indirectly, by IB Invest or by any company within the same group as IB Invest, will not be considered in the decision by the general meeting regarding the Agreement.

#### **Number of shares and votes**

As of the date of this notice, the total number of shares in the company is 210,878,938, of which 16,536,052 are ordinary shares of class A with one vote per share and 194,342,886 are ordinary shares of class B with one-tenth of a vote per share. The total number of votes amounts to 35,970,340.6.<sup>1</sup> At the time of issuing this notice, the company held no shares in treasury.

#### **Right to information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, at the general meeting provide information regarding circumstances that may affect the assessment of an item on the agenda.

#### **Personal data processing**

For information on how personal data is processed, please see

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

**Stockholm in December 2023**

**Logistea AB (publ)**

**The board of directors**

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<sup>1</sup> On 20 December 2023, the company issued 551,809 new ordinary shares of class A and 6,485,228 new ordinary shares of class B, which, as of the day of the notice, has not yet been registered by the Swedish Companies Registration Office.