

Minutes kept at the Extraordinary General Meeting of Logistea AB, reg. no 556627-6241, on Wednesday 29 May 2024 at 11.00-11.15 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 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 32 069 924 shares and 3 276 143 votes were represented at the meeting, representing 13,54 per cent of the total number of shares and 8,39 per of the total number of votes in Logistea and that in total five 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 Niklas Zuckerman 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 ALL THE SHARES IN EVOLV ÅMÅL 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 and Evolv Åmål Holding AB regarding the acquisition of all the shares in Evolv Åmål AB, owner of the property Åmål Åmål 6:78, which constitutes a significant related party transaction as Erik Dansbo, member of Logistea's board of directors, is investment manager and partner at Slättö, which is part of the same group as Evolv Åmål Holding AB and Evolv Åmål AB.

**8 APPROVAL OF AGREEMENT REGARDING ACQUISITION OF ALL THE SHARES HS VATTNET AB (SIGNIFICANT RELATED PARTY TRANSACTION) (AGENDA ITEM 8)**

The general meeting resolved, in accordance with the board of directors' proposal, to approve the agreement between Logistea and HS Vattnet 1 AB regarding the acquisition of all the shares in HS Vattnet AB, owner of the property Borås Vattnet 1, which constitutes a significant related party transaction as Stefan Hansson, member of Logistea's board of directors, also is a member of the board of directors and indirectly owner of HS Vattnet 1 AB.

**9 CLOSING OF THE MEETING (AGENDA ITEM 9)**

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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Niklas Zuckerman



# 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 Wednesday 29 May 2024 at 11.00 CEST, at the company's office, Ingmar Bergmans gata 4, Stockholm. Registration begins at 10.30 CEST.

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 Tuesday 21 May 2024, and

*shall* give notice of their attendance to the company no later than Thursday 23 May 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 May 2024"), or by phone +46 (0)8 522 065 34 on weekdays between 09.00 and 16.00 CEST. 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 Tuesday 21 May 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 21 May 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 authorisation 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 23 May 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 postal voting 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 Thursday 23 May 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 May 2024"), or by e-mail to [ursula.sorqvist@cederquist.se](mailto:ursula.sorqvist@cederquist.se).

A 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 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. A 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 wishing 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 only 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. Resolution to approve agreement regarding acquisition of all shares in Evolv Åmål AB (significant related party transaction).
8. Resolution to approve agreement regarding acquisition of all shares in Aktiebolaget Grundstenen 174225 (u.n.c.t. HS Vattnet AB) (significant related party transaction).
9. Closing of the meeting.

## **Proposed resolutions**

### ***Item 7 – Resolution to approve agreement regarding acquisition of all shares in Evolv Åmål AB (significant related party transaction)***

The board of directors proposes that the Extraordinary General Meeting approves the agreement (the “**Agreement**”) between Logistea and Evolv Åmål Holding AB (the “**Seller**”) regarding the acquisition of all shares in Evolv Åmål AB (“**Evolv Åmål**”).

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 Erik Dansbo, member of Logistea’s board of directors, is investment manager and partner at Slättö, which is part of the same group as the Seller and Evolv Åmål, respectively, the acquisition under the Agreement constitutes a significant related party transaction which requires approval from the Extraordinary General Meeting.

#### *Background*

On 3 May 2024, Logistea and the Seller entered into the Agreement through which the Seller transfers all shares in Evolv Åmål, the owner of the property Åmål Åmål 6:78 (the “**Property**”), to Logistea.

#### *Information regarding the Property and the transaction*

The Property was constructed in 2022 and has a lettable area of approximately 8,540 square meters and an occupancy rate of 100 per cent. Dana TM4 (Sweden) AB leases all areas within the Property and holds a triple net agreement with maturity on 31 December 2037. The rent from the Property is estimated to amount to approximately SEK 15.3 million (excl. rent supplements) in 2024.

The agreed property value amounts to SEK 185 million, with an initial yield of 8.0 per cent. The Property has been valued to a total of SEK 195 million by an external valuer in 2024. Approximately SEK 79 million of the purchase price is paid through an issue of 5,657,666 ordinary shares of class B in Logistea at a subscription price of SEK 14.00 per share, issued in accordance with the board’s resolution under the authorisation granted by the Annual General Meeting of Logistea. The issue of 5,657,666 ordinary shares of class B corresponds to a dilution effect of approximately 2.4 per cent calculated on the number of shares in the company as of the date of the notice of the meeting.

Completion of the acquisition is conditional upon the Extraordinary General Meeting’s approval of the Agreement. Access to the Property shall, according to the Agreement, take place within five banking days from the approval by the Extraordinary General Meeting.

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

The board of directors of Logistea assesses 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 valuation reports on the value of the Property, performed by CBRE. 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 Property is well in line with that vision and supports the implementation of Logistea’s growth strategy.

#### *Miscellaneous*

Erik Dansbo has not participated in the handling of the proposal or in the board of director’s decision regarding the proposal.

The resolution is valid only were supported by shareholders representing more than half of the votes cast at the meeting, however that the shares and votes held, directly or indirectly, by Slättö or by any company within the same group as Slättö, will not be considered in the decision by the general meeting regarding the Agreement. As of 31 March 2024, Slättö controlled 17.8 per cent of the number of shares and 20.8 per cent of the number of votes in Logistea.

***Item 8 – Resolution to approve agreement regarding acquisition of all shares in Aktiebolaget Grundstenen 174225 (u.n.c.t. HS Vattnet AB) (significant related party transaction)***

The board of directors proposes that the Extraordinary General Meeting approves the agreement (the “**Agreement**”) between Logistea and HS Vattnet 1 AB (the “**Seller**”) regarding the acquisition of all shares in Aktiebolaget Grundstenen 174225 (u.n.c.t. HS Vattnet AB) (“**HS Vattnet AB**”).

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 Stefan Hansson, member of Logistea’s board of directors, is also a board member of HS Vattnet 1 AB, the acquisition under the Agreement constitutes a significant related party transaction which requires approval from the Extraordinary General Meeting.

*Background*

On 3 May 2024, Logistea and the Seller entered into the Agreement through which the Seller transfers all shares in HS Vattnet AB, the owner of the property Borås Vattnet 1 (the “**Property**”), to Logistea.

*Information regarding the Property and the transaction*

The Property is under construction and is expected to be completed during the fourth quarter 2024. The Property will have a total lettable area of approximately 2,175 square meters and an occupancy rate of 100 per cent. Samhall AB will be the sole leaseholder of the Property and has a lease agreement with maturity on 31 December 2030. In 2025, the revenue from the Property is estimated to amount to approximately SEK 4.0 million (excl. rent supplements and property tax).

The agreed property value amounts to SEK 52 million, of which SEK 5 million relates to investments in batteries, solar cells and charging infrastructure, with an average yield of 7.5 per cent. During 2024, the Property were appraised to SEK 57 million by an external appraiser. Approximately SEK 17 million of the purchase price is paid through an issue of approximately 1,150,000 newly issued ordinary shares of class B in Logistea, issued in accordance with the board’s resolution under the authorisation granted by the Annual General Meeting of Logistea. The issue of 1,150,000 ordinary shares of class B corresponds to a dilution effect of approximately 0.5 per cent calculated on the number of shares in the company as of the date of the notice of the meeting.

Access to the Property shall, according to the Agreement, take place after completion, which is expected to take place during the fourth quarter 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 board of directors of Logistea assesses 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 Property, which were performed on behalf of Savills. 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 Property is well in line with that vision and supports the implementation of Logistea's growth strategy.

#### *Miscellaneous*

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

The resolution is valid only were supported by shareholders representing more than half of the votes cast at the meeting, however that the shares and votes held, directly or indirectly, by Stefan Hansson or shares held by any company within the same group as one of Stefan Hansson's related companies, will not be considered in the resolution by the general meeting regarding the Agreement. As of 31 March 2024, Stefan Hansson and related parties controlled 4.1 per cent of the number of shares and 4.6 per cent of the number of votes in Logistea.

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

As of the date of this notice, the total number of shares in the company is 236,855,975, of which 17,087,861 are ordinary shares of class A with one vote per share and 219,768,114 are ordinary shares of class B with one-tenth of a vote per share. The total number of votes amounts to 39,064,672.40. 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 May 2024**

**Logistea AB (publ)**

**The board of directors**