

## **Rules of procedure for the Board of Diös Fastigheter AB**

In accordance with chapter 8, paragraph 5 of the Swedish Companies Act, the Board of directors of Diös Fastigheter AB, company registration number 556501-1771, has agreed that these rules of procedure will remain in effect until further notice. In addition to the provisions of the Swedish Companies Act and the company's Articles of Association, these Rules of procedure are therefore applicable for this period.

### **1. The decision-making rights of the Board**

- 1.1. The Board has a quorum if more than half of its members are present at the Board meeting. Decisions may not be taken, however, in any given matter unless, where possible, all members of the Board have had the opportunity to participate in the matter at the meeting and have received satisfactory information in order to reach a decision in the matter.  
  
For real estate acquisitions or divestments, directly or via companies, that have a real estate value of more than SEK 100,000,000, it is required that there be no dissenting opinions amongst board members. The Board has a quorum, however, if a member abstains from voting.
- 1.2. Under extraordinary circumstances, when the chairperson deems that a decision cannot await a Board meeting, the Board has the right to make a decision in writing, or by other means, for example via digital meetings, telephone conference or through the chairperson's contacting each individual member of the Board. Also, in these cases however, decisions may not be taken in such matters, unless, where possible, all members of the Board have had the opportunity to participate in the handling of the matter and have received satisfactory information in order to reach a decision in the matter.

### **2. The Chair of the Board**

- 2.1. The chairperson leads the Board meetings.
- 2.2. All company-related matters are to be referred to the chairperson, who thereafter will ensure that the matter is investigated and, at a later Board meeting, is presented for a decision or for information.
- 2.3. The chairperson must not carry out company tasks that are not a natural part of the duties as chairperson, with the exception of specific tasks that the chairperson is requested to carry out by, and on behalf of, the Board. Decisions to carry out such tasks must be specifically recorded in the minutes of the Board meetings.

### **3. Board meetings**

- 3.1. In addition to the meeting following election, the Board will meet at least six times during the business year. In February, the Board members are to decide upon the annual accounts, the first quarter interim report is to be decided upon no later than in May, a strategy meeting as well as the second quarter interim report is to be decided upon no later than in August/September, and in no later than November, the third quarter interim report and budget are to be decided upon.
- The company management is responsible for ensuring that the first and second quarter interim reports are published at the same time as the Board is informed.
- 3.2. The chairperson is to ensure that meetings are held in accordance with the above, and otherwise as needed or if and when the board members request meetings.
- 3.3. Board meetings are to be held in an appropriate location and the chair of the Board and the CEO are responsible for ensuring the invitation is sent out in good time.

### **4. Invitation**

- 4.1. The chair of the Board is to ensure that every member of the Board receives the meeting invitation and an agenda no later than one week before the meeting. Under extenuating circumstances, it is sufficient for members to receive the invitation at a later time. Relevant written materials that relate to specific agenda points are to be sent to members of the Board together with the invitation. It should be particularly clear in the invitation which matters are decision-making matters. If this is not possible, the Board should be provided such materials no later than two days before the meeting.

### **5. Other persons attendance at Board meetings**

- 5.1. The Chief Executive Officer is to attend the Board meetings, as well as draft and present matters to the Board that fall outside the scope of normal management, unless otherwise decided by the Board.
- 5.2. The company's auditor is to be invited to participate in the board meeting during which the annual report is to be dealt with, to provide a report on the company's annual report and the company accounts, amongst other things. Additionally, the auditor is always to participate during decisions and discussions related to the third quarter interim report.

- 5.3. Other persons, such as presenters of specific matters, may attend and express their opinion at the Board meeting if the Board decides this to be appropriate.

## **6. Agenda**

- 6.1. The agenda of every board meeting should normally include at least the following points:
- Review of the minutes of the last Board meeting.
  - Information from the Chief Executive Officer such as business reports, etc.
  - Matters for decision
  - Matters for information
  - A report from the Chief Executive Officer including the implementation of decisions that the Board has previously made as well as important decisions that the Chief Executive Officer has made.
  - Any other business

## **7. Minutes**

- 7.1. The chairperson is responsible for ensuring that minutes of the board meetings are taken. A member of the Board has the right to have a dissenting opinion added to the minutes.
- 7.2. The minutes of the Board meeting are to be signed by the recording clerk, the chairperson and the adjuster.
- 7.3. An action list is to be appended to the minutes of the Board meeting.

## **8. Confidentiality obligation**

- 8.1. Members of the Board must not divulge to others any knowledge that they may have gained during the fulfilment of their duties as members of the Board, unless otherwise stated by the Board for specific cases. The confidentiality obligation covers both verbal and written information and remains in force even after the board mandate had ended.
- 8.2. Members of the Board are to keep secure all confidential materials that they are provided for the purposes of their Board mandate, such that the materials are not accessible to other parties.

- 8.3. Once the Board mandate has ended, members of the board are to return to the chair of the Board all confidential materials that they have received as members of the Board, and that they still have in their possession.
- 8.4. Members of the Board may only speak to the media, or otherwise give an opinion in public about the company, with the express permission of the chairperson.

## **9. Chief Executive Officer**

The company's Chief Executive Officer is responsible for the day-to-day management of the company in accordance with guidelines and instructions communicated by the Board. The Board has agreed instructions, amongst other things, for the Chief Executive Officer.

## **10. Accounting materials**

The Board is to ensure that the annual report, the management report, the auditor's report and the interim reports are created in time and are reported to the Board such that the members of the Board have the opportunity to fulfil their obligations to govern and control.

## **11. Board member expenses related to their Board mandate**

Board members' travel expenses and other such expenses incurred in the course of their Board mandate are to be reimbursed by the company once claims are received by the Chief Executive Officer. Members of the Board are to verify their expenses by providing receipts.

Agreed at the Board meeting held in Östersund on 16 June 2020.