

GENOVA

NOTICE OF ANNUAL GENERAL MEETING

The shareholders of Genova Property Group AB (publ), reg.no 556864-8116, are hereby given notice of Annual General Meeting to be held on Wednesday, 4 May 2022 at 10.00 a.m. (CET) at Gernandt & Danielsson Advokatbyrå, Hamngatan 2, Stockholm, Sweden.

The Board has decided, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and Article 11.7 of the company's Articles of Association, that shareholders may exercise their voting rights at the Annual General Meeting by post. Shareholders may therefore choose to exercise their voting rights in person at the Annual General Meeting, through proxy or through postal voting.

EXERCISE OF VOTING RIGHTS AT THE ANNUAL GENERAL MEETING

Shareholders who wish to exercise their voting rights at the Annual General Meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB on Tuesday 26 April 2022, and
- notify the company of their intention to attend the Annual General Meeting no later than Thursday 28 April 2022, according to the instructions under the heading "Notification of attendance in person or by proxy" below, or by submitting their postal vote according to the instructions under the heading "Instructions for postal voting" below, no later than Thursday 28 April 2022.

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of their attendance, request that the shares are registered in Euroclear Sweden AB's share register in order to participate in the Annual General Meeting (voting rights registration) so that the shareholder is registered in Euroclear Sweden AB's share register on Thursday, 28 April 2022. Please note that this procedure also applies with respect to shares held on a bank's shareholder deposit account and certain investment saving accounts. Registration referred to above may be temporary.

NOTIFICATION OF ATTENDANCE IN PERSON OR BY PROXY

Notification of attendance is given in writing to Computershare AB, "Genova's AGM", Box 5267, 102 46 Stockholm. Complete form must be received by Computershare AB no later than Thursday 28 April 2022. Notification can also be given by e-mail at proxy@computershare.se. Shareholders who are natural persons can also give notification electronically at the company's webpage, www.genova.se or by phone, +46(0)771-24 64 00. The notification shall state name, personal-ID/registration number and number of shares held.

Shareholders not attending the Annual General Meeting in person, may exercise their rights at the Annual General Meeting through proxy in possession of a written, signed and dated power of attorney. Power of attorney forms are available on the company's website, www.genova.se. The power of attorney form can also be obtained at the company. A power of attorney issued by a legal entity must be accompanied by a copy of a certificate of registration or corresponding document of authority for the legal entity. To facilitate the registration at the Annual General Meeting, power of attorneys, certificates of registration and other authorisation documents should be submitted to the company at Computershare AB, "Genova's AGM", Box 5267, 102 46 Stockholm well in advance of the Annual General Meeting and preferably by Thursday 28 April 2022 at the latest.

INSTRUCTIONS FOR POSTAL VOTING

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form

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and follow the instructions available on the company's website, www.genova.se and at the company's office, Smålandsgatan 12, 111 46, Stockholm. Completed and signed postal voting form is sent by post to Computershare AB, "Genova's AGM", Box 5267, 102 46 Stockholm. The completed form must be received by Computershare AB no later than Thursday 28 April 2022. Completed and signed postal voting form can also be sent electronically to proxy@computershare.se. Shareholders may also cast their postal votes electronically through verification with BankID via the company's website, www.genova.se. If a shareholder casts a postal vote by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. Power of attorney forms are sent upon request and are also available on the company's website, www.genova.se. If the shareholder is a legal entity, a registration certificate or other authorization document must be enclosed with the postal voting form.

The shareholder may not include special instructions or conditions in the postal vote. In such case, the postal vote will be considered invalid. Further instructions and conditions can be found in the postal voting form.

Those who wish to withdraw a postal vote and instead exercise their voting rights at the Annual General Meeting in person or through proxy must notify the Annual General Meeting's secretariat before the Annual General Meeting is opened.

REPRESENTATIVES

Shareholders may be accompanied by one or two representatives at the Annual General Meeting, provided that the shareholder has notified the company in connection with the notification to the Annual General Meeting in the manner stated above.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the Annual General Meeting, refer to Euroclear Sweden AB's and Computershare AB's respectively privacy policies available on their respective webpages, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf> respectively www.computershare.com/se/gm-gdpr#English.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting register
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report
8. Resolution on
 - a. Adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year 2021
 - b. Disposition of the company's profit or loss according to the adopted balance sheet
 - c. Discharge from liability for the Board members and Chief Executive Officer for the financial year 2021
9. Determination of Board remuneration and auditor fees
10. Election of Board members, Chairman of the Board and auditor
11. Resolution on approval of the remuneration report
12. Resolution on authorization for the Board to resolve on new issues of ordinary shares, warrants and convertibles
13. Closing of the meeting

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PROPOSED RESOLUTIONS

Proposal in respect of election of the Chairman of the meeting (item 2)

The Nomination Committee proposes that the Chairman of the Board Mikael Borg is elected Chairman of the Annual General Meeting 2022.

Proposal in respect of election of one or two persons to verify the minutes (item 3)

The Board proposes Johannes Wingborg, representing Länsförsäkringar Fondförvaltning AB (publ), as the person to verify the minutes of the Annual General Meeting together with the Chairman of the Annual General Meeting, or in the event of his absence, the person appointed by the Board.

Preparation and approval of the voting register (item 4)

The Board proposes that the register of shares represented at the Annual General Meeting and postal votes received by the company is approved as voting register for the Annual General Meeting.

Proposal in respect of disposition of the company's profit or loss (item 8.b)

The Board proposes that no dividend is made for the financial year 2021 and that the company's funds at disposal of approximately 386 MSEK, including the year's loss of approximately 43 MSEK is carried forward.

Proposal in respect of determination of Board remuneration and auditor fees (item 9)

The Nomination Committee proposes that the total remuneration paid to the Board members shall be SEK 2,000,000, with SEK 550,000 to the Chairman of the Board and SEK 290,000 to each of the Board members elected at the Annual General Meeting. The Nomination Committee proposes that additional remuneration shall be paid to the Board members appointed by the Board to the Board's Audit Committee, with SEK 85,000 for the Chairman of the Audit Committee and SEK 60,000 for each of the other members. The Nomination Committee proposes that additional remuneration shall be paid to the Board members appointed by the Board to the Board's Remuneration Committee, with SEK 50,000 for the Chairman of the Remuneration Committee and SEK 40,000 for each of the other members.

The Nomination Committee proposes that the auditor's fees shall be paid as per approved invoice.

Proposal in respect of election of Board members, Chairman of the Board and auditor (item 10)

The Nomination Committee proposes that the number of Board members, elected by the Annual General Meeting, shall be six.

The Nomination Committee proposes re-election of Mikael Borg as Chairman of the Board. The Nomination Committee proposes re-election of Mikael Borg (Board member since 2019), Micael Bile (Board member since 2014), Andreas Eneskjöld (Board member since 2014), Erika Olsén (Board member since 2017), Maria Rankka (Board member since 2019) and Anette Asklin (Board member since 2021) as Board members until the close of the next Annual General Meeting.

Information about the proposed Board members is available on Genova's website <https://genova.se/investerare/bolagsstyrning/>.

The Nomination Committee proposes that Genova shall have one auditor without deputy auditor. The Nomination Committee proposes re-election of Ernst & Young AB until the close of the next Annual General Meeting. Ernst & Young AB has declared that Henrik Nilsson intends to continue as auditor in charge.

The Nomination Committee proposes no changes of the principles of the Nomination Committee's

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composition or of the instructions to the Nomination Committee and, accordingly, proposes that the instructions to the Nomination Committee shall be the same as for the preceding year.

The instructions to the Nomination Committee adopted by the Annual General Meeting 2020 is available on the company's website, www.genova.se.

Resolution on approval of the remuneration report (item 11)

The Board's remuneration report for 2021 (the "**Remuneration Report**") provides an outline of how the remuneration guidelines for senior executives adopted by the Annual General Meeting on 7 May 2021 have been applied in 2021. The Remuneration Report also provides details on the remuneration of the company's Chief Executive Officer. The Remuneration Report has been prepared in compliance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551) and the rules on remuneration issued by the Swedish Corporate Governance Board. No derogations from the procedure for implementation of the remuneration guidelines for senior executives and no derogations from the application of the remuneration guidelines for senior executives were made in 2021. The Remuneration Report is available on the company's website: www.genova.se.

The Board proposes that the Annual General Meeting approves the Remuneration Report.

Proposal in respect of resolution on authorization for the Board to resolve on new issue of ordinary shares, warrants and convertibles (item 12)

The Board proposes that the Annual General Meeting resolves to authorize the Board to, up until the next Annual General Meeting, on one or several occasions, and with or without preferential rights for the shareholders, resolve on new issue of ordinary shares or warrants or convertibles attributable to such shares. The new issue of shares, warrants or convertibles in accordance with the authorization is to be paid in cash, in kind or by way set-off. The Board's authorization shall be limited in that the total number of ordinary shares, the number of ordinary shares to which convertibles may be converted into and the number of ordinary shares that may be subscribed for by way of exercise of warrants issued under the authorization is limited to a maximum of ten (10) percent of the total number of ordinary shares in the company at the time of the first new issue resolution (where, for the avoidance of doubt, ordinary shares issued based on this authorization shall not be included in the calculation of the number of ordinary shares in the company at the time of the resolution of new share issue).

The reason for the authorization and the reason for the possible deviation from the shareholders' preferential rights in connection with new share issues is, where applicable, to (i) enable payment with own shares in connection with acquisitions of companies or businesses, or (ii) offer shares to investors in connection with capital raising and/or broadening the shareholder base.

The new share issues shall be made on a marketable subscription price, taking into account any discount on market terms where applicable. If the Board finds it appropriate to facilitate delivery of shares in connection with raising of capital and/or broadening the shareholder base, the new shares may be subscribed by a bank or a securities company at a subscription price corresponding to the quota value, provided that a commitment of contribution to the company of a value corresponding to the difference between a marketable subscription price with possible deduction for marketable discount and the newly issued shares' quota value has been obtained.

Majority requirement

The resolution is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the meeting.

Authorization

The Board shall be authorized to make any formal adjustments in the Annual General Meeting's resolution that may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

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OTHER

Shareholders' right to request information

Pursuant to Chapter 7, Section 32 of the Swedish Companies Act, the company's Board and Chief Executive Officer shall, if requested by any shareholder, and if the Board considers that it can take place without significant harm to the company, provide information at the Annual General Meeting in respect of circumstances which may affect the assessment of an item on the agenda, as well as the company's or a group company's financial position and the company's relationship to other group companies.

Number of shares and votes

The total amount of shares in the company at the time of issue of this notice is 41,976,966 corresponding to a total of 41,976,966 votes. The company does not hold any own shares.

Documents

The accounts and auditor's report, the complete proposals and other documents that shall be made available prior to the Annual General Meeting pursuant to the Swedish Companies Act or the Swedish Corporate Governance Code will be made available at the company and on the company's website, www.genova.se, on 13 April 2022 at the latest, and will also be sent free of charge to shareholders who so request and state their postal address. All documents referred to above will be presented at the Annual General Meeting.

The share register will also be made available at the company.

Stockholm in March 2022
Genova Property Group AB (publ)
The Board