

## **PRESS RELEASE**

2009-03-17

### **Notice of the Annual General Meeting of Wihlborgs Fastigheter AB (publ)**

The shareholders in Wihlborgs Fastigheter AB (publ) are herewith called to attend the annual general meeting to be held on Thursday, 23 April 2009 at 17.00 at Slagthuset, Jörgen Kocksgatan 7 A in Malmö.

#### **Notification**

Shareholders who wish to participate at the annual general meeting shall:

- be registered in the share book recorded by Euroclear Sweden AB (earlier VPC AB) Friday, 17 April 2009, and
- give notice of their intention to attend no later than Friday, 17 April 2009 at 16.00.

Notification to attend the meeting shall be given as follows:

- by post to Wihlborgs Fastigheter AB, Box 97, 201 20 Malmö
- by telephone to +46 40 690 57 70
- by fax to +46 40 23 45 52
- by email to [annika.nordbeck@wihlborgs.se](mailto:annika.nordbeck@wihlborgs.se)

When submitting notification the shareholder shall state his/her name, national identity number/registration number, address and telephone number, shareholding and in relevant cases stating the names of any assistants they wish to invite.

A shareholder who has chosen to have his/her shares managed shall temporarily re-register his/her shares in his/her own name with Euroclear Sweden AB no later than Friday, 17 April 2009. For this to take place, the request for such registration shall be submitted in good time to the manager before this day.

Representatives of shareholders shall present to the annual general meeting a written, signed and dated authority that shall not be older than one year. A deputy for a legal person should present a certificate of registration or corresponding document that shows his/her authority.

Wihlborgs has a total of 38,428,364 shares and votes. During 2007 and 2008 the company has repurchased 2,214,350 own shares. These shares will not be represented at the AGM.

#### **Agenda**

1. Calling the meeting to order.
2. Election of chairman for the meeting.
3. Drawing up and approving the voting list.
4. Election of one or two persons to verify the minutes.
5. Approval of the agenda.
6. Consideration as to whether the meeting is constitutional.
7. Presentation by the CEO (Chief Executive Officer).

8. Presentation of the annual accounts and auditor's report plus consolidated accounts and consolidated auditor's report.
9. Decisions on
  - a) approving the profit and loss statement and balance sheet plus consolidated profit and loss statement and consolidated balance sheet
  - b) decision on the appropriation of the company's profit according to the approved balance sheet
  - c) freedom from responsibility for board members and the CEO
  - d) record day, assuming the annual general meeting agrees on a dividend
10. Decision on the number of members of the board of directors.
11. Confirming the fees for board members and auditors.
12. Election of board members and board chairman.
13. Decision on the principles for how members of the election committee shall be appointed.
14. Decision on the principles for remuneration and terms of employment for group management.
15. Decision on authority for the board to acquire and assign own shares.
16. Decision on authority for the board to decide on any new share issue corresponding to no more than 10 per cent of the outstanding shares.
17. Any other business that is required of the meeting according to the Swedish Companies Act or the articles of association.
18. Meeting closes.

### **Proposed decisions**

#### **Dividend – items 9 b and d**

The board proposes to the annual general meeting that the dividend for 2008 be set at SEK 6.50 per share.

The proposed record day for the dividend is Tuesday, 28 April 2009. If the meeting decides according to the proposal, cash payment is expected to be sent by Euroclear Sweden AB on Monday, 4 May 2009.

#### **Election of the board etc, items 2, 10, 11, 12 and 13**

The election committee that comprises Anders Silverbåge (Brinova Fastigheter AB) chairman, Jan Andersson (Swedbank Robur Funds), Peter Laveson (Investment AB Öresund) and Leif Franzon (Aktiespararna) representing 20.53 per cent of the votes in Wihlborgs propose that:

Kerstin Fredriksson is elected as chairman for the meeting;

the board is comprised of eight members;

Erik Paulsson, Kerstin Fredriksson, Anders Jarl, Sara Karlsson, Helen Olausson, Tommy Qvarfort and Johan Qviberg are re-elected. Arne Bernroth (born 1947) is proposed as new Board Member. Arne Bernroth (born 1947) was former, since 1994, Executive Vice President and Director of Nordea in southern Sweden. Earlier Arne Bernroth was active in the Skandia Group among other things as Executive Vice President of Skandia AB and Skandia International Ins. Company;

Erik Paulson is appointed as board chairman;

fees to the board shall total SEK 940,000 be distributed as SEK 220,000 to the board chairman and SEK 120 00 to each board member not employed by the company;

audit fees be set according to an approved account and

the appointment of a new election committee is unchanged, i.e. that a new election committee be appointed no later than six months before the annual general meeting comprising representatives of the three largest owners based on the latest known

owners immediately before being made public and a representative of the Swedish Association of Share investors.

More information on the present board members and the election committee's report is available on Wihlborgs' website – [www.wihlborgs.se](http://www.wihlborgs.se).

#### **Decision on the principles for remuneration and terms of employment for group management, item 14**

The board of Wihlborgs proposes that remuneration and other terms of employment shall be determined by the market and competitive. Remuneration shall be fixed for all members of group management. A possible remuneration in excess of fixed salary shall be maximized and in relation to the fixed salary. At Wihlborgs there is a profit-sharing foundation that comprises all employees except the CEO. The provision to the fund is related to the yield on equity and is maximized to a base amount per annum and employee.

The pensionable age for all members of group management is 65. The cost of the CEO's pension is based on a premium of 35 per cent of the pension-based salary per annum during the period of employment. The ITP plan or equivalent applies to other members of group management. Termination of employment salary and termination payment shall not exceed 24 months' salary. The termination payment shall be deducted from other income. The principles for remuneration and terms of employment remain unchanged from the previous year 2008.

The entire board, with the exception of the CEO, prepares the question on the principles for remuneration and terms of employment for group management as decides on the CEO's remuneration and terms of employment.

#### **Decision on authority for the board to acquire and assign own shares, item 15**

The board's decision means that the board is authorised to acquire and assign its own shares before the next annual general meeting.

Acquisitions may take place of as many shares such that the company's holding does not exceed the number of shares which from time to time corresponds to 10 per cent of all the shares issued by the company. Acquisition shall take place on the NASDAQ OMX Stockholm at a price per share within the price range registered from time to time. Assignment shall not exceed the number of shares which from time to time corresponds to 10 per cent of all the shares issued by the company. Assignment may be made at NASDAQ OMX Stockholm, while deviating from the shareholders' preferential rights, as well as to a third party in connection with property or company acquisition. Consideration for the assigned shares can be paid in cash or in kind or through offset or otherwise subject to conditions.

The purpose of the authority is to be able to continuously adapt the company's capital requirement and thus be able to contribute to increased shareholder value, and to be able to assign shares in connection with the financing of possible property or company acquisitions though payment using the company's own shares.

#### **Decision on authority for the board to decide on a new share issue, item 16**

The board's proposal means that the board is authorised prior to the next annual general meeting, on one or several occasions, to make a decision on a new share issue up to a number that does not exceed 10 per cent of the total number of shares when the issue is authorised. The board has the right to decide on a deviation from the shareholders' preferential right as well as the regulation according to Chapter 13, Section 5, 1st paragraph 6 p of the Swedish Companies Act (in kind, offset or other conditions).

The purpose of the authority is to facilitate any future property transactions through a simplified decision process. The issue may take place at a market price.

**Miscellaneous**

The annual accounts and auditors' report plus the board's complete proposals on other issues and the board's justified statements on decisions under items 9 and 15 are available from Wihlborgs' office in Malmö as of and including 8 April 2009.

Copies of documents will be sent to the shareholders on request and who provide details of their postal address. The documents are also available on the company's website at [www.wihlborgs.se](http://www.wihlborgs.se). The board's statement in accordance with the Chapter 18, Section 4 of the Swedish Companies Act concerning the proposed dividend is included in the administration report.

**Programme for the annual general meeting**

16.00 Entrance to the meeting location opens

17.00 Annual general meeting opens

Light refreshments will be offered after the annual general meeting.

**Malmö, March 2009**

**Wihlborgs Fastigheter AB (publ)**

**Board of Directors**

**For further information please contact:**

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