



**Agenda for the Annual General Meeting of Wihlborgs
Fastigheter AB (publ) in Malmö, Thursday 28 April 2016**

1. Calling the meeting to order
2. Election of Chairman for the meeting, Appendix 3
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) Appropriation of the company's profit according to the approved balance sheet, Appendix 2
 - c) Freedom from responsibility for Board Members and the CEO
 - d) Record day, assuming the Annual General Meeting agrees on a dividend, Appendix 2
10. Decision on the number of Board Members and auditors, Appendix 3
11. Confirming the fees for Board Members and Auditors, Appendix 3
12. Election of Board Members and Board Chairman, Appendix 3
13. Election of Auditors, Appendix 3
14. Decision on the principles for how members of the Nomination Committee shall be appointed, Appendix 4

15. Decision on the principles for remuneration and terms of employment for group management, Appendix 5
16. Decision on authority for the Board to acquire and assign own shares, Appendix 6
17. 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, Appendix 7
18. Any other business that is required of the meeting according to the Swedish Companies Act or the articles of association
19. Meeting closes.

Dividend – items 9 b and d

The Board's proposal for cash payment

Proposal to deal with the profit

| | |
|---------------------|----------------------|
| Retained profit | 1,159,381,737 |
| Profit for the year | 1,474,428,701 |
| Total | 2,633,810,438 |

The Board of Directors propose that the amount be allocated as follows:

| | |
|--|----------------------|
| A dividend of SEK 5.25 per share be paid to shareholders | 403,497,822 |
| The following be carried forward to a new account | 2,230,312,616 |
| Total | 2,633,810,438 |

If the meeting decides according to the proposal, cash payment is expected to be sent by Euroclear Sweden AB on Friday, 6 May 2016.

The Board's statement on the proposed allocation of profit

Motivation

The group's equity capital has been calculated in accordance with the IFRS standards adopted by the EU and their interpretation (IFRIC) and in accordance with Swedish law through the implementation of the Swedish Financial Accounting Standards Council's recommendation RFR 1 (supplementary accounting rules for groups).

The parent company's equity has been calculated in accordance with Swedish law through the implementation of the Swedish Financial Accounting Standards Council's recommendation RFR 2 (accounting for legal persons).

The proposed allocation of profit is based on 50 per cent of the current management result and 50 per cent of the realised result from the sale of properties reduced by standard tax of 22 per cent. This aligns with Wihlborgs' dividend policy.

The company's liquidity including borrowing capacity has the capacity to contain the proposed dividend. The Board of Directors considers that the proposed dividend is defensible based on the criteria contained in the second and third paragraphs of section 3 of chapter 17 of the Swedish Companies Act (nature, scope and risks of the business, consolidation requirements liquidity and other financial circumstances).

The Board's view is that the proposed dividend will not affect the company's future business prospects. The dividend does not conflict with the company's financial objectives.

The Board's proposal for record day

The proposed record day for the cash dividend is Monday, 2 May 2016.

Malmö, March 2016

The Board of Directors

Election of the Board etc., items 2, 10, 11, 12 and 13

The Nomination Committee that comprises Bo Forsén (Backahill) Chairman, Anna Ohlsson-Leijon (SEB Funds), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds) and Krister Eurén (the small shareholders) proposes;

Item 2:

that Erik Paulsson be elected as Chairman for the meeting.

Item 10:

that the Board be comprised of seven members and one auditor.

Item 11:

that fees to the Board shall total SEK 905,000 distributed as SEK 230,000 to the Board Chairman and SEK 135,000 to each Board Member not employed by the company;
that audit fees be set according to an approved account.

Item 12:

that Tina Andersson, Anders Jarl, Sara Karlsson, Helen Olausson, Erik Paulsson, Per-Ingemar Persson and Johan Qviberg be re-elected; and
that Erik Paulson be appointed as Board Chairman.

Item 13:

that Deloitte AB together with Torbjörn Svensson be elected as Wihlborgs' auditors

Miscellaneous

The Nomination Committee represents 19 per cent of the votes in Wihlborgs at the end of the year.

As account of the Nomination Committee's work prior to the 2016 Annual General Meeting is shown in Appendix 3a.

A presentation of the members that are proposed as re-elected is shown in Appendix 3b.

Malmö, March 2016

The Nomination Committee

DESCRIPTION OF THE ACTIVITIES OF WIHLBORGS FASTIGHETER AB'S NOMINATION COMMITTEE FOR THE 2016 ANNUAL GENERAL MEETING

Background

The Nomination Committee in Wihlborgs, as appointed in accordance with the 2015 AGM's decision is formed by members appointed by the three largest shareholders as per 31 August as well as one representative from the small shareholders. The Nomination Committee comprises Anna Ohlsson-Leijon(SEB Funds), Krister Eurén (small shareholders), Bo Forsén (Backahill) and Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds). Bo Forsén has been the Chairman of the Nomination Committee. The three largest shareholders represented together at the end of 2015 approximately 19 per cent of the shares.

The Committee has the duty of presenting proposals to Wihlborgs' 2016 AGM regarding:

- Election of the Chairman of the meeting
- Election of members of the Board of Directors
- Election of the Chairman of the Board of Directors
- Board of Directors fees
- Election of Auditor
- Audit fees
- Procedure for appointment of the Nomination Committee for the 2017 AGM

Activities of the Nomination Committee

The Committee held two meetings at which minutes were taken, between which regular contact was maintained amongst the members. As a basis for its activities, the Nomination Committee has met with the Board of Directors, the Chairman of the Board and the CEO. Amongst other things the Committee has been informed of the company's strategy, risk management and control functions. The Nomination Committee has also taken part of the Boards self-evaluation.

The Nomination Committee has discussed the size and composition of the Board and proposes that the Board will be comprised of seven members with no deputies. It is the Nominator Committees' opinion that the Board of Directors is well functioning and that the competence and experience within the Board of Directors fulfills the requirements. The Board of Directors is well composed in relation to the company's business and its represents a diversity regarding competence, experience and background. The composition of the Board of Directors also fulfills the requirements regarding gender diversity.

The Nomination Committee proposes a re-election of Erik Paulsson as Chairman of the Board and a re-election of Tina Andersson, Anders Jarl, Sara Karlsson, Helen Olausson, Per-Ingemar Persson and Johan Qviberg.

The Nomination Committee proposes that Erik Paulsson be appointed to chair the meeting.

The Nomination Committee has also discussed the independence of the Board Members and has established the following:

| | Independent by the company | Independent by major owners |
|---------------------|---------------------------------------|--|
| Erik Paulsson | no | no |
| Anders Jarl | no | yes |
| Tina Andersson | yes | yes |
| Sara Karlsson | yes | yes |
| Helen Olausson | yes | yes |
| Per-Ingemar Persson | yes | yes |
| Johan Qviberg | yes | yes |

The proposed Board of Directors in Wihlborgs therefore complies with the requirements of both NASDAQ Stockholm and the Swedish Code of Corporate Governance as regards the independence of its Board Members.

As regards fees for the Board of Directors, the Nomination Committee proposes SEK 905,000 (905,000) to be paid to the Board as the total amount of fees distributed as follows:

- SEK 230,000 (230,000) to the Chairman of the Board,
- SEK 135,000 (135,000) to other Directors not employed in the company.

The Nomination Committee proposes to elect Deloitte AB with Torbjörn Svensson as Wihlborgs' auditors and, as previously, remuneration to auditors is paid according to approved invoices.

The Nomination Committee proposes that a new Nomination Committee will be appointed at the latest six months prior to the AGM in 2017. The Nomination Committee will be established in the same way as before, and shall comprise members appointed by the three largest shareholders, based on ownership 31-08-2016, as well as one representative of the small shareholders. If one of the the largest shareholders would refrain from participate in the nominations process, the next largest shareholder shall be considered and appoint a representative.

The existing Nomination Committee is responsible for any measures that are within its remit until a new committee is appointed as above.

Summary of the Nomination Committee's proposals

The Committee proposes to Wihlborgs' 2016 AGM that

- Erik Paulsson is elected to chair the meeting,
- Seven Directors and no Deputies to be appointed to the Board,
- Board Members Tina Andersson, Anders Jarl, Sara Karlsson, Helen Olausson, Erik Paulsson, Per-Ingemar Persson and Johan Qviberg are re-elected,
- Erik Paulsson is re-elected as Chairman of the Board,
- Board fees to be paid in a total amount of SEK 905,000 with:
 - SEK 230,000 to the Chairman of the Board
 - SEK 135,000 to each of the other Board Members not employed by the company.

- The Nomination Committee proposes a re-election of Deloitte AB with Torbjörn Svensson as auditor for the period until the 2017 AGM.
- Audit fees to be paid according to approved invoice.
- The procedure for appointment of a new Nomination Committee for the 2017 AGM remains unchanged.

The Nomination Committee's full proposal is shown in the notification of the Annual General Meeting. More detailed information about Board Members is available on Wihlborgs' website.

Malmö, March 2016
The Nomination Committee

Presentation of Board Members:

Erik Paulsson

Born: 1942

Chairman of the Board since 2004. Director of the Board since 2004.

Other assignments: Chairman of the Board of Backahill AB, Fabege AB and SkiStar AB.

Director of the Board of Catena AB.

Shareholding in Wihlborgs: 7,768,058 shares in private holding and via companies.

Dependent by company and major owners.

Anders Jarl

Born: 1956

Elected in 2004.

CEO of Wihlborgs Fastigheter AB. Employed since 2001 and in present position since 2004.

Other assignments: Director of the Board of Platzer Fastigheter AB.

Shareholdings in Wihlborgs: 468,180 shares in private holding and via company.

Dependent by company and independent by major owners.

Sara Karlsson

Born: 1969

Elected in 2007.

Entrepreneur in Båstads Företagsby.

Other assignments: Director of the Board of Topeja Holding AB, Scandinavian Resort AB and Backahill AB.

Shareholdings in Wihlborgs: 21,880 shares with family.

Independent by company and major owners.

Helen Olausson

Born 1968.

Elected in 2007.

CEO Ekonord Invest AB and Årehus AB.

Other assignments: Chairman of the Board of AB Jämtsöl. Director of the Board of Lantmäteriet, Skärvångens Bymejeri AB, among others.

Shareholdings in Wihlborgs: 1,000

Independent by company and major owners.

Per-Ingemar Persson

Born: 1956.

Deputy chair. Elected in 2010.

Consultant

Other assignments: Chairman of the Board of the in Northern environmental and water solutions. Director of the Board ELUKonsult AB

Shareholdings in Wihlborgs: 2,000 shares in Endowment Insurance.

Independent by company and major owners.

Johan Qviberg

Born: 1981

Elected in 2004.

CEO of Quinary Investment AB.

Other assignments: Chairman of the Board of Ingager AB. Director of the Board of eWork AB, Nattaro Labs AB and Svolder AB

Shareholdings in Wihlborgs: 780,000 shares.

Independent by company and major owners.

Tina Andersson

Born: 1969

Elected in 2014

Corporate Marketing and Communication Director of Duni AB.

Other assignments: Director of the Board of Midsona AB.

Shareholdings in Wihlborgs: 1 000 shares via company

Independent by company and major owners.

Decision on the principles for how members of the Nomination Committee shall be appointed

Nomination Committee's proposal

1. A Nomination Committee shall be formed by the three largest shareholders each appointing a representative at least six months before the AGM. If one of the three largest shareholders would refrain from appointing a representative, the next largest shareholder shall be considered and appoint a representative. The Nomination Committee shall also include a representative for the smaller shareholders. In addition, the Nomination Committee can decide that the company's Board Chairman shall be included in the Nomination Committee.

The names of the Nomination Committee's members and the owners they represent shall be made public no later than six months before the Annual General Meeting and shall be based on the known ownership at the end of August each year. The mandate of the Nomination Committee shall extend until a new Nomination Committee is appointed. The Chairman of the Nomination Committee shall be the member who represents the largest shareholder unless the Nomination Committee decides otherwise.

2. If, during the mandate period of the Nomination Committee, one or more of the shareholders who appointed members of the Nomination Committee no longer belongs to the three largest shareholders, members appointed by these shareholders shall resign, and the shareholder(s) who is/are among the three largest shareholders shall be entitled to appoint their representatives. The obligation to resign assumes however that the shareholder no longer belongs to the three largest shareholders by a margin of one per cent.

The Nomination Committee can instead of exchanging member who no longer represents any of the three largest owners, decide that the Committee shall be increased by one member appointed by the shareholder who have become among the three largest shareholders. If any of the incoming shareholders declines to appoint a representative, the next largest shareholder shall be considered. An owner who appoints a representative to the Nomination Committee has the right to discharge such representative and appoint a new representative. If a member leaves the committee before the work is completed, the same shareholder who appointed the resigning member shall appoint a new representative, or, if he is no longer one of the three largest shareholders, shall the new shareholder that belongs to this group appoint a representative.

Any change to the Nomination Committee shall be made public.

3. The Nomination Committee shall prepare proposals on the following issues to be decided by the Annual General Meeting.

- a. proposal for Chairman of the Annual General Meeting
- b. proposal for Board of Directors
- c. proposal for Chairman of the Board
- d. proposal for Board Member fees and the division between Chairman and other Board Members plus any remuneration for committee work
- e. proposal for Auditors
- f. proposal for fees to the company's Auditors
- g. any proposals for changes to the procedure for appointing a Nomination Committee.

4. The company shall be responsible for reasonable costs that the Nomination Committee considers necessary for it to perform its duties.

5. A Director shall, before accepting a nomination, carefully consider if any conflict of interest exists.

Malmö, March 2016
The Nomination Committee

Decision on the principles for remuneration and terms of employment for Group Management, item 15

Background

According to the code for company management, the Board shall present proposals for principles for remuneration and other terms of employment for Group Management at the Annual General Meeting. The Group Management is made up of the CEO, CFO, Director of Projects & Development, Director of Corporate Communication and Director of HR & CSR.

The Board's proposal

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 and payable in cash. The compensation beyond fixed salary shall be based on outcomes in relation to set goals and coincide with the interests of shareholders. Wihlborgs has currently no compensation obligations in addition to the fixed salary to the Group Management. 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 maximised 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. For the CEO there is a mutual notice period of six months and four to six months for other members of Group Management. Termination payment for the CEO amounts to 18 months' salary and up to 12 months' for other members of Group Management. The termination payment shall be deducted from other income. The principles for remuneration and terms of employment remain unchanged from the previous year 2015.

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 well as decides on the CEO's remuneration and terms of employment.

Malmö, March 2016
The Board of Directors

Decision on authority for the Board to acquire and assign own shares, item 16.

Purpose of the authority

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 through payment using the company's own shares.

The 2015 AGM gave the Board this level of authority. During 2015 the company has not repurchased its own shares. So far in 2016 have no shares been acquired.

The Board's proposal

The Board's proposal means that the Board is authorized to acquire and assign its own shares as follows before the next AGM.

A. Authority to decide on the acquisition of own shares

1. Acquisitions may take place of as many shares so that the company's holding does not exceed the number of shares which from time to time corresponds to ten (10) per cent of all the shares issued by the company.
2. Acquisition shall take place on NASDAQ Stockholm.
3. Acquisition may take place at a price per share within the price range registered from time to time.
4. Payment for the shares shall be in cash.
5. Acquisition may take place on one or several occasions during the period prior to the next AGM.

B. Authority to decide on the assignment of own shares

1. Assignment shall not exceed the number of shares which from time to time corresponds to ten (10) per cent of all the shares issued by the company.
2. Assignment may be made at NASDAQ Stockholm, while deviating from the shareholders' preferential rights, as well as to a third party in connection with property or company acquisition.
3. Assignment may take place at a price per share within the price range registered from time to time.
4. The assignment of shares may take place on one or several occasions during the period until the next AGM.
5. Consideration for the assigned shares can be paid in cash or in kind or through offset or otherwise subject to conditions.

The Board's statement according to Chapter 19, Section 22 of the Swedish Companies Act

The Board proposes that the Annual General Meeting authorizes the Board during the period up to the next AGM to acquire its own shares up to a maximum level of 10 per cent of all shares that are issued. According to the Swedish Companies Act, the Board shall issue a statement as to how the proposed acquisitions are justified bearing in mind the requirements that the type of activity, scope and risks demand of the extent of the equity and the company's consolidation requirements, liquidity and position in other respects.

The Board's opinion on the matter is that the size of the liquidity and thus equity/assets ratio, as shown in the Annual Report for 2015, lies within the interval stated in the company's financial objectives. The authority to acquire own shares is therefore justified bearing in mind the type of activity, scope and risks. This also applies to the company's consolidation requirements, equity/assets ratio and position. Consideration has also been taken of the Board's proposal for cash dividend of SEK 5.25 per share.

Malmö, March 2016

The Board of Directors

Note: The Annual General Meeting's decision on this item is valid only if it is supported by shareholders with at least 2/3 of the votes cast and the shares represented at the meeting.

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, item 17

Purpose of the authority

To facilitate any future property transactions through a simplified decision process, it is proposed that the Annual General Meeting authorizes the Board on one or several occasions to decide on a new share issue corresponding to a maximum of ten per cent of outstanding shares.

The 2015 Annual General Meeting gave the Board this level of authority which was not exercised.

The Board's proposal

The Board's proposal means that the Board is authorized 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 authorized. The Board shall have 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 of the Swedish Companies Act (in kind, offset or other conditions).

The issue may take place at a market price.

Malmö, March 2016
The Board of Directors

Note:

The Annual General Meeting's decision on this item is valid only if it is supported by shareholders with at least 2/3 of the votes cast and the shares represented at the meeting.