

Malmö 21 March 2018

## **PRESS RELEASE**

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

**The shareholders of Wihlborgs Fastigheter AB (publ) are hereby invited to attend the Annual General Meeting at 4:00 p.m. on Wednesday, 25 April 2018, at Slagthuset, Jörgen Kocksgatan 7 A in Malmö.**

### **Notification**

**Shareholders wishing to participate in the Annual General Meeting must:**

- be entered in the register of shareholders maintained by Euroclear Sweden AB as of Thursday, 19 April 2018; and
- give notice of their intention to attend not later than 4:00 p.m. on Thursday, 19 April 2018.

**Notification of participation in the meeting may be given in any of the following ways:**

- by post to Wihlborgs Fastigheter AB, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden;
- by telephone to +46(0)8 402 91 54; or
- on the Wihlborgs website: [www.wihlborgs.se](http://www.wihlborgs.se), where additional information about the AGM can be found.

Registered participants will receive an entry card by post. This should be brought to registration at the AGM. When submitting notification, shareholders shall state their name, national identity number or corporate registration number, address, telephone number and shareholding, as well as the names of any assistants accompanying them (a maximum of two).

Shareholders whose holdings are registered in the name of a nominee must temporarily re-register the shares in their own names with Euroclear Sweden AB. Any request for such re-registration must be made in advance before 19 April 2018.

If participation is by proxy or representative, a signed and dated power of attorney, proof of registration or equivalent document indicating the proxy's or representative's authority must be presented at the AGM. This power of attorney is valid for a maximum of one year from the date of issuance unless a longer period of validity — though not more than five years from the date of issuance — is indicated in the power of attorney. For those wishing to be represented by a proxy, a power of attorney is available on the company website: [www.wihlborgs.se](http://www.wihlborgs.se).

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*Wihlborgs Fastigheter AB (publ) is a property company that focuses on commercial properties in the Öresund region. Its property portfolio is located in Malmö, Helsingborg, Lund and Copenhagen. In Malmö, Lund and Helsingborg, Wihlborgs is the leading property company. The book value of the company's properties totals SEK 38.6 billion. The annual rental value of the properties is SEK 2.7 billion. Wihlborgs' shares are listed on the Large Cap List of Nasdaq Stockholm.*

## Agenda

1. Opening of the Meeting.
2. Election of Chairman for the Meeting.
3. Preparation and approval of voting list.
4. Election of one or two individuals to verify the minutes.
5. Approval of the agenda.
6. Determination of whether the Meeting has been duly convened.
7. Presentation by the Chief Executive Officer.
8. Presentation of the annual accounts and the auditor's report plus consolidated accounts and the auditors' report for the Group.
9. Resolutions on
  - a) the adoption of the income statement and balance sheet, and the consolidated income statement and the consolidated balance sheet
  - b) the appropriation of the company's profit in accordance with the adopted balance sheet
  - c) the discharge of the members of the Board and the Chief Executive Officer from personal liability
  - d) the record day, in the event the Annual General Meeting decides on a dividend
10. Resolution on the number of members of the Board and auditors.
11. Establishment of fees for Board members and auditors.
12. Election of Board members and Chairman of the Board.
13. Election of auditors.
14. Resolution on the principles for appointing members of the Nomination Committee.
15. Resolution on the principles for remuneration and terms of employment for Group Management.
16. Resolution concerning authorisation of the Board to acquire and assign own shares.
17. Resolution concerning authorisation of the Board to decide on new share issues equivalent to at most a total of 10 percent of the registered share capital.
18. Resolution on the amendment to the Articles of Association.
19. Resolution on the division of shares ("split")
20. Any other business that is required of the meeting under the Swedish Companies Act or the Articles of Association.
21. Closing of the Meeting

## Proposed decisions

### **Items 9b and d: Appropriation of the company's profit according to the approved balance sheet**

The Board proposes to the Annual General Meeting that the dividend for 2017 be set at SEK 6.25 per share.

Friday, 27 April 2018 is proposed as the record day for the dividend.

If the Meeting resolves in line with the proposal, cash payment is expected to be sent by Euroclear Sweden AB on Thursday 3 May 2018.

**Items 2 and 10–14: Election of Chairman for the Meeting; Resolution on the number of members of the Board of Directors and auditors; Establishment of fees for Board members and auditors; Election of Board members and Chairman of the Board; Election of auditors; Resolution on the principles for appointing members of the Nomination Committee**

The Nomination Committee comprises Bo Forsén (Backahill AB), Chairman; Hans Ek (SEB Fonder); Eva Gottfridsdotter-Nilsson (Länsförsäkringar Fondförvaltning); and Krister Eurén (representing small shareholders) and represents approximately 20 percent of the votes in Wihlborgs. The Nomination Committee proposes that:

Per-Ingemar Persson be elected as Chairman for the Meeting;

the Board be composed of seven members;

Tina Andersson, Anders Jarl, Sara Karlsson, Helen Olausson, Per-Ingemar Persson and Johan Qviberg be re-elected;

Jan Litborn be elected as a new member;

Anders Jarl be appointed Board Chairman;

fees totalling SEK 3,400,000 be paid to the Board, to be distributed as SEK 250,000 to the Chairman of the Board and SEK 150,000 to each Board member. In addition, the Chairman of the Board will receive SEK 2,250,000 as a separate fee for assisting company management as Executive Chairman up until the next AGM;

Deloitte AB be re-elected as auditors, with Richard Peters as Auditor-in-Charge;

audit fees be paid in accordance with approved invoices; and

a new Nomination Committee be appointed on an unchanged basis (in other words, that a Nomination Committee be appointed not later than six months before the AGM, to consist of members appointed by the three largest owners based on ownership at the end of August 2018 plus one member representing the smaller shareholders).

More information on the proposed Board members, together with the Nomination Committee's complete report, can be found on Wihlborgs' web site, [www.wihlborgs.se](http://www.wihlborgs.se).

**Item 15: Decision on the principles for remuneration and terms of employment for Group Management**

The Board of Wihlborgs proposes that remuneration and other employment terms and conditions should be competitive and on market terms. All members of Group Management receive fixed remuneration. Any remuneration over and above the fixed salary is capped at half of the fixed remuneration, and is to be settled in cash. Where appropriate, remuneration in addition to the fixed salary is based on outcomes relative to set targets and must accord with the interests of the shareholders. The company currently has no remuneration commitments to Group Management apart from the fixed salaries. At Wihlborgs, there is a profit-sharing fund that encompasses all employees. Allocations to the fund are based on the return on equity and are limited to a maximum of one basic amount (as defined by Statistics Sweden) per year for each employee.

The retirement age is 65 for all members of Group Management. The cost of the CEO's pension comprises a premium amounting to 35 percent of the pensionable salary per year during the CEO's period of service. For other members of Group Management, the ITP plan or its equivalent applies. The notice of termination of employment, on either side, for the CEO and other members of Group Management is four to six months. Severance pay for the CEO amounts to 18 months' salary and for other members of Group Management a maximum of 12 months' salary. Severance pay is deducted from other sources of income.

The entire Board, excluding the CEO, prepares issues pertaining to the principles governing remuneration and terms and conditions of employment for the Group Management and decides the remuneration and terms and conditions of employment for the CEO.

#### **Item 16: Resolution concerning authorisation of the Board to acquire and assign own shares**

The Board's proposal means that the Board is authorised to acquire and assign its own shares before the next Annual General Meeting.

Acquisition may occur of at most as many shares as are needed so that the company's holdings total at most the number of shares equivalent at any given time to 10 percent of all the company's registered shares. Acquisition is to take place on Nasdaq Stockholm, at a price per share within the price range registered at any given time. Assignment may occur of at most the number of shares equivalent at any given time to 10 percent of all the company's registered shares, at a price per share lying within the applicable price range at any given time. Assignment can take place both on Nasdaq Stockholm and, disapplying the shareholders' preferential rights, to third parties in connection with acquisitions of properties or of companies. Remuneration for assigned shares can be paid in cash or through non-cash considerations, through set-offs, or otherwise subject to conditions.

The purpose of the authorisation is to be able to continually adjust the company's capital requirements, thereby enabling increased shareholder value, and to be able to assign shares in conjunction with the financing of property and business acquisitions, if any, through payment with the company's own shares.

#### **Item 17: Resolution concerning authorisation of the Board to acquire and assign own shares.**

The Board's proposal means that the Board is authorised to acquire and assign its own shares on one or more occasions before the next Annual General Meeting, and to take decisions on new share issues of at most a total of 10 percent of share capital. The Board has the right to decide to disapply shareholders' preferential rights, as well as on the provisions under Chapter 13, Section 5, paragraph 1, point 6 of the Swedish Companies Act (non-cash consideration, set-off or other conditions).

The purpose of the authorisation is to facilitate any future property transactions with a simplified decision-making process. Issues may only take place at market prices.

**Item 18: Resolution on the amendment to the Articles of Association.**

In view of the proposed split under Item 19 below, the Board proposes that the Articles of Association be amended as follows:

§ 5

Current wording:

The number of shares shall be not less than 21,500,000 and not more than 86,000,000.

Proposed wording:

The number of shares shall be not less than 150,000,000 and not more than 600,000,000.

**Item 19: Resolution on the division of shares (“split”)**

The Board proposes the AGM resolve on a division of the company’s shares (a “split”) of 2:1, by which each old share will be replaced with two new shares. After the split is completed, the company will have a total of 153,713,456 shares.

It is proposed that the Board be authorised to establish a record day for the division.

**Other information**

The Annual Report and Auditors’ Report, the Board’s complete proposal on other business and the Board’s reasoned statement on decisions under Items 9 and 16, as well as the auditor’s statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the AGM’s guidelines for salaries and other remuneration to senior executives have been followed, will be available at Wihlborgs’ offices in Malmö from Wednesday, 21 March 2018. Copies of the documents will be sent to shareholders who request them and who provide their postal address in that connection. The documents are also available on the company’s website, [www.wihlborgs.se](http://www.wihlborgs.se). The statement of the Board in accordance with Chapter 18, Section 4 of the Swedish Companies Act concerning the proposed dividend is included in the administration report.

The Board of Directors and the CEO will, if requested by a shareholder and the Board considers it possible without causing material damage to the company, present information at the AGM about conditions that could influence the assessment of an agenda item and conditions that could influence the assessment of the financial position of the company or its subsidiaries, as well as the company’s relationship to other Group companies.

At the time this notice was issued, the total number of shares and votes in the company was 76,856,728. Wihlborgs holds no treasury shares.

## **Programme of the Annual General Meeting**

Doors will open at 3:00 p.m.

Opening of the Meeting 4:00 p.m.

Light refreshments will be offered after the Annual General Meeting.

Malmö, March 2018

**Wihlborgs Fastigheter AB (publ)**

**Board of Directors**

### **For further information, please contact:**

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This information is of such a kind that Wihlborgs Fastigheter AB (publ) is legally required to disclose pursuant to the EU's Market Abuse Regulation and the Swedish Securities Market Act. The information was submitted for publication through the agency of the above contact people on 21 March 2018, at 08:00 a.m. CET.