

Malmö 20 March 2019

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 Thursday, 25 April 2019, 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 Wednesday, 17 April 2019; and
- give notice of their intention to attend not later than 4:00 p.m. on Wednesday, 17 April 2019.

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, 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 17 April 2019.

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.

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 42.1 billion. The annual rental value of the properties is SEK 3.0 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 registered share capital
18. Any other business that is required of the meeting under the Swedish Companies Act or the Articles of Association.
19. 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 2018 be set at SEK 3.75 per share.

Monday, 29 April 2019 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 Friday 3 May 2019.

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 19 percent of the votes in Wihlborgs. The Nomination Committee proposes:

- that Anders Jarl be elected as Chairman for the Meeting;
- that seven ordinary Board members be appointed, without deputies;
- that Board members Anders Jarl, Sara Karlsson, Jan Litborn, Helen Olausson, Per-Ingemar Persson, Johan Qviberg and Tina Andersson be re-elected;
- that Anders Jarl be elected as Chairman of the Board;
- that Board fees totalling SEK 2,395,000 be paid, with: SEK 350,000 to the Chairman of the Board; SEK 165,000 each to other members not employed in the company; and SEK 1,055,000 to the Chairman of the Board as a separate fee.
- that Deloitte AB be re-elected as auditors, with Richard Peters as Auditor-in-Charge;
- that remuneration to the auditors is paid in accordance with approved invoices; and
- that rules for appointing a new Nomination Committee ahead of the 2020 AGM remain essentially unchanged.

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.

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 pensionable age is 65 for all members of Group Management. The cost of the CEO's pension is fixed at premium of 35 percent of the pension-based salary per year during the period of employment. For other members of Group Management, the ITP plan or its equivalent applies. For the CEO, a mutual period of notice of six months applies; for other members of Group Management, a period of notice of four to six months applies. 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 offset by other revenue.

The entire Board, with the exception of the Chairman of the Board, prepares the question on the principles for remuneration and terms of employment for Group Management and decides on the CEO's remuneration and terms of employment.

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 as follows:

A. Authorisation to decide on acquisition of own shares

1. Acquisition may occur of 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 ten (10) percent of all the company's registered shares.
2. Acquisition is to take place on Nasdaq Stockholm.
3. Acquisition is to take place at a price per share within the price range registered at any given time.
4. Payment for the shares is in cash.
5. Acquisition may take place on one or more occasions during the period up to the next AGM.

B. Authorisation to decide on assignment of own shares

1. Assignment may occur of at most the number of shares equivalent at any given time to ten (10) percent of all the company's registered shares.
2. 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.
3. Assignment takes place at a price per share within the price range registered at any given time.
4. Assignment may take place on one or more occasions during the period up to the next AGM.
5. Remuneration for assigned shares can be paid in cash or non-cash consideration, through set-off, or otherwise subject to conditions.

Item 17: Resolution concerning authorisation of the Board to decide on a new share issue equivalent to a maximum ten (10) percent of shares outstanding

The Board's proposal means that the Board is authorised, before the next AGM, to take decisions on new share issues of equivalent to at most a total of 10 percent (10) of registered share capital at the time of the authorisation. The Board has the right to decide to disapply shareholders' preferential rights, as well as on conditions 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.

Other information

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, 20 March 2019. 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. The Annual Report and Auditors' Report will be published on www.wihlborgs.se on 3 April 2019 and distributed to shareholders who have requested this service. 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 153,713,456. 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 2019

Wihlborgs Fastigheter AB (publ)

Board of Directors

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