

Malmö 23 March 2020

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 Tuesday, 28 April 2020, at Slagthuset, Jörgen Kocksgatan 7 A in Malmö.

Please note the changed circumstances for the general meeting given under the item Practical information below.

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, 22 April 2020; and
- give notice of their intention to attend not later than 4:00 p.m. on Wednesday, 22 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 22 April 2020.

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

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 45.5 billion. The annual rental value of the properties is SEK 3.3 billion. Wihlborgs' shares are listed on the Large Cap List of Nasdaq Stockholm.

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.

Practical information

To reduce the risk of spreading COVID-19, the organisation of the Annual General Meeting will be different compared with previous years.

- The Annual General Meeting will begin at 4:00 p.m. Registration opens at 3:30 p.m. at the same time as admission.
- Outer clothing is to be brought in to the meeting premises.
- No food or drink will be served.
- Participants will be spread out around the meeting premises.
- Limits will apply to the number of participants who are not shareholders.

Shareholders with symptoms of colds or influenza, even just mild symptoms, will not be permitted to enter the premises and are requested to attend by proxy. Furthermore, shareholders who belong to a risk group are encouraged to attend by proxy instead of in person, see above. The address by the CEO will be published on www.wihlborgs.se after the general meeting.

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. Resolution on the amendment to the Articles of Association
19. Any other business that is required of the meeting under the Swedish Companies Act or the Articles of Association.
20. 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 2019 be set at SEK 4.50 per share.

Thursday, 30 April 2020 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 Wednesday 6 May 2020.

Items 2 and 10–13: 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;

The Nomination Committee comprises Lennart Mauritzson (Backahill AB), Chairman, Hans Ek (SEB Investment Management AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds) and Krister Eurén (representing small shareholders) and represents 22 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 1,565,000 be paid, with: SEK 425,000 to the Chairman of the Board and SEK 190,000 each to other members not employed in the company;
- 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

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 14 Resolution on the principles for appointing members of the Nomination Committee

Nomination Committee proposals

1. The Nomination Committee shall consist of not fewer than four (4) and not more than six (6) members. Three (3) of the members are to be nominated by the largest shareholders in terms of voting rights as recorded in Euroclear Sweden AB's information on the ownership structure at 31 January, provided that said shareholders wish to nominate a member of the Nomination Committee. Should any of the three largest shareholders in terms of voting rights abstain from appointing a member, the next largest shareholder in terms of voting rights will instead be entitled to nominate a member, and so on. One member to represent the smaller shareholders is also to be nominated to the Nomination Committee. The mandate period of the Nomination Committee elected at the AGM extends until such time as a new Nomination Committee has been appointed at the next AGM. The Nomination Committee's Chairman should be the member nominated by the largest shareholder in terms of voting rights unless agreed otherwise by the Committee.

2. Should, during the Nomination Committee's mandate period, one or several shareholders that have appointed members to the Nomination Committee no longer belong to the three largest owners in terms of votes, the Committee can offer vacant positions on the Committee to shareholders to appoint members of the Committee with the aim of reflecting the voting strength in the Company. The Nomination Committee can also decide that the company's Chairman of the Board should join the Nomination Committee by offering a vacant position to the Chairman. Owners who have nominated members to the Nomination Committee have the right to dismiss said member and appoint a new member. If a member leaves the Committee before its work is completed, a replacement is appointed by the same shareholder who nominated the retired member or, if this shareholder is no longer among the three largest shareholders, by the new shareholder who is part of this group. Changes in the Nomination Committee are to be made public.
3. The company defrays any reasonable costs the Nomination Committee deems necessary for being able to complete its task.
4. Before the task is accepted, the member must carefully consider whether a conflict of interest exists.
5. The Committee draws up proposals on the following issues for decision by the AGM:
 - a. proposals for the Chairman of the AGM
 - b. proposals on the number of members of the Board and auditors.
 - c. proposals for the Board of Directors
 - d. proposals for the Chairman of the Board
 - e. proposals for Board fees, broken down by the Chairman and the other Board members, as well as any remuneration for committee work
 - f. proposals for auditors
 - g. proposals for fees to the company's auditors
 - h. proposals, if any, for changes to the process of appointing the Nomination Committee.
6. These principles for the appointment of a Nomination Committee are to apply until resolved otherwise.
7. Provided that the above principles are adopted, the Committee proposes the following as members of the Nomination Committee for the period until the 2021 AGM:
 - a. Lennart Mauritzson nominated by Backahill AB, Chairman
 - b. Elisabet Jamal Bergström nominated by SEB Investment Management AB
 - c. Eva Gottfridsdotter-Nilsson nominated by Länsförsäkringar Fondförvaltning
 - d. Krister Eurén nominated by the minor shareholders.
8. If the AGM resolves against the above proposal, the Committee proposes that the principles for appointing the Nomination Committee adopted at the 2019 AGM continue to apply.

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

Remuneration

Wihlborgs' Board of Directors proposes that remuneration and other terms and conditions of employment should be set taking into consideration competence and area of responsibility. All senior executives 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 senior executives or the other members of 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.

Pension benefits

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.

Non-monetary benefits

Non-monetary benefits to senior executives may comprise health insurance, mobile phones and company cars.

Period of notice and severance pay

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.

Salary and terms of employment for other employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment terms for Wihlborgs' other employees have been taken into account by including information on the employees' total remuneration, the components of the remuneration as well as its increase and growth rate over time in the Board of Directors' decision data when evaluating whether the guidelines and the limitations set out herein are reasonable.

Departure from the guidelines in the case of special circumstances

The Board of Directors may temporarily resolve to depart from these guidelines, in whole or in part, if in a specific case there are special reasons for the departure and the departure is necessary to satisfy the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

Description of material changes in the guidelines and how shareholder views have been addressed

These guidelines have been prepared pursuant to the new requirements that apply ahead of the 2020 AGM. The connection to the company's business strategy and criteria for variable remuneration has been clarified. Otherwise, the same guidelines as previously apply for fixed and variable salaries, other benefits, allocations to the company's profit-sharing fund, terms of employment, etc.

Information on previously decided remuneration that has not fallen due for payment

For the period leading up to the 2020 AGM, the company has no remuneration undertakings that have not fallen due for payment with the exception of the ongoing undertakings to senior executives in accordance with the remuneration principles adopted at the 2019 AGM.

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 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. All shares held by the company may be assigned. However, in the event of disapplying shareholders' preferential rights for the period until the next AGM, the number of assigned shares together with the number of shares issued disapplying shareholders' preferential rights under the authorisation in Item 17 may never exceed ten (10) percent of the company's total shares at the time of the authorisation.
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, in conjunction with property or company acquisitions, through non-cash considerations, through set-offs, 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 the company's 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).

However, in the event of such disapplication of shareholders' preferential rights for the period until the next AGM, the number of newly issued shares together with the number of assigned shares disapplying shareholders' preferential rights under the authorisation in Item 16 may never exceed ten (10) percent of the company's total shares at the time of the authorisation.

Issues may only take place at market prices.

Item 18 – The Board's proposal for resolution on the amendment to the Articles of Association

The Board proposes that the AGM resolve to amend § 11 of the Articles of Association pursuant to the following.

Purpose of the resolution

The purpose of the proposed amendment to the Articles of Association is to avoid any conflict with an expected amendment to the Swedish Companies Act (2005:551) that is expected to enter force on 3 September 2020.

Current wording:

§ 11 To be entitled to participate in the business of a general meeting, shareholders must be included in the share register confirming conditions five days prior to the Meeting and must notify the company of their intention to attend the Meeting and be accompanied by a maximum of two assistants not later than the day stipulated in the notice of a general meeting. This day must not be a Sunday, a public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays before the meeting.

Proposed wording

§ 11 To be entitled to participate in the business of a general meeting, shareholders ~~must be included in a printout or other presentation of the share register confirming conditions five weekdays prior to the meeting and~~ must notify the company of their intention to attend the meeting and be accompanied by a maximum of two assistants not later than the day stipulated in the notice of a general meeting. This day must not be a Sunday, a public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and must not be more than the five weekdays before the meeting.

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' office in Malmö from Monday, 23 March 2020. 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 6 April 2020 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.

Malmö, March 2020

Wihlborgs Fastigheter AB (publ)

Board of Directors

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