

Agenda for the Annual General Meeting of Wihlborgs Fastigheter AB (publ) in Malmö, Tuesday, 29 April 2025

1. Opening of the Meeting
2. Election of Chairman for the Meeting, appendix 3
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, and auditor's opinion on whether the guidelines for remuneration to senior executives that have been in effect since the previous general meeting have been followed
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, appendix 2
 - 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, appendix 2
10. Resolution on the number of members of the Board and auditors, appendix 3
11. Establishment of fees for Board members and auditors, appendix 3
12. Election of Board members and Chairman of the Board, appendix 3
13. Election of auditors, appendix 3
14. Approval of Remuneration Report 2024, appendix 4
15. Resolution concerning authorisation of the Board to acquire and assign own shares, appendix 5
16. 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, appendix 6
17. Any other business that is required of the meeting under the Swedish Companies Act or the Articles of Association
18. Closing of the Meeting

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

Board's proposal on cash dividend

Proposed appropriation of profit

Retained earnings	5,556,699,028
Profit for the year	487,568,603
Total	6,044,267,631

The Board proposes that the profit be distributed as follows:

Dividend to shareholders, SEK 3.20 per share	983,766,118
To be carried forward	5,060,501,513
Total	6,044,267,631

If the Meeting resolves in line with the proposal, cash payment is expected to be sent by Euroclear Sweden AB on Wednesday 7 May 2025.

Statement of the Board of Directors on the proposed dividend

Reasoned statement

The Group's equity has been calculated in accordance with the IFRS standards and interpretations of those standards (IFRIC), as adopted by the EU, and in accordance with Swedish law through the application of the Swedish Financial Reporting Board's Recommendation RFR 1, Supplementary Accounting Rules for Corporate Groups. The Parent Company's equity has been calculated in accordance with Swedish law, via application of the Swedish Financial Reporting Board's Recommendation RFR 2, Accounting for Legal Entities.

The proposed distribution of unappropriated profit is based on 50 percent of the Group's income from property management and 50 percent of the proceeds realised from property sales reduced by a flat rate tax of 20.6 percent, which is in line with Wihlborgs' dividend policy.

The Board is of the view that full provision will be available for the company's restricted equity following the proposed distribution of unappropriated profit.

The Board also considers that the proposed dividend to shareholders is justifiable in terms of the parameters stipulated in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act; nature, scope and risks of the business, as well as consolidation requirement, liquidity and general position.

Nature, scope and risks of the business

The Board's opinion is that, even after the proposed dividend, the equity of the company and the Group is sufficient for capitalising on future business opportunities and for being able to fulfil its undertakings. In this context, the Board has considered factors such as the company's and the Group's equity/assets ratio, investment plans and economic conditions.

Consolidation requirement, liquidity and general position

The Board has conducted a comprehensive assessment of the company's and the Group's financial positions and their potential to meet their undertakings. The proposed dividend represents 4.2 percent of the Group's and 15.8 percent of the Parent Company's equity. The proposed dividend also fulfils the stated target for the Group's capital structure, of an equity/assets ratio of at least 30 percent and an interest coverage ratio of at least 2.0. The company's and the Group's capital structures remain solid, taking into account the conditions prevailing in the property sector. Against this background, the Board is of the opinion that the company and the Group have excellent potential to capitalise on future business opportunities and also to withstand any losses that may arise. Planned investments have been taken into account when determining the proposed dividend. Derivatives and other financial instruments have been measured at fair value pursuant to Chapter 4, Section 14a of the Annual Accounts Act. This valuation has an impact of SEK -136 million (-559) on equity.

The proposed dividend will not affect the company's and the Group's ability to promptly fulfil their payment obligations. The company and the Group have good access to liquidity reserves in the form of both short and long-term loans. The loans can be accessed at short notice, whereby the company and the Group have the preparedness necessary to withstand both variations in liquidity and any unforeseen events.

The Board has considered all known circumstances that could be of significance to the company's and the Group's financial positions and that have not been taken into account within the above framework. While so doing, no circumstance has arisen that would make the proposed dividend not appear defensible.

The Board's proposal for record day

Friday 2 May 2025 is proposed as record day for the cash dividend.

Malmö, March 2025
Board of Directors

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, which comprises Göran Hellström (Backahill AB), Chairman, Elisabet Jamal Bergström (SEB Investment Management AB), Johannes Wingborg (Länsförsäkringar Fondförvaltning AB) and Caroline Sjösten (Swedbank Robur Funds AB) proposes:

Item 2: Election of the Chairman of the Meeting

that Anders Jarl be elected as Chairman for the Meeting.

Item 10: Resolution on the number of members of the Board of Directors and auditors

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

Item 11: Establishment of fees for Board members and auditors

that fees totalling SEK 2,225,000 be paid to the Board, to be distributed as SEK 520,000 to the Board Chairman and SEK 230,000 to each Board member; and SEK 235,000 as remuneration for work in the audit committee, to be distributed as SEK 115,000 to the chairman and SEK 60,000 each to the two members; and SEK 90,000 for work on the remuneration committee, to be distributed as SEK 60,000 to the chairman and SEK 30,000 to a member; and that audit fees be paid in accordance with approved invoices.

Item 12: Election of Board members and Chairman of the Board

that Anders Jarl, Jan Litborn, Amela Hodzic, Lennart Mauritzson, Anna Werntoft, Anneli Jansson and Johan Röstin be re-elected; and

that Anders Jarl be appointed Chairman of the Board.

Item 13: Election of auditors

that through re-election appoint Öhrlings PricewaterhouseCoopers AB as auditors, with Eva Carlsvi as Auditor-in-Charge.

Other

At year-end 2024, the Nomination Committee represented approximately 27.4 percent of the votes in Wihlborgs.

An account of the Nomination Committee work ahead of the 2025 Annual General Meeting is presented in Appendix 3b.

Presentation of the members proposed by the Nomination Committee for re-election and new election is shown in Appendix 3c.

Malmö, March 2025
Nomination Committee

Account of Wihlborgs Fastigheter AB's Nomination Committee work ahead of the 2025 Annual General Meeting

Background

The Nomination Committee of Wihlborgs Fastigheter AB was formed on 11 October 2024 with members appointed by the four largest owners on 31 August 2024 in accordance with the decision at Wihlborgs' 2024 AGM. The Nomination Committee comprised Johannes Wingborg (Länsförsäkringar Fondförvaltning AB), Caroline Sjösten (Swedbank Robur Fonder AB), Göran Hellström (Backahill AB) and Elisabet Jamal Bergström (SEB Investment Management AB). Göran Hellström acted as Chairman of the Committee. The three largest owner representatives together represented approximately 27.4 percent of the votes in Wihlborgs at year-end 2024/2025.

The Committee was tasked with putting forth proposals for Wihlborgs' 2025 Annual General Meeting regarding:

- Election of Chairman of the Meeting
- Election of Board members
- Election of Chairman of the Board
- Board fees
- Election of auditors
- Audit fees
- Any proposals for changes in the procedure for appointing a selection committee.

Work of the Nomination Committee

The Nomination Committee held seven minuted meetings, and remained in continual contact between them. To support its work, the Committee held dialogues with the Board members and held meetings with Chairman of the Board and the CEO. The Committee was informed of the company's strategy, risk management and control functions. The Committee also carried out an assessment of the Board and its work.

After having discussed the size and composition of the Board, the Committee proposes that the Board consist unchanged of seven ordinary members without deputies. The Committee believes the work of the Board is functioning well, and that the competence and experience of the Board meets the requirements that can be set.

The Committee's proposal is to re-elect Board members Anders Jarl, Jan Litborn, Amela Hodzic, Lennart Mauritzson, Anna Werntoft, Johan Röstin, and Anneli Jansson. Furthermore, the Committee proposes Anders Jarl as Chairman of the Board.

The Committee proposes Anders Jarl as Chairman of the AGM.

The Committee has also discussed the independence of the Board members and verified the following:

	Independent of company	Independent of major owners
Anders Jarl	yes	yes
Anneli Jansson	yes	yes
Johan Röstin	yes	yes
Lennart Mauritzson	yes	no
Anna Werntoft	yes	yes
Amela Hodzic	yes	yes
Jan Litborn	yes	no

The proposal for the Board of Directors in Wihlborgs thus meets the requirements of both Nasdaq Stockholm and the Corporate Governance Code regarding members' independence. The Board of Directors also meets other requirements that may be set on the Board.

As regards Board fees, the Committee proposes that in all, fees totalling SEK 2,225,000 (2,020,000) be paid to the Board, distributed as follows:

- SEK 520,000 (500,000) to the Chairman of the Board;
- SEK 230,000 (220,000) per Board member not employed in the company;
- SEK 235,000 (200,000) for work in the audit committee, to be distributed as SEK 115,000 to the chairman and SEK 60,000 each to the two members.
- SEK 90,000 (0) for work on the remuneration committee, to be distributed as SEK 60,000 to the chairman and SEK 30,000 to a member.

The Nomination Committee proposes that through re-election appoint Öhrlings PricewaterhouseCoopers AB as auditors, with Eva Carlsvi as Auditor-in-Charge, in accordance with the recommendation of the Board. In addition, the Committee proposes that the Meeting decide that remuneration to the auditors, as previously, is paid in accordance with approved invoices.

The Nomination Committee has been appointed in accordance with the principles established at the 2024 AGM. These are available on the company's website <https://www.wihlborgs.se/en/about-us/corporate-governance/>.

Summary of Nomination Committee proposals

The Committee proposes to the Wihlborgs 2025 AGM:

- that Anders Jarl be elected as Chairman for the Meeting;
- that seven ordinary Board members be appointed, without deputies;
- that Board members Anders Jarl, Jan Litborn, Amela Hodzic, Lennart Mauritzson, Anna Werntoft, Johan Röstin and Anneli Jansson are re-elected;
- that Anders Jarl be elected as Chairman of the Board;
- that Board fees totalling SEK 2,225,000 (2,020,000) be paid, with:
 - SEK 520,000 (500,000) to the Chairman of the Board;
 - SEK 230,000 (220,000) per Board member not employed in the company;
 - SEK 235,000 (200,000) for work in the audit committee, to be distributed as SEK 115,000 to the chairman and SEK 60,000 each to the two members.
 - SEK 90,000 (0) for work on the remuneration committee, to be distributed as SEK 60,000 to the chairman and SEK 30,000 to a member.
- that through new election appoint Öhrlings PricewaterhouseCoopers AB as auditors, with Eva Carlsvi as Auditor-in-Charge until the time of the 2026 annual general meeting;
- that remuneration to the auditors is paid in accordance with approved invoices.

The complete proposals from the Nomination Committee are shown in the notice of the AGM. More detailed information on the Board members can be found on the Wihlborgs' website.

Malmö, March 2025
Nomination Committee

Presentation of Board members proposed for re-election:

Anders Jarl

Board member since 2004. Born: 1956

Education: MSc in Engineering from Lund University's Faculty of Engineering

Principal employment: Chairman of Wihlborgs Fastigheter AB

Other Board assignments: Board member of Platzer Fastigheter AB and Brinova Fastigheter AB and Malmö City fastigheter AB

Holdings in Wihlborgs: 1,300,000 shares held privately and through companies.

Independent in relation to the company, independent in relation to major shareholders.

Amela Hodzic

Board member since 2021. Born: 1974

Education: MSc in Economic History from Lund University, BA in German, Lund University

Principal employment: CEO of Öresunds fastighetservice

Other Board assignments: Board member of Skurups Sparbank and Allard Support for Better Life

Holdings in Wihlborgs: 916 shares

Independent in relation to the company and major shareholders.

Lennart Mauritzson

Board member since 2021. Born: 1967

Education: MSc in Business and Economics, Halmstad University/Lund University, Lawyer, Lund University (no degree)

Principal employment: President and Group CEO of Backahill AB

Other Board assignments: Chairman of the Board of Catena AB, Board member of Brinova Fastigheter AB (publ), Fabege AB and Rögle Marknads AB

Holdings in Wihlborgs: 2 000 shares

Independent in relation to the company and dependent in relation to major shareholders.

Jan Litborn

Board member since 2018. Born: 1951

Education: LL.M. from Stockholm University, studies at Stockholm School of Economics (no degree)

Principal employment: Managing Partner and lawyer at BORN Advokater

Other Board assignments: Chairman of the Board of Faberge AB, Hedin Mobility Group AB and Arenabolaget i Solna AB. Board member of Consensus Asset Management AB, Aimo Holding AB, Revelop Management AB, Slättö förvaltning and Backahill AB

Holdings in Wihlborgs: 10,000 shares

Independent in relation to the company and dependent in relation to major shareholders.

Johan Röstin

Board member since 2022. Born: 1962

Education: Business Administration and Sociology, Lund University (no degree)

Principal employment: Own consultancy business

Other Board assignments: Chairman of the Board of Beowulf Mining PLC and Jokkmokk Iron Mines AB

Holdings in Wihlborgs: 2 000 shares

Independent in relation to the company and major shareholders.

Anna Werntoft

Board member since 2022. Born: 1970

Education: MSc in Business and Economics, Lund University

Principal employment: CEO Wernimpact AB

Other Board assignments: -

Holdings in Wihlborgs: 1,854 shares

Independent in relation to the company and major shareholders.

Anneli Jansson

Proposed for election in 2024. Born: 1974

Education: MSc in Engineering, Royal Institute of Technology in Stockholm

Principal employment: CEO Humlegården Fastigheter AB

Other Board assignments: Board member of Platzer Fastigheter Holding AB, Catella AB and Centre of AMP

Holdings in Wihlborgs: 0 shares

Independent in relation to the company and major shareholder.

Item 14: Approval of Remuneration Report

The principles for remuneration and terms of employment for senior executives and Group Management were resolved at the AGM 2023 and applies until the 2026 AGM. The principles are available at the company's website <https://www.wihlborgs.se/en/about-us/corporate-governance/remuneration-principles/>.

The Board proposes that the AGM approve the Board's remuneration report, see appendix 4b, in accordance with Chapter 8, Section 53 a of the Swedish Companies act.

Malmö, March 2025
Board of Directors

Remuneration report ahead of Wihlborgs Fastigheter AB's (publ) 2025 AGM

Background

This report describes how the guidelines for remuneration of senior executives and Group management of Wihlborgs Fastigheter AB adopted at the 2023 AGM were implemented in 2024. The report also provides information on remuneration to the CEO and a summary of the company's incentive programmes. The report has been prepared in accordance with the Swedish Companies Act and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes issued by the Swedish Corporate Governance Board.

Work on remuneration matters

In 2024, matters pertaining to remuneration of senior executives and Group management were evaluated and prepared by the Board of Directors. These preparations are used as a basis for the Board's decisions on remuneration matters.

Performance 2024

Wihlborgs' overall performance for 2024 is presented on pages 91-97 in the 2024 Annual report.

Board fees

Board fees are not covered by this report. Such remuneration is resolved annually by the AGM and disclosed in Note 6 on page 104 of the 2024 Annual Report.

Remuneration guidelines: scope, purpose and deviations

A prerequisite for successful implementation of the company's business strategy and safeguarding of the company's long-term interests, including its sustainability agenda, is that the company is able to recruit and retain qualified personnel. To this end, the company must offer competitive remuneration. The company's remuneration guidelines enable the company to offer senior executives competitive total remuneration.

Under the remuneration guidelines, remuneration of senior executives is to be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Variable cash remuneration is to be linked to financial or non-financial criteria. These criteria may comprise individualized, quantitative or qualitative objectives. The criteria are to be designed so as to promote to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or to promote the senior executive's long-term development.

The complete guidelines are in Note 6 on page 104 of the 2024 Annual Report and on the company's website <https://www.wihlborgs.se/en/about-us/corporate-governance/remuneration-principles/>.

During 2024, the company complied with the remuneration guidelines. There have been no deviations from the remuneration guidelines and no deviations from the decision-making process that, according to the guidelines, is to be applied when determining, reviewing and applying the guidelines. The auditor's report regarding the company's compliance is available on Wihlborgs' website: <https://www.wihlborgs.se/en/about-us/corporate-governance/annual-general-meeting/>. No remuneration has been reclaimed. The provisions have been allocated to the company's profit-sharing fund. No further remuneration has been paid beyond the remuneration covered by the remuneration guidelines. The company did not apply any share-based incentive programme.

Remuneration paid in 2024

During 2024, the company complied with the remuneration guidelines.

Table 1: Total remuneration to senior executives 2024 (SEK m)

Senior executive	Base salary	Variable remuneration	Other benefits	Pension cost	Total remuneration	Proportion of fixed and variable remuneration
CEO	5.1	0.0	0.1	1.8	7.0	100/0
Other senior executives	9.9	0.0	0.4	2.6	12.9	100/0

In addition to the remuneration stated in the table above, allocations of SEK 57,300 have been made per person (applies to all employees in Sweden) to the Wihlborgs Profit-Sharing Fund.

Further information on executive remuneration is available in Note 6 Employees, personnel costs and executive remuneration on pages 104 of the 2024 Annual Report.

Table 2: Changes to remuneration in relation to the company's earnings

Change in remuneration	2024 vs 2023	2023 vs 2022	2022 vs 2021	2021 vs 2020	2020 vs 2019
Remuneration to the CEO	6 %	6 %	1 %	1 %	16 %
Remuneration to other senior executives	-7 %	2 %	2 %	19 %	26 %
Income from property management	2 %	-6 %	3 %	-1 %	3 %
Average remuneration per employee	2 %	16 %	4 %	0 %	-1 %

Guidelines for remuneration of senior executives 2025

The guidelines for remuneration to company management decided at the 2023 annual general meeting continue to apply without change. For the period leading up to the 2025 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 2023 AGM.

Malmö, March 2025
Board of Directors

Item 15: Resolution concerning authorisation of the Board to acquire and assign own shares

Purpose of the authorisation

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 financing of property and business acquisitions, if any, through payment with the company's own shares.

The 2024 AGM has given the Board such an authorisation. The company did not buy back any own shares in 2024. So far during 2025, no own shares have been acquired.

Board of Directors' proposals

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 16 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.

The statement of the Board in accordance with Chapter 19, Section 22 of the Swedish Companies Act

The Board of Directors proposes that the Annual General Meeting authorise the Board to acquire own shares, up until the next AGM, of up to 10 percent of the shares registered at any given time. Under the Swedish Companies Act, the Board issues a statement on whether the proposed acquisition is justifiable with regard to the requirements that the type and scope of the operations place on the size of equity and the company's and the group's consolidation requirements, liquidity, and position in general.

The Board's opinion on the matter is that the size of equity, and thereby the equity/assets ratio, indicated in the 2024 Annual Report is satisfactory. Interest rate derivatives and other financial instruments have been valued at market value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act. The effect of this valuation has affected equity negatively by SEK 136 million. Authorisation for acquisition of own shares is justifiable with regard to the type, scope, and risks of the operations. This also applies to the company's and the group's consolidation requirements, liquidity and position. The Board's proposal for a cash dividend of SEK 3.20 per share has also been taken into consideration.

Malmö, March 2025
Board of Directors

Note: The resolution by the AGM on this item is valid only if it is supported by shareholders with at least 2/3 of both the votes cast and of the shares represented at the Meeting.

Item 16: Resolution concerning authorisation of the Board to decide on a new share issue equivalent to a maximum ten (10) percent of shares outstanding

Purpose of the authorisation

In order to facilitate any future property transactions with a simplified decision-making process, it is proposed that the AGM authorise the Board to decide on one or more occasions on new share issues equivalent to at most a total of 10 percent (10) of the company's registered share capital.

The 2024 AGM has given the Board such an authorisation, which has not been utilized.

Board of Directors' proposals

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 15 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.

Malmö, March 2025
Board of Directors

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