

Malmö 21 March 2023

## **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, 26 April 2023, 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, 20 April 2023; and
- give notice of their intention to attend not later than Thursday, 20 April 2023.

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

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

Registered meeting participants who wish to participate in the meeting physically need to show valid identification at the entrance to the meeting room.

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 20 April 2023.

### **Postal voting**

The Board of Directors has decided that the shareholders may exercise their voting rights at the Annual General Meeting by postal votings in accordance with section 13 of the Articles of Association and Chapter 7, section 4 of the Swedish Companies Act.

In order to have the right to participate in the Annual General Meeting via postal voting, shareholders must be entered in the register of shareholders maintained by Euroclear Sweden AB as of Thursday 20 April 2023.

Notification of participation and postal voting can be made at the latest on 20 April 2023 in any of the following ways:

- **Electronic voting with BankID:** Shareholders who are natural persons may also submit their postal votes electronically through verification using the BankID security app via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>
- **E-mail voting:** Completed and signed postal voting forms may be e-mailed to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (use "Wihlborgs Fastigheter AB – postal voting" in the subject line). The postal voting form is available on the company's website, [www.wihlborgs.se](http://www.wihlborgs.se)
- **Regular postal voting:** Completed and signed postal voting forms may be sent by post to Wihlborgs Fastigheter AB, "AGM" c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden in such a manner that Euroclear Sweden AB has received the postal vote not later than Thursday, 20 April 2023. The postal voting form is available on the company's website, [www.wihlborgs.se](http://www.wihlborgs.se)

Shareholders are not allowed to include special instructions or conditions in the postal vote. If this occurs, the vote (i.e., the postal vote in its entirety) will be rendered invalid. Further terms and instructions are provided on the postal voting form.

## **Power of Attorney**

If a shareholder exercises postal voting by proxy a power of attorney must be attached to the form of advance voting. A form for a power of attorney is available on the Company's web site [www.wihlborgs.se](http://www.wihlborgs.se). If the shareholder is a legal entity a certificate of registration must be attached to the form.

## **Additional information**

For additional information, or in order to receive the form for advance voting by post, please contact Euroclear Sweden AB by telephone +46-8-402 91 54 (Monday-Friday 9.00 am - 4.00 pm).

## **Agenda for the Annual General Meeting of Wihlborgs Fastigheter AB (publ) in Malmö, Wednesday, 26 April 2023**

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
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. Election of members of the Nomination Committee, appendix 4
15. Resolution on the principles for appointing members of the Nomination Committee, to enter into force at the Annual General Meeting in 2024, appendix 5
16. Approval of Remuneration Report 2022, appendix 6
17. Resolution on the principles for remuneration and terms of employment for Group Management, appendix 7
18. Resolution concerning authorisation of the Board to acquire and assign own shares, appendix 8
19. 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 9
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 2022 be set at SEK 3.10 per share.

Tuesday, 28 April 2023 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 4 May 2023.

### **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 Göran Hellström (Backahill AB), Chairman, Elisabet Jamal Bergström (SEB Investment Management AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds) and Krister Eurén (representing small shareholders) and represents 23 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, Jan Litborn, Amela Hodzic, Lennart Mauritzon, Tina Andersson, Anna Werntoft and Johan Röstin be re-elected;
- that Anders Jarl be elected as Chairman of the Board;
- that Board fees totalling SEK 1,915,000 (1 860 000) be paid, with: SEK 480,000 (460,000) to the Chairman of the Board and SEK 210,000 (205,000) each to other members not employed in the company;
- SEK 175 000 (170 000) for work in the audit committee, to be distributed as SEK 88,000 to the chairman and SEK 43,500 each to the two members;
- 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](http://www.wihlborgs.se).

### **Item 14: Election of members of the Nomination Committee**

The principles for appointing members of the Nomination Committee were resolved at the Annual General Meeting 2022. The principles are available at the company's website [www.wihlborgs.se/en/investor-relations/corporategovernance/nominationcommittee/](http://www.wihlborgs.se/en/investor-relations/corporategovernance/nominationcommittee/)

The following persons are proposed to be elected as members of the Nomination Committee for the period until the 2024 AGM:

- a. Göran Hellström nominated by Backahill AB, Chairman
- b. Elisabet Jamal Bergström nominated by SEB Investment Management AB
- c. Åsa Wallenberg nominated by Länsförsäkringar Fondförvaltning
- d. Caroline Sjösten, nominated by Swedbank Robur fonder.

## **Item 15 Resolution on the principles for appointing members of the Nomination Committee; to enter into force from the Annual General Meeting in 2024**

### **Nomination Committee proposals**

1. The Nomination Committee shall consist of four (4) members 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 four (4) 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. 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 four (4) 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 four (4) 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 principles shall enter into force as of the Annual General Meeting in 2024.
8. If the AGM resolves against the above proposal, the Committee proposes that the principles for appointing the Nomination Committee adopted at the 2022 AGM continue to apply.

## **Item 16 – Approval of Remuneration Report**

The principles for remuneration and terms of employment for senior executives and group management were resolved at the AGM 2020 and apply until the 2023 AGM.

The Board has established a Remuneration Report of paid and accrued remuneration covered by the Company's remuneration principles in accordance with the rules of the Swedish Companies Act and the Swedish Corporate Governance Code.

The full remuneration report is available at the Company's web site: [www.wihlborgs.se/sv/investor-relations/bolagsstyrning/ersattningsprinciper/](http://www.wihlborgs.se/sv/investor-relations/bolagsstyrning/ersattningsprinciper/).

The Board proposes that the AGM approve the Board's 2022 remuneration report.

## **Item 17: Resolution on the principles for remuneration and terms of employment for Group Management**

### **Background**

Under the Swedish Companies Act and the Code of Corporate Governance, the General Meeting is to decide on principles for remuneration and other conditions of employment for Group Management. At Wihlborgs, currently only the Chief Executive Officer is encompassed by the legal definition of senior executives. The remainder of the Group Management comprises the Chief Financial Officer,

Director of Communications and Marketing, Director of Sustainable Business, the Director of Projects and Development, and the Regional Directors of Malmö, Lund and Helsingborg.

### **Board of Directors' proposals**

#### **The guidelines' promotion of Wihlborgs' business strategy, long-term interests and sustainability**

An overriding objective of the operations is for Wihlborgs to generate positive growth in shareholder value over time, which is to be achieved through implementing the company's business strategy. In brief, Wihlborgs' business strategy is to specialise in efficient sub-markets in the Öresund region, where Wihlborgs will own, manage in-house and develop commercial properties. (for additional information, see <https://www.wihlborgs.se/sv/om-oss/organisation/affarside/>). Wihlborgs applies the requisite remuneration levels and employment terms to be able to recruit and retain senior executives with high levels of competence and capacity to reach the set goals, implement the business strategy and promote Wihlborgs' long-term interests, including its sustainability agenda. The Board of Directors considers and evaluates remuneration as a whole, comprised of the components of fixed salary, variable remuneration, pension benefits and non-monetary benefits. Conformity to market conditions and competitiveness apply as general principles for remuneration of senior executives of Wihlborgs and these guidelines enable senior executives to be offered such remuneration.

#### **Preparation**

The entire Board, excluding the Chairman of the Board, prepares issues pertaining to the guidelines governing remuneration and terms of employment for senior executives, and decides the remuneration and terms of employment for senior executives. In that connection, the Board prepares a proposal for new guidelines at least every fourth year and submits the proposal for resolution by the AGM. The guidelines apply until such time as new guidelines are adopted by the general meeting, however, not longer than until the AGM in 2026. In this capacity, the Board of Directors monitors and evaluates variable remuneration programs for senior executives, the application of guidelines for remuneration for senior executives and the applicable remuneration structures and remuneration levels in the company. The majority of the participating Board members are to be independent in relation to the company and the company management. Neither the CEO nor other members of Group Management participate in the Board of Directors' processing of and decisions on remuneration-related matters, insofar as they are impacted by these matters.

#### **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.

**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 requirements that apply ahead of the 2023 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 2023 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 2020 AGM.

**Item 18: 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 18 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 19: 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.

**Other information**

The Board's complete proposal on other business and the Board's reasoned statement on decisions under Items 8 and 15, 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 Wednesday, 23 March. 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 Annual Report and Auditors' Report will be published on [www.wihlborgs.se](http://www.wihlborgs.se) on 31 March 2023 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 307,426,912. Wihlborgs holds no treasury shares.

Malmö, March 2023

**Wihlborgs Fastigheter AB (publ)**

**Board of Directors**

**For further information, please contact:**

Ulrika Hallengren, CEO +46 (0)40 690 57 95

Arvid Liepe, CFO +46 (0)40 690 57 31