

Malmö 24-03-2015

## **Press release**

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

The shareholders in Wihlborgs Fastigheter AB (publ) are herewith called to attend the Annual General Meeting to be held on Wednesday 29 April 2015 at 16.00 at Slagthuset, Jörgen Kocksgatan 7 A in Malmö.

#### **Notification**

Shareholders who wish to participate in the Annual General Meeting shall

- be registered in the share book recorded by Euroclear Sweden AB Thursday 23 April 2015, and
- give notice of their intention to attend no later than 23 April 2015 at 16.00.

Notification to attend the meeting shall be given as follows:

- by post to Wihlborgs Fastigheter AB, Box 97, 201 20 Malmö
- by telephone to +46 40 690 57 32
- by e-mail to [catharina.lachmann@wihlborgs.se](mailto:catharina.lachmann@wihlborgs.se)
- by the company website [www.wihlborgs.se](http://www.wihlborgs.se)

Registered participants will receive an entry card in the mail. This should be brought to registration at the AGM. When submitting notification the shareholder shall state his/her name, national identity number/registration number, address and telephone number, shareholding and in relevant cases stating the names of any assistants they wish to invite (a maximum of two).

A shareholder who has chosen to have his/her shares managed shall temporarily reregister his/her shares in his/her own name with Euroclear Sweden AB no later than Thursday 23 April 2015. For this to take place, the request for such registration shall be submitted in good time to the manager before this day.

Representatives of shareholders shall present to the Annual General Meeting a written, signed and dated authority or a certificate of registration or corresponding document that shows his/her authority. The authority is valid for one year from issuance, unless the authority provides for a longer period but not exceeding five years from issuance. For those who wish to send a representative a power of attorney is available on the company website.

#### **Agenda**

1. Calling the meeting to order.
2. Election of chairman for the meeting.
3. Drawing up and approving the voting list.
4. Election of one or two persons to verify the minutes.
5. Approval of the agenda.
6. Consideration as to whether the meeting is constitutional.
7. Presentation by the CEO (Chief Executive Officer).
8. Presentation of the annual accounts and auditor's report plus consolidated accounts and consolidated auditor's report.

9. Decisions on
  - a) approving the profit and loss statement and balance sheet plus consolidated profit and loss statement and consolidated balance sheet
  - b) the appropriation of the company's profit according to the approved balance sheet
  - c) freedom from responsibility for board members and the CEO
  - d) record day, assuming the Annual General Meeting agrees on a dividend
10. Decision on the number of members of the board of directors.
11. Confirming the fees for board members and auditors.
12. Election of board members and board chairman.
13. Election of auditors
14. Decision on the principles for how members of the nomination committee shall be appointed.
15. Decision on the principles for remuneration and terms of employment for Group Management.
16. Decision on authority for the board to acquire and assign own shares.
17. Decision on authority for the board to decide on any new share issue corresponding to no more than 10 per cent of the outstanding shares.
18. Any other business that is required of the meeting according to the Swedish Companies Act or the articles of association.
19. Meeting closes.

## **Proposed decisions**

### **Dividend – items 9 b and d**

The board proposes to the Annual General Meeting that the dividend for 2014 be set at SEK 4.75 per share. The proposed record day for the dividend is Monday 4 May 2015. If the meeting decides according to the proposal, cash payment is expected to be sent by Euroclear Sweden AB on Thursday 7 May 2015.

### **Election of the board etc., items 2, 10, 11, 12, 13 and 14**

The nomination committee that comprises Bo Forsén (Brinova Fastigheter AB) chairman, Per Trygg (SEB Funds), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds) and Krister Eurén (the small shareholders) representing 18 per cent of the votes in Wihlborgs propose that

Erik Paulsson is elected as chairman for the meeting;

The board is comprised of seven members;

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

Erik Paulsson is appointed as board chairman;

Fees to the board shall total SEK 905,000 be distributed as SEK 230,000 to the board chairman and SEK 135,000 to each board member not employed by the company;

To elect Deloitte AB together with Torbjörn Svensson as Wihlborgs' auditors;

Audit fees be set according to an approved account;

The appointment of a new nomination committee is unchanged, i.e. that a new nomination committee be appointed no later than six months before the Annual General Meeting comprising representatives of the three largest owners based on the ownership at the end of August 2015 and a representative of the small shareholders.

More information on the present board members and the nomination committee's report is available on Wihlborgs' website – [www.wihlborgs.se](http://www.wihlborgs.se).

### **Decision on the principles for remuneration and terms of employment for Group Management, item 15**

The board of Wihlborgs proposes that remuneration and other terms of employment shall be determined by the market and competitive. Remuneration shall be fixed for all members of Group Management. A possible remuneration in excess of fixed salary shall be maximized and in relation to the fixed salary and payable in cash. The compensation beyond fixed salary shall be based on outcomes in relation to set goals and coincide with the interests of shareholders. Wihlborgs has currently no compensation obligations in addition to the fixed salary to the Group Management. At Wihlborgs there is a profit-sharing foundation that comprises all employees except the CEO. The provision to the fund is related to the yield on equity and is maximized to a base amount per annum and employee.

The pensionable age for all members of Group Management is 65. The cost of the CEO's pension is based on a premium of 35 per cent of the pension-based salary per annum during the period of employment. The ITP plan or equivalent applies to other members of Group Management. For the CEO and other members of Group Management, there is a mutual notice period of six months. Termination payment for the CEO amounts to 18 months' salary and up to 12 months' for other members of Group Management. The termination payment shall be deducted from other income. The principles for remuneration and terms of employment remain unchanged from the previous year 2014.

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

### **Decision on authority for the board to acquire and assign own shares, item 16**

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

Acquisitions may take place of as many shares such that the company's holding does not exceed the number of shares which from time to time corresponds to 10 per cent of all the shares issued by the company. Acquisition shall take place on the NASDAQ OMX Stockholm at a price per share within the price range registered from time to time. Assignment shall not exceed the number of shares which from time to time corresponds to 10 per cent of all the shares issued by the company. Assignment may be made at NASDAQ OMX Stockholm, while deviating from the shareholders' preferential rights, as well as to a third party in connection with property or company acquisition. Consideration for the assigned shares can be paid in cash or in kind or through offset or otherwise subject to conditions.

The purpose of the authority is to be able to continuously adapt the company's capital requirement and thus be able to contribute to increased shareholder value, and to be able to assign shares in connection with the financing of possible property or company acquisitions though payment using the company's own shares.

### **Decision on authority for the board to decide on a new share issue, item 17**

The board's proposal means that the board is authorised prior to the next Annual General Meeting, on one or several occasions, to make a decision on a new share issue up to a number that does not exceed 10 per cent of the total number of shares when the issue is authorised. The board has the right to decide on a deviation from

the shareholders' preferential right as well as the regulation according to Chapter 13, Section 5, 1st paragraph 6 p of the Swedish Companies Act (in kind, offset or other conditions).

The purpose of the authority is to facilitate any future property transactions through a simplified decision process. The issue may take place at a market price.

## **Miscellaneous**

The annual accounts and auditors' report plus the board's complete proposals on other issues and the board's justified statements on decisions under items 9 and 16 and the auditor's opinion in accordance to Chapter 8, Section 54 of the Swedish Companies Act, whether the AGM follows the guidelines for salary and other remuneration to senior executives, are available from Wihlborgs' office in Malmö as of and including 1 April 2015. Copies of documents will be sent to the shareholders on request and who provide details of their postal address. The documents are also available on the company's website at [www.wihlborgs.se](http://www.wihlborgs.se). The board's statement in accordance with the Chapter 18, Section 4 of the Swedish Companies Act concerning the proposed dividend is included in the administration report.

Shareholders are entitled to request information concerning conditions that could impact on assessments of an item on the agenda and conditions that could impact on assessments of the company's financial position. The Board of Directors and the CEO must disclose such information assuming that the Board is of the opinion that this is possible without it causing material damage to the company. The disclosure obligation also applies to the company's relationships with other Group companies, the consolidated financial statements and such conditions described above that concern subsidiaries.

When issuing this notice, the total number of shares and voting rights amounts to 76,856,728. The company has no holding of own shares.

## **Programme for the Annual General Meeting**

15.00 Entrance to the meeting location opens

16.00 Annual General Meeting opens.

Light refreshments will be offered after the AGM.

Malmö, March 2015

**Wihlborgs Fastigheter AB (publ)**

Board of directors

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

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*The information is such that Wihlborgs is required to publish in accordance with the Swedish Capital Markets Act and/or the Swedish Financial Instruments Trading Act. The information was submitted for publication at 16.15 p.m. Tuesday, 24 March.*

