

Malmö 22 March 2021

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 on Tuesday, 27 April 2021.

Due to the coronavirus pandemic, and taking into consideration the government's restrictions and recommendation that public gatherings be avoided, the AGM will be conducted solely by way of advance voting (postal voting) with the support of temporary statutory requirements. This means that it will not be possible to attend this year's AGM in person or via a proxy.

Wihlborgs Fastigheter AB welcomes all shareholders to exercise their voting rights at the AGM by way of postal voting according to the instructions below.

An address by the Company's CEO Ulrika Hallengren will be published on the company's website (www.wihlborgs.se) in conjunction with the AGM.

Registration, etc.

Shareholders wishing to participate in the Annual General Meeting through postal voting must:

- be entered in the register of shareholders maintained by Euroclear Sweden AB on Monday, 19 April 2021,
 - and have notified their intentions to participate in the AGM no later than Monday 26 April 2021 by submitting a postal vote in accordance with the instructions below in such a manner that Euroclear Sweden AB has received the postal vote by the same date.
- Registering for the AGM can only be carried out through postal voting.

In addition to registering by providing their postal vote, shareholders who have their shares registered under a nominee must register the shares in their own name in order to be entered into the share register by Monday, 19 April 2021. Such registration may be temporary (so-called "voting right registration") and may be requested from the nominee in accordance with the nominee's procedures at a time in advance as determined by the nominee. Voting rights registered not later than Wednesday 21 April 2021 will be taken into account in the preparation of the register of shareholders.

Postal voting

Shareholders may only exercise their voting rights at the AGM by voting in advance, what is known as postal voting pursuant to Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). Registration and postal voting must be completed not later than 26 April 2021 in one 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 (use "Wihlborgs Fastigheter AB – postal voting" in the subject line). The postal voting form is available on the company's website, 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 Monday, 26 April 2021. The postal voting form is available on the company's website, 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.

Powers of attorney

If the shareholder is postal voting through a proxy, the power of attorney must be enclosed with the form. The power of attorney form is available on the company's website, www.wihlborgs.se. If the shareholder is a legal entity, a certificate of incorporation or other corresponding document must be submitted along with the form.

Further information

Please contact Euroclear Sweden AB by phone +46 (0)8 402 91 54 (Monday to Friday, 9:00 a.m. to 4:00 p.m.) with questions about the meeting or to have an advance voting form sent by post.

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 of the annual accounts and the auditor's report plus consolidated accounts and the auditors' report for the Group
8. 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
9. Resolution on the number of members of the Board and auditors
10. Establishment of fees for Board members and auditors
11. Election of Board members and Chairman of the Board
12. Election of auditors
13. Election of members of the Nomination Committee
14. Approval of Remuneration Report 2020
15. Resolution concerning authorisation of the Board to acquire and assign own shares
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
17. Resolution on the amendment to the Articles of Association
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

Item 3: Preparation and approval of voting list

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB, based on the shareholders' register and postal votes received, and verified and confirmed by the persons elected to verify the minutes.

Item 4 - Election of one or two individuals to verify the minutes

The Board proposes Agneta Axelsson, representing Wihlborgs' Profit-Sharing Fund, and Lennart Mauritzson, representing Backahill AB, or, to the extent both or any of them are prevented, the person(s) appointed by the Board of Directors, as the person(s) to verify the minutes. The assignment to verify the minutes also includes verifying the voting list and confirming that postal votes received are correctly reflected in the minutes of the Annual General Meeting.

Items 8b 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 2020 be set at SEK 5.25 per share.

Thursday, 29 April 2021 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 Tuesday 4 May 2021.

Items 2 and 9–12: 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, Elisabet Jamal Bergström (SEB Investment Management AB), Eva Gottfridsdotter-Nilsson (Länsförsäkringar Funds) and Krister Eurén (representing small shareholders) and by the end of 2020 represented 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, Jan Litborn, Helen Olausson, Johan Qviberg and Tina Andersson be re-elected;
- that Amela Hodzic and Lennart Mauritzson be elected as new Board members;
- that Anders Jarl be elected as Chairman of the Board;
- that Board fees totalling SEK 1,770,000 be paid, with: SEK 440,000 to the Chairman of the Board and SEK 195,000 each to each member; 160,000 for work in the audit committee to be distributed as SEK 80 000 to the chairman and SEK 40,000 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.

More information on the proposed Board members, together with the Nomination Committee's complete report, can be found on Wihlborgs' web site, www.wilhborgs.se.

Item 13: Election of members of the Nomination Committee

The principles for appointing members of the Nomination Committee were resolved at the Annual General Meeting 2020. The principles are available at the company's website www.wilhborgs.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 2022 AGM:

- a. Göran Hellström 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.

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 2020 and applies until further notice, however, not later than the 2023 AGM.

The full remuneration report is available at the company's website www.wilhborgs.se/sv/investor-relations/arsstammor/

The Board proposes that the AGM approve the Board's 2020 remuneration report.

Item 15: 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 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.

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

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.

Item 17 – The Board's proposal for resolution on amendment to the Articles of Association

The Board proposes that the AGM resolve to amend § 1 and 12 and to introduce a new § 13 in the Articles of Association pursuant to the following.

§ 1 The registered company name is Wihlborgs Fastigheter AB, which is a public company (publ).

§ 12 The company's shares will be recorded in a control register pursuant to Swedish Central Securities Depositories and Financial Instruments Accounts Act (Sw. lag (1998:1479).

§ 13 The board of directors may solicit proxies in accordance with the procedure set forth in Chapter 7, section 4, second paragraph of the Swedish Companies Act.

The board of directors may decide before a general meeting that shareholders will be permitted to exercise their voting rights by post ahead of the general meeting.

The Board of Directors may resolve that persons not being shareholders of the company shall, on the conditions stipulated by the Board of Directors, be allowed to attend or in any matter follow the discussions at a shareholders' meeting.

Purpose of the resolution

The decision on a new provision in § 13 is prompted by the need to be able to conduct future AGMs in the same way as is possible today, according to the temporary law (2020:198) to make it easier to hold general meetings of company shareholders and association members, even after the temporary law ends.

The amendments of §§ 1 och 12 are prompted by the fact that the term "company" (Sw: "firma") has been changed in the Swedish Trade names Act and the fact that the Swedish Financial Instruments Act (1998:1479) has a new name.

Other information

The Board's complete proposal on other business and the Board's reasoned statement on decisions under Items 8 and 15, the Board's remuneration report for 2020 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, 22 March 2021. 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 1 April 2021 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 2021

Wihlborgs Fastigheter AB (publ)

Board of Directors

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