

# KLÖVERN

## Notice of Annual General Meeting of Shareholders of Klöver AB (publ)

Shareholders of Klöver AB (publ) are hereby notified of the Annual General Meeting of Shareholders at 4 pm on Tuesday, 20 April 2010 at Kistamässan, Kistagången 1 in Kista, Stockholm.

### Notification of attendance

Shareholders wishing to participate in the Annual General Meeting must

- be registered as owner in the print-out of the share register made by Euroclear Sweden AB (previously VPC AB) on Wednesday, 14 April 2010,
- and notify their attendance to Klöver in writing at the latest by 12 noon on Wednesday, 14 April 2010 at the address: Klöver AB, Box 1024, 611 29 Nyköping, by telephone to +46 155-44 33 00 or via Klöver's website, [www.klovern.se](http://www.klovern.se).

When making notification, shareholders must state their name, date of birth/Swedish personal ID no./company registration no., address and telephone number and shareholding, as well as any assistant they may wish to accompany them to the meeting. Shareholders whose shares are nominee registered, must request that their shares be temporarily registered in their own name before 14 April 2010 to be able to participate in the meeting. Requests for such registration must be made to the bank or securities institution administering the shares in good time before this date. In cases where representatives participate in the meeting, a power of attorney in the original should be sent to the company at the time of notification of attendance. If the provider of the power of attorney is a legal entity, a certified registration certificate is also to be presented.

The company has a total of 166,544,326 shares and votes. Of these shares, 5,741,463 are owned by Klöver and cannot be represented at the meeting.

### Proposed agenda

1. Opening of the meeting
2. Appointment of a chairman at the meeting
3. Preparation and approval of the voting list
4. Appointment of one or two persons to check the minutes
5. Consideration of whether the meeting has been duly called
6. Approval of the agenda
7. Speech by the CEO
8. Presentation of the annual report and the audit report and the consolidated statement of income and the audit report for the group
9. Decisions on:
  - a) the adoption of the statement of income and balance sheet and the consolidated statement of income and consolidated balance sheet
  - b) appropriations concerning the company's profit in accordance with the adopted balance sheet
  - c) discharge from liability for the board members and the CEO
  - d) the record date in the event of the Annual General Meeting deciding on a dividend
10. Determination of the number of board members and deputy board members
11. Determination of fees for the board and auditors
12. Election of the Board and the Chairman of the Board

13. Adoption of principles for remuneration and terms of employment of the executive management
14. Adoption of principles for the composition of a Nominations Committee
15. Decision on authorization for the Board to acquire and transfer Klöverns own shares
16. Any other business
17. Closure of the meeting

### **Proposed decisions**

#### ***Chairman of the meeting, item 2***

The Nominations Committee proposes that Stefan Dahlbo be appointed to chair the meeting.

#### ***Dividend, item 9 b and d***

The Board recommends that a dividend of SEK 1.25 per share be paid to shareholders and that the remaining profit be carried forward. It is proposed that Friday, 23 April 2010 be record date, i.e. the date conferring entitlement to dividend. If the Annual General Meeting decides in accordance with the proposal, it is expected that cash dividend will be paid on Wednesday, 28 April 2010.

#### ***Election of the Board of Directors, item 10 - 12***

The Nominations Committee, consisting of Göran Almberg, chairman of the Nominations Committee, (LRF), Håkan Engstam (Corem Property Group), Rickard Svensson (Arvid Svensson Invest), Eva Gottfridsdotter-Nilsson (Lämförsäkringar Fondförvaltning), Erik Törnberg (Investment AB Öresund), Svante Paulsson (representing other shareholders), and Stefan Dahlbo, (Chairman of the Board of Klöverns), propose that the board shall consist of seven members, which is unchanged compared with the present number.

It is proposed that a fee of SEK 875,000 be paid to the board, of which SEK 250,000 to be paid to the Chairman of the Board and SEK 125,000 each to the other members, which is unchanged compared with the present fee. No fee is to be paid to the CEO of Klöverns.

It is proposed that payment be made to the auditors in accordance with approved invoices.

The Nominations Committee proposes that Rutger Arnhult, Stefan Dahlbo, Gustaf Hermelin, Anna-Greta Lundh, Lars Rosvall and Fredrik Svensson be re-elected. It is proposed that Lars-Göran Pettersson be elected to the Board. His competence and experience will be a very valuable addition to Klöverns Board.

Lars-Göran Pettersson, born in 1949, has academic studies in political science, theology and business administration. Lars-Göran is President of the Swedish Federation of Farmers and, among other assignments, is a director of Lämförsäkringar Sak and Nordiska Kontaktorganet för jord- och skogsbruksfrågor (Nordic joint committee for agriculture and forestry).

The Nominations Committee proposes that Stefan Dahlbo be elected as Chairman of the Board.

Further information about the work of the Nominations Committee and a motivated statement on the proposals for the Board are available on Klöverns website [www.klovern.se](http://www.klovern.se).

#### ***Principles for remuneration and other conditions of employment for the executive management, item 13***

The Board makes the following proposals on principles of remuneration and other terms of employment for the executive management:

The basic salary is to be at a market level and competitive and to take into account the areas of responsibility and experience of the individual. The basic salary is to be subject to annual

review. Variable salary shall be linked to predetermined and measurable criteria, designed with the intention of promoting the long-term creation of value in the company.

The maximum variable salary for members of the executive management is an amount corresponding to six months' basic salary per year. Pension premiums for the executive management may amount to at most 35 per cent of the basic salary and the pension age is 65. The period of notice for members of the executive management is twelve months if notice is given by the company and six months if given by the employee. No severance pay is payable.

Benefits in addition to salary and pension for all members of the executive management are health insurance, a subsistence allowance, and a share in Klöver's profit-sharing foundation. Members of the executive management are entitled to a company car if this is provided for in the respective contract of employment. The Board has the right to depart from these principles if there is reason for so doing in individual cases.

The executive management consists of the CEO and other members of the executive management group. The executive management at present consists of Gustaf Hermelin, CEO, Britt-Marie Einar, Information and Finance Manager, Thomas Nilsson, IT/Real Estate Manager and vice-President, Elisabeth Norling, Personnel and Environmental Manager, Mattias Rickardsson, Transaction and Analysis Manager, P.G. Sabel, Unit Manager in Kista and Täby, and Caesar Åfors, CFO and vice-President.

#### ***Nominations Committee, item 14***

The Nominations Committee's proposed principles for the composition of the Nominations Committee comply with those adopted at the Annual General Meeting in 2009. These principles are available on Klöver's website, [www.klovern.se](http://www.klovern.se).

#### ***Authorization for the Board to acquire and transfer Klöver's own shares, item 15***

The Board proposes that the Annual General Meeting decide to authorize the Board, at the longest until the next Annual General Meeting, to acquire and transfer Klöver's own shares. This authorization is intended to enable the company's capital requirements to be continuously adapted and thus contribute to increased shareholder value, as well as to be able to transfer shares in connection with financing of any property or company acquisitions, by payment with Klöver's own shares.

Acquisition may take place through purchase at Nasdaq OMX Nordic Exchange in Stockholm. Acquisition may take place of at most the number of shares so that the Group's total shareholding after acquisition corresponds to at most 10 per cent of the total number of shares issued by the company. Transfer shall be able to take place both on the same stock exchange as well as, deviating from the priority right of shareholders, to a third party in connection with property or company acquisitions. Payment for transferred shares may be made in cash or in kind, by set-off, or otherwise with conditions attached. The number of repurchased shares, at the time of this notification, is 5,741,463 corresponding to 3.4 per cent of the total number of registered shares.

#### **Any other business**

The annual report, the audit report and the audit statement, and the Board's and the Nomination Committee's complete proposals in other matters, motivated statements in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance as well as forms for power of attorney, are available at Klöver's office in Nyköping from Friday, 12 March 2010. Copies of the documents will be sent to the shareholders who make a request to that effect and provide their postal address. The documents are also available from the same date via the company's website, [www.klovern.se](http://www.klovern.se).

## **Programme at the Annual General Meeting**

3pm Entrance to the premises for the meeting opened

4pm Opening of the Annual General Meeting

Light refreshments will be served after the meeting.

Nyköping, 12 March 2010

### **Klövern AB (publ)**

The Board of Directors

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

Gustaf Hermelin, CEO, tel +46 155-44 33 10, +46 70-560 00 00, [gustaf.hermelin@klovern.se](mailto:gustaf.hermelin@klovern.se)

Caesar Åfors, CFO and Deputy CEO, tel +46 155-44 33 02, +46 70-662 48 48,

[caesar.afors@klovern.se](mailto:caesar.afors@klovern.se)

Britt-Marie Einar, Finance and Information Manager, tel +46 155-44 33 12, +46 70-224 29 35,  
[britt-marie.einar@klovern.se](mailto:britt-marie.einar@klovern.se)

Klövern is a real estate company committed to working closely with customers to meet their needs of premises and services in Swedish growth regions. Klövern has business units in ten cities: Borås, Karlstad, Kista, Linköping, Norrköping, Nyköping, Täby, Uppsala, Västerås and Örebro. As at 31 December 2009, the value of the properties totalled approximately SEK 12 billion and the rental income on an annual basis was approximately SEK 1.4 billion. The Klövern share is listed on Nasdaq OMX Nordic Exchange in Stockholm for medium-sized companies.

Klövern AB (publ), Box 1024, SE-611 29 Nyköping, Sweden. Tel +46 155-44 33 00,

Fax +46 155-44 33 22. Reg.no. 556482-5833. Registered office: Nyköping. Website: [www.klovern.se](http://www.klovern.se).