

KLÖVERN

Press release
23 April 2015

Decisions at Annual General Meeting of Klöver AB (publ)

At the Annual General Meeting of Klöver AB (publ) on 23 April 2015 the following decisions were made, among others.

Profit distribution

For the financial year 2014 the Board's proposition for profit distribution, meaning a dividend of SEK 0.30 per ordinary share of Class A and Class B, and SEK 20.00 per preference share, were decided. The dividend amount per preference share shall be distributed in four payments, each of SEK 5.00.

Record date for dividend for the ordinary share was decided to be 27 April 2015.
Record dates for the preference share was decided to be 30 June 2015, 30 September 2015, 30 December 2015 and 31 March 2016.

Board and auditor

The Annual General Meeting decided on re-election of the board members Fredrik Svensson, Rutger Arnhult, Ann-Cathrin Bengtson, Pia Gideon and Eva Landén. Fredrik Svensson was re-elected as Chairman of the Board.

The Annual General Meeting decided to increase the fees paid to the Board from a total of SEK 700,000 to SEK 715,000, of which an unchanged amount of SEK 280,000 is to be paid to the Chairman of the Board and SEK 145,000 each to the other members, entailing an increase of SEK 5,000 per member. A board member, who is at the same time employed by the Company shall not receive any director's fee. No further payment is made to board members who serve on committees of the Board.

The Annual General Meeting decided to re-appoint the registered public accounting firm Ernst & Young AB as the company's auditors for the period until the next Annual General Meeting, with Fredrik Hävrén as auditor in charge. Payment shall be in accordance with approved invoices.

Remuneration of the executive management

The Annual General Meeting decided in accordance with the Board's proposed guidelines for remuneration and other terms of employment for the executive management:

Remuneration is to be at a market level and competitive and to take into account the areas of responsibility and experience. 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. For the CEO no variable salary is payable and for other members of the executive management at most three months basic salary per year. The Board has the right to depart from these principles if there is reason for so doing in individual cases.

Nominations committee

The Nominations Committee shall consist of five members, of which one member shall be the Chairman of the Board. The Chairman of the Board shall contact the four largest shareholders by voting power of the Company as at the last day of share trading in September of the year preceding the Annual General Meeting. In the event of the requested shareholder not wishing to appoint a member of the Nominations Committee, the next largest shareholder, who has not previously been asked to appoint a representative to the Nominations Committee, shall be asked.

The Nominations Committee shall perform the tasks ensuing from the Swedish Code of Corporate Governance.

Amendment of the Articles of Association with regard to the registered office of the Company

The Annual General Meeting decided to amend article 2 of the Articles of Association concerning the registered office of the Company to the effect that the Company shall have its registered office in Stockholm, instead of Nyköping.

Amendment of the Articles of Association with regard to conditions for the preference share; redemption price and amount to receive in the event of dissolution of the Company

The Annual General Meeting decided to amend the third paragraph of Article 5.4 (Redemption) of the Articles of Association to:

“Any holder of a preference share determined for redemption shall be obliged, three months after being notified of the redemption resolution, to accept payment for the share in an amount calculated as the total of SEK 500 plus any Withheld Amount in accordance with article 5.2 (including any Recalculation Amount on such Withheld Amount up to and including the day on which the redemption amount falls due for payment). All interest calculation shall cease on the day on which the redemption amount falls due for payment.”

The Annual General Meeting decided also to amend article 5.5 (Dissolution of the Company) of the Articles of Association to:

“In the event of dissolution of the Company, the holders of preference shares shall be entitled to receive from the Company’s net assets SEK 400 per share as well as any Withheld Amount in accordance with Article 5.2 (including any Recalculation Amount on such Withheld Amount) prior to any distribution to the holders of the ordinary shares. The preference shares shall otherwise carry no entitlement to any share in the distribution of assets.”

Acquisition and transfer the Company's own shares

The Annual General Meeting decided to authorize the Board, until the next Annual General Meeting, to decide upon acquisition and transfer of Klöver's own shares. The object is to be able to adapt the capital structure of the Company to the capital requirement from time to time and thus be able to contribute to increased shareholder value. The Company does not own any of its own shares.

New issue

The Annual General Meeting decided to authorize the Board, on one or more occasions, during the period until the next Annual General Meeting to decide on a new issue of ordinary shares of Class A and/or Class B and/or preference shares, with or without derogation from the shareholders’ pre-emption rights.

The number of shares issued pursuant to this authorization shall correspond to an increase in the share capital of at most ten (10) per cent based on the total share capital of the Company at the time of the 2015 Annual General Meeting. The number of ordinary shares of Class A that may be issued pursuant to the authorization may, however, amount to at most ten (10) per cent of the share capital consisting of ordinary shares of Class A issued on the date of the 2015 Annual General Meeting, the number of ordinary shares of Class B that may be issued pursuant to the authorization may, however, amount to at most ten (10) per cent of the share capital consisting of ordinary shares of Class B issued on the date of the 2015 Annual General Meeting and the number of preference shares which may be issued pursuant to the authorization may amount to at most ten (10) per cent of the share capital consisting of preference shares issued at the time of the 2015 Annual General Meeting..

Klöver AB (publ)

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Klöver is a real estate company committed to working closely with customers to offer them efficient premises in Swedish growth regions. As of March 31, 2015, the value of the properties totaled SEK 31.0 billion and the rental

value on an annual basis was SEK 3.0 billion. Klöver is listed on Nasdaq Stockholm. For further information, see www.klovern.se.

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This information is such that Klöver AB (publ) is obliged to disclose under the Securities Market Act and/or the Financial Instruments Trading Act. The information was made available for publication on 23 April 2015.