



PRESS RELEASE  
11 April 2016

## **Notice of the Annual General Meeting of Fastighets AB Balder (publ)**

Shareholders of Fastighets AB Balder (publ), corporate identity no. 556525-6905, are hereby notified of the Annual General Meeting (AGM) to be held on Tuesday, May 10, 2016 at 16.00, local time, at Elite Park Aveny Hotel, Kungssportsavenyn 36-38, Gothenburg.

### **Right to participate in the Annual General Meeting**

Shareholders wishing to participate in the AGM shall

be listed as shareholders (not trustee-registered) in the share register held by Euroclear Sweden AB as of Tuesday, May 3, 2016,

and have notified the company of their intention to attend by no later than 16.00, local time, on Tuesday, May 3, 2016.

### **Notification**

Notification of participation at the AGM shall be made by letter to Fastighets AB Balder, Box 53121, 400 15 Gothenburg, by telephone +46 31 10 95 70, by fax +46 31 10 95 99 or by e-mail: [eve.knight@balder.se](mailto:eve.knight@balder.se)

When giving notice of participation, the shareholder shall state his or her name, personal ID/corporate registration number, address and telephone number, and the names of the advisors the shareholder wish to invite, if any (maximum two).

A shareholder who is exercising his or her rights through a proxy shall provide a written proxy form, valid for a period not exceeding five years from the date of issuance. A proxy form is available at Fastighets AB Balder's (publ) website. A proxy who is representing a legal entity shall submit a certificate of registration or corresponding legitimacy papers showing authorised signatories. The original power of attorney and certified copy of certificate of registration or corresponding legitimacy papers should be sent in to the company at the above address in good time prior to the AGM.

### **Trustee-Registered Shares**

Shareholders whose shares are registered in the name of a trustee must temporarily register their shares in their own name in order to be entitled to take part at the AGM. Such registration must be effected at Euroclear Sweden AB by Tuesday, May 3, 2016.

#### **Fastighets AB Balder (publ)**

PO Box 53121, 400 15 Gothenburg

Tel: +46 31 10 95 70

Corporate Identity No. 556525-6905, Registered office Gothenburg

[www.balder.se](http://www.balder.se)

Fastighets AB Balder is a listed property company which shall meet the needs of different customer groups for premises and housing based on local support. Balder's real estate portfolio had a value of SEK 68.5 billion as of 31 December 2015. The Balder share is listed on Nasdaq Stockholm, Large Cap.

## Proposed agenda

1. Opening of the AGM.
2. Election of chairman of the AGM.
3. Drafting and approval of the voting list.
4. Election of at least one person to verify the minutes together with the chairman.
5. Review as to whether the AGM has been duly convened.
6. Approval of the agenda for the AGM.
7. Presentation of the annual report, the auditors' report and the consolidated accounts and the auditors' report for the group, in connection with the presentation of the CEO.
8. Resolutions regarding
  - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
  - b) allocation of the company's profits and losses as set forth in the adopted balance sheet
  - c) discharge from liability for board members and the CEO.
9. Determination of the number of board members and deputy board members.
10. Determination of fees for the board of directors and auditors.
11. Election of board members and deputy board members and, where applicable, auditors and deputy auditors.
12. Resolution regarding appointment of members to the nomination committee.
13. Resolution regarding guidelines for remuneration to senior executives.
14. Resolution regarding authorisation for the board to resolve upon new issue of shares.
15. Resolution regarding authorisation for the board to resolve on acquisition and sale of the company's own shares.
16. Closing of the AGM.

## Proposals for resolution

The nomination committee has been appointed according to instructions given on the AGM 2015 and with Christian Hahne (representing Erik Selin Fastigheter AB), Rikard Svensson (representing Arvid Svensson Invest AB) and Lars Rasin (representing other shareholders), chairman of the nomination committee, as members of the nomination committee.

### *Election of the chairman of the AGM (item 2)*

The nomination committee proposes that the chairman of the board, Christina Rogestam, to be appointed as the chairman of the AGM.

### *Resolution regarding appropriation of the company's profit and dividend (item 8 b)*

The board proposes that the AGM resolve

that of the accumulated profit of SEK 8,880,681,329, a dividend should be approved in the amount of SEK 200,000,000 to the present holders of preference shares and an additional dividend to be approved to a maximum amount of SEK 100,000,000 if new preference shares will be issued during the time period until the next AGM, all subject to the following conditions. Dividend shall be distributed quarterly of SEK 5 per preference share, however, not more than SEK 20, during the period until the next annual general meeting. Record days for the quarterly distribution of the dividend are proposed as July 8, 2016, October 10, 2016, January 10, 2017 and April 10, 2017.

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Furthermore, the board proposes that the AGM resolve that no dividend shall be distributed to the holders of ordinary shares.

*Determination of the number of board members and deputy board members (item 9)*

The nomination committee proposes that the board shall consist of five board members and no deputies.

*Determination of fees to the board and auditors (item 10)*

The nomination committee proposes an unchanged fixed directors' fees in the total of SEK 460,000 to be paid and distributed as follows: SEK 160,000 to the chairman of the board and SEK 100,000 to each of the other board members elected by the AGM and who are not employed by the company.

Auditors fees shall be paid against approved account.

*Election of board members and auditor (item 11)*

The nomination committee proposes the re-election of Christina Rogestam, Erik Selin, Fredrik Svensson, Sten Dunér and Anders Wennergren. Christina Rogestam is proposed as chairman of the board.

It is noted that the auditor of the company has been appointed for a period until the end of AGM 2017.

*Resolution regarding nomination committee (item 12)*

The nomination committee proposes that one representative for each one of the two largest shareholders or ownership spheres in addition to Lars Rasin, who represents the other shareholders, shall be appointed as members of the nomination committee. Names of the two members representing the two largest shareholders or ownership spheres, and the owners they represent, shall be published not later than six months before the annual general meeting 2017 and shall be based on the known ownership immediately prior to the publication. The nomination committee's term of office extends until the appointment of a new nomination committee. The chairman of the nomination committee shall be Lars Rasin.

*Resolution regarding guidelines for remuneration to senior executives (item 13)*

The board proposes that the AGM resolve on guidelines for remuneration to senior executives to apply until the time of the annual general meeting 2017 according to the following main points.

The remuneration shall be market-related and competitive. Remuneration shall be paid in the form of a fixed salary. Pension terms shall be market-related and based on defined contribution pension solutions. Dismissal pay and termination benefits shall not exceed 18 monthly salaries. In accordance with chapter 8:53 of the Swedish Companies Act (2005:551) the board is entitled to depart from the guidelines, if there are special reasons in a particular case. The guidelines shall cover the CEO, deputy CEO and other members of the management team.

*Resolution to authorise the board to resolve on new issues (item 14)*

The board proposes that the AGM authorise the board during the period until the next annual general meeting, on one or more occasions, to have the power to resolve on a new issue of preference shares and/or Class B shares with or without deviation from the preferential rights of shareholders.

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The number of shares, issued by virtue of authorisation of the AGM, shall be equivalent to a maximum of 10 (ten) per cent of the total existing share capital at the date of AGM 2016. The board may, by virtue of authorisation, issue maximum five million (5,000,000) preference shares.

The board shall have the power to resolve that preference shares and/or Class B shares, wholly or in part, shall be subscribed for against payment, in cash, in kind or by right of set-off.

New shares by virtue of authorisation shall be issued at market-related terms and shall be used by the company as payment in connection with acquisition of properties or in connection with acquisition of shares or participations in legal entities or in order to capitalise the company before such acquisition or capitalise the company in other respects.

The board further proposes that the AGM authorises the board, CEO or whom the board of directors may appoint, to make those minor changes in the above resolution that could be necessary to register the resolution with the Swedish Companies Register.

#### *Resolution regarding authorisation for the board to resolve on acquisition and sale of own shares (item 15)*

The board proposes that the AGM resolve to authorise the board, during the period until the next annual general meeting, on one or more occasions, to acquire its own Class B shares. The company may not acquire its own Class B shares to the extent that the company's holding of its own shares following the acquisition would exceed one-tenth of all shares in the company. Acquisition of shares shall take place (i) on NASDAQ Stockholm and may only take place at a price within the registered price range at each time, which is deemed as the range between the highest price paid and lowest selling price or (ii) via a take-over bid directed to all holders of Class B shares, when the acquisition shall take place at a price that at the time of the resolution corresponds to not less than the current market price and not more than 150 per cent of the current market price. Payment for the shares shall be paid in cash.

In addition, the board proposes that the AGM authorise the board during the period until the next annual general meeting, on one or more occasions, to sell all own shares of Class B that the company holds at each point in time, (i) on NASDAQ Stockholm or (ii) in connection with acquisition of companies, operations or properties on market-related terms. Sale of shares on NASDAQ Stockholm may only take place at a price that is within the registered price range at each time. The authorisation includes the right to resolve on deviations from the shareholders' preferential rights and that payment can take place by other means than cash.

The authorisation will give the board the possibility to plan for action and the possibility to continually adapt the company's capital structure and thereby contribute to increase the shareholder value and also have the possibility to finance future acquisitions.

#### **Other information**

The resolutions of the AGM under items 14 and 15 are valid if they are supported by shareholders with a minimum of two-thirds of the voting rights and shares represented at the meeting.

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## Number of shares and votes

On the date this notice is being published, the total number of shares in the company amounted to 182,396,852, of which 11,229,432 shares of Class A, representing 11,229,432 votes (one vote per share), 161,167,420 shares of Class B representing 16,116,742 votes (one tenth of one vote per share) and 10,000,000 preference shares representing 1,000,000 votes (one tenth of one vote per share). Accordingly, the total number of votes in the company amounted to 28,346,174. Currently, the company does not own any of the outstanding shares.

## Provision of documents

The annual report, consolidated accounts, auditor's report, the auditor's statement on the application of the guidelines for remuneration to senior executives and the board's and the nomination committee's complete proposals for resolution as above and proxy forms will be available with the company from April 19, 2016, with the address Vasagatan 54, Gothenburg, and on the company's website, [www.balder.se](http://www.balder.se). Copies of the documents will be posted free of charge to the shareholders who request it and who provide their postal address and will also be available at the AGM. The documents will be presented at the meeting.

## Information at the meeting

The Board and the CEO may, at the request of any shareholder at the AGM, and if the Board does not consider it to have a negative impact on the company, provide information about conditions that can affect the assessment of matters on the agenda, conditions that can affect assessment of the company's or subsidiaries' financial situation, or the company's relationship to other Group companies.

Gothenburg, April 2016

Fastighets AB Balder (publ)  
The Board of Directors

Balder discloses the information provided herein pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. The information was released for publication on 11 April 2016 at 08.00 CEST.

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